



# GLOBAL ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

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## Anti-Bribery and Anti-Corruption Policy

MaxLinear, Inc. is committed to fostering a culture that promotes fairness, integrity, and ethical decision-making and following applicable laws and regulations wherever we do business, including the U.S. Foreign Corrupt Practices Act (“FCPA”) and the U.K. Bribery Act (2010) (“UKBA”), among other applicable laws.

MaxLinear strictly prohibits all forms of bribery. Our policy is simple:

- ❖ **We never pay bribes – in any amount – to obtain or retain business.**
- ❖ **We never give anything of value to foreign officials to influence or that may appear to influence their decision making.**
- ❖ **We record all transactions accurately.**

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Any attempt to pay, authorize, or promise a bribe, kickback, or any other form of corrupt payment – in any amount – is strictly prohibited. It does not matter if the intended recipient of the bribe works in the public or private sector. It does not matter if the intended recipient conducts business in a country where paying bribes is a common practice, “necessary to get anything done,” or “engrained in the business culture.” And it does not matter if “everyone else is doing it.” No officer, director, or employee shall pay, authorize, or promise to give anything of value – whether directly or indirectly through a third party – in order to improperly influence any person or entity to act favorably towards MaxLinear.

### Who Does This Apply To?

The *MaxLinear Global Anti-Bribery and Anti-Corruption Policy* (the “**ABAC Policy**”) applies to MaxLinear, Inc. and all of its subsidiaries and affiliates worldwide (collectively, “**MaxLinear**” or, the “**Company**”) and all of MaxLinear’s employees, officers, directors, contractors, and temporary staff (“**MaxLinear Employees**”).

This *ABAC Policy* also applies to third parties when they are acting on the Company’s behalf or representing MaxLinear, including distributors, sales reps, agents, brokers, consultants, suppliers, professional advisors, and other business partners (collectively, “**MaxLinear Third Parties**”).

### Prohibited Activities

MaxLinear strictly prohibits all forms of bribery, kickbacks, or corruption. We never offer, promise, pay, or provide anything of value to anyone, in order to obtain business, retain business, secure an improper advantage, or inappropriately influence the recipient’s decision-making.

A payment does not need to involve the exchange of money to be considered a bribe or kickback. Some examples of things other than money that can be considered bribes include:

- Gifts, meals, entertainment, or hospitality;
- Gift cards;
- Travel;
- Hiring favors;
- Charitable donations

Any payment, gift, promise, favor, or other benefit—of any tangible or subjective value—can qualify as a corrupt payment under this *ABAC Policy* and is strictly prohibited.

The prohibition on bribery applies regardless of whether the intended recipient is associated with a private enterprise or government at any level.

### Selecting, Engaging, and Managing MaxLinear Third Parties

This *ABAC Policy* also applies to MaxLinear Third Parties, meaning that what we are prohibited from doing directly, we also cannot do indirectly through a MaxLinear Third Party. That is because MaxLinear and its employees can be held liable for improper or corrupt payments made by MaxLinear Third Parties on the Company’s behalf, even if MaxLinear or its employees do not participate in, direct, or have knowledge of the improper or corrupt payment.

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As a result, it is MaxLinear policy to conduct risk-based due diligence on all MaxLinear Third Parties. That is also why, when engaging any MaxLinear Third Party, the Company must ensure that, among other things:

- The Third Party is qualified for the expected engagement;
- The Third Party's compensation is fair and reasonable under the circumstances;
- The Third Party has a written agreement with appropriate compliance language (including anti-corruption provisions);
- Agreed-upon deliverables are received by MaxLinear; and
- Proof of performance and other documentation are accurate and sufficiently detailed.

To ensure that MaxLinear Third Parties adhere to our strict ethical standards, all MaxLinear Third Parties must understand and agree to the Company's compliance expectations, including as described in the *MaxLinear Code of Ethics and Employee Conduct*, the *Supplier Code of Conduct*, and in this *ABAC Policy*.

MaxLinear Third Parties also must review and certify compliance with this *ABAC Policy* and the *MaxLinear Code of Ethics and Employee Conduct*.

### **Special Considerations When Dealing with Government Officials**

MaxLinear's business includes government customers, end users, and other partners and the Company regularly interacts with government officials, entities, and other government stakeholders as part of our business. These government officials are often the face of a government agency, such as elected representatives, permitting officials, customs officials, and tax inspectors, among others. However, government officials also include employees of state-owned or -controlled entities and companies, such as professors working at public universities or employees of state-owned telecommunications companies.

All MaxLinear Employees and MaxLinear Third Parties who deal with "government officials" as part of their duties must be careful to avoid even the appearance of impropriety in such interactions.

As such, the Company requires all MaxLinear Employees obtain written pre-approval from the Legal Department or Chief Compliance Officer before offering or providing anything of value—including gifts, meals, entertainment, travel, and other business courtesies—to any government official.

### **Promotional Programs and Sales Incentives**

MaxLinear recognizes that promotional programs and sales incentives are a legitimate and necessary part of doing business. However, all promotional activities and sales incentive programs (such as specialized bonuses, rebates, or discounts, among others) must be conducted in a transparent, ethical and lawful manner, and must not create any actual or perceived conflicts of interest.

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Therefore, any promotional activities, sales incentive programs, and any related expenses incurred by the Company or its employees, must comply with the following guidance and rules:

- Promotional expenses and sales incentives must be reasonable, proportionate and directly related to the promotion of the Company's products or services.
- Promotional expenses and sales incentives must not be offered or accepted in exchange for any improper advantage, such as influencing a business decision, obtaining or retaining a contract, or securing an unfair competitive edge.
- Promotional and sales incentive programs (and related expenses) must not violate any applicable laws, regulations or industry codes of conduct in the relevant jurisdictions.
- All sales incentive and promotional expenