



National Semiconductor Technology Center (NSTC)

Advisory Body Member Code of Conduct Policy

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Revision History

Date	Author	Change
12/31/2024	Natcast team	Version 1
3/21/2025	Natcast legal	Reordered Appendix. No substantive changes made

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Purpose and Scope of this Policy

The National Semiconductor Technology Center (“NSTC”) serves to support and extend U.S. leadership in semiconductor research, design, engineering, advanced manufacturing and workforce development, thereby promoting economic and national security. To achieve these goals, the NSTC will include advisory bodies (“Advisory Bodies”) that will provide input to Natcast on NSTC programs and activities. The objective of these Advisory Bodies is to ensure that NSTC activities are member-informed and that advisory bodies are representative of the ecosystem, encompassing a diverse range of opinions and perspectives. This Code of Conduct Policy (“Policy”) serves to ensure that activities of NSTC Advisory Bodies are conducted with integrity and professionalism. This policy governs the conduct of each advisory body member (“Advisory Body Member”). Each NSTC Member entity that sponsors an advisory body member (“Sponsor”) must comply with this policy and ensure that the Member it sponsors complies with this Policy.

General Conduct Standard

The contributions of the Advisory Body Member to advisory body activity must be consistent with the purpose of the NSTC. It is expected that the Advisory Body Member will, to the greatest extent practicable, provide views reflecting the Advisory Body Member’s best professional judgment, independent of financial interests or the interests of other entities. Advisory Body Members may also represent the views, interests, and professional judgments of their Sponsor. Representing Sponsor views is not itself a Conflict of Interest and does not require prior disclosure, as the identity of the Advisory Body Member’s Sponsor will be known to the Advisory Body.

Annual Disclosures

Each Advisory Body Member shall furnish to Natcast at the time of the appointment (a) the Advisory Board Member’s Sponsor and (b) a list of positions held (whether paid or unpaid) and any contractual relationships for the performance of services with any corporation, company, firm, partnership or other business enterprise, any non-profit organization, any labor organization, or any education or other institution whose activities or purposes may be (or may foreseeably become) relevant to the purposes and functions of NSTC or the Advisory Body to which they have been appointed. Each Advisory Body Member shall also disclose information related to their relationship, if any, with a Foreign Entity of Concern or Foreign Country of Concern. See Attachment 1. The Advisory Body Member shall be required to file updated disclosure reports annually with Natcast.

Disclosure of Conflicts of Interest

Advisory Body Members must be aware of, and disclose, any actual, potential, or apparent Conflicts of Interest and abide by any written guidance received in response to such disclosure.

- a. **Conflict of Interest Definition.** A Conflict of Interest arises when an Advisory Body Member's action on an Advisory Body directly benefits the Advisory Body Member, their spouse or dependent child, or an organization of which the Advisory Body Member is an employee, director, owner, or otherwise has a business or financial interest. A Conflict of Interest can be actual or apparent. For example, if the Advisory Body were considering a specific transaction, collaboration or other engagement that would provide a direct financial benefit to the Advisory Body Member's spouse, an actual Conflict of Interest would arise. An apparent Conflict of Interest could arise, for example, where an Advisory Body Member has such a close personal friendship with the CEO of a company being considered for a specific transaction, collaboration or other engagement with Natcast that it would undermine the integrity of the Advisory Board. Additionally, a Conflict of Interest does not arise when an Advisory Body Member's participation only has an indirect benefit to the Member's interests (including the interest of the Member's spouse or dependent child, or an organization of which the Advisory Body Member is an employee, director, owner, or otherwise has a business or financial interest). For example, an Advisory Body Member who recommends that Natcast fund or pursue research in a general topic area that the Member's spouse's employer conducts would generally not be considered a Conflict of Interest because that recommendation is not a specific transaction, collaboration, or engagement that would be expected to provide a direct financial benefit to the Member's spouse.
- b. **Conflict of Interest Exclusions.** Conflicts of Interest exclude scenarios where the Advisory Body Member's interest is de minimis, or too trivial or minor to merit consideration. A de minimis interest is any financial interest less than \$25,000, or any interest that is otherwise de minimis under the circumstances, e.g. in situations where the interest is held through an investment vehicle, like a mutual fund, that the Advisory Body Member does not control.
- c. **Conflicts of Interest Involving Sponsor.** A Conflict of Interest does not arise by virtue of the Advisory Body Member's Sponsor's general or policy interest in the activity of the advisory body. A Conflict of Interest involving a Sponsor arises when the Advisory Body Member's action directly benefits the Sponsor (e.g. a transaction or collaboration involving the Sponsor).

Gift Prohibition

An Advisory Body Member may not receive, request, or accept any gift or anything else for the purpose of influencing an Advisory Body action.

- a. **Gift Disclosure.** An Advisory Body Member must disclose any actual or potential gifts from any source that a reasonable person could view as given for the purpose of influencing actions as an Advisory Body Member and abide by any written guidance received because of that disclosure.
- b. **Gift Definition.** A “gift” refers to the actual or potential transfer of any item of value more than \$50, including goods and services, without compensation.
- c. **Gift Exclusions.** Certain practices would not be perceived by a reasonable person to be made for the purpose of influencing an Advisory Body action. For that reason, the prohibition on receiving gifts does not apply to normal business practices, such as meetings over meals, corporate items given to participants in meetings and conferences, and token hosting gifts. The prohibition also does not apply to gifts given outside the context of the Advisory Body membership, such as gifts given in the context of preexisting personal friendships or a preexisting employment relationship.

Other Restrictions on Activities

An Advisory Body Member shall not do the following:

- a. An Advisory Body Member shall not use nonpublic Advisory Body information for anything other than the Advisory Body’s business;
- b. An Advisory Body Member shall not disclose or share nonpublic Advisory Body information outside of the Advisory Body and Natcast, except that the Advisory Body Member and Sponsor may share information within the Sponsor on a need-to-know basis only and only for the purposes of conducting the Advisory Body’s business, subject to (i) confidentiality and information protection measures that the Sponsor applies to its own similar confidential information and (ii) the prohibition on sharing information set forth in the following provision;
- c. An Advisory Body Member shall refer any media inquiries relating to the NSTC or any Advisory Body to the Natcast Responsible Executive (as defined herein);
- d. An Advisory Body Member shall not serve as an officer, director, employee or otherwise provide services, compensated or volunteer, or owe any fiduciary duty to, or share any nonpublic Advisory Body information with a Foreign Country of Concern or Foreign Entity of Concern, as those terms are defined in 15 C.F.R. § 231.102 and § 231.104;

- e. An Advisory Body Member shall not, in his or her individual capacity or in any other capacity, act as a broker or agent for or otherwise represent any party in any transaction with Natcast; provided, however that no Advisory Body Member shall be prohibited from representing the interests of its Sponsor.

Procedures

This section concerns the processes for disclosing and resolving Conflicts of Interest and disclosing and addressing potentially prohibited gifts.

- a. **Affirmative Disclosure Obligation.** In the event of a Conflict of Interest or gift requiring disclosure above, the Advisory Body Member must promptly disclose all the relevant facts and circumstances to the senior Natcast employee responsible for the Advisory Body (“Natcast Responsible Executive”). Disclosure should generally be within three days of discovery of the need to disclose, however the Advisory Body Member must make a disclosure before taking any action implicating the Conflict of Interest or gift, even if the three-day period has not passed.
- b. **Natcast Responsible Executive Determination.** Upon disclosure, an Advisory Body Member must await guidance prior to starting or continuing their work. The Natcast Responsible Executive, in consultation with Natcast’s General Counsel’s office, shall promptly review any disclosure to determine whether a Conflict of Interest or prohibited gift exists and how the issue should be addressed. Addressing situations in ways that maximize the ability of the Advisory Body Member to participate in the Advisory Body activities and discussion are favored, as Natcast intends to utilize Advisory Body input to benefit the NSTC and that may be diminished with a complete recusal. The appropriate course of action may take many forms, including but not limited to: disclosing the conflict to the Advisory Body, recusing the Advisory Body Member from voting but permitting participation in discussion, complete recusals, termination of the conflict-related activity, return or refusal of a gift, or, as a last resort, termination of the Advisory Body Member’s participation. The specific action will depend on the circumstances, including the nature and materiality of the issue, its timeframe, the options for mitigation, the availability of other Advisory Body Members with comparable expertise, and other relevant circumstances. The Natcast Responsible Executive will provide written guidance, as expeditiously as practicable, setting forth the determination made and the reasons for it, and instructions for how the Advisory Body Member’s work may proceed, if applicable.
- c. **Appeal.** The Advisory Body Member or their Sponsor may appeal the Natcast Responsible Executive’s determination by providing written notice of the appeal and the reasons for the appeal within seven (7) days to the Natcast Responsible Executive. The Natcast Responsible Executive shall forward the appeal to the to the Natcast Chief Executive Officer (“CEO”) for consideration.

The CEO shall resolve the appeal as soon as is practicable. The CEO's decision on the appeal shall be final, with no further appeals available.

Attestations

The Advisory Body Member must annually submit the Conflict of Interest Disclosure attached to this policy.

Conflict of Interest Policy Violations

If Natcast has reasonable grounds to believe that an Advisory Body Member failed to comply with this Policy, the Natcast Responsible Executive shall inform the Advisory Body Member and their Sponsor of the relevant facts and provide them an opportunity to address the issue. If the Natcast Responsible Executive determines that the Advisory Body Member violated this policy, they may require appropriate remedial action, which may include, but is not limited to: additional conflicts training, enhanced reporting duties, removal from the Advisory Body, or other action designed to protect the integrity and professionalism of the Advisory Body. The Advisory Body Member or Sponsor may appeal the Natcast Responsible Executive's determination and/or remedial action to the CEO via the procedure set forth in Section 7c above.

Recordkeeping

The Natcast Responsible Executive shall ensure a complete and accurate record of the disclosure of the any Conflict of Interest or gift disclosures, and its resolution, is created and retained. This requirement also applies to alleged violations of this Policy.

Attachment 1 - Annual Disclosure for NSTC Advisory Body Members

As an NSTC Advisory Body Member, you must annually complete this disclosure form (“Annual Disclosure”) in accordance with the NSTC Advisory Body Member Code of Conduct Policy (“Policy”).

Disclosures

- a) If the Sponsor is not the individual’s principal employer, the identity of the individual’s principal employer.
- b) A list of positions held (whether paid or unpaid) and any contractual relationships for the performance of services with any corporation, company, firm, partnership or other business enterprise, any non-profit organization, any labor organization, or any education or other institution whose activities or purposes may be (or may foreseeably become) relevant to the purposes and functions of NSTC or the Advisory Body to which it has been appointed,
- c) Any contract or other relationship with a Foreign Country of Concern or Foreign Entity of Concern, and
- d) Any other disclosure that you believe may be a conflict of interest (example, a potential change in position that could be perceived as a conflict).

By signing this form, you certify:

1. You have received a copy of the Policy, read and understand it, and agree to comply with it.
2. You have provided the disclosures in this form completely and truthfully to the best of your knowledge.
3. You will notify the Natcast Responsible Executive if you become aware of an error or material change to the information on this form.

If you have been serving as Advisory Body Member already, i.e. this is not your initial disclosure, you further certify:

4. You have fully complied with the Policy to the best of your knowledge during the period since completing your last Annual Disclosure.

Signature form on the following page

NAME: _____

SIGNATURE: _____

SPONSOR ENTITY: _____

DATE: _____

Disclosures: *Please use the space below to provide any applicable disclosures as requested above.*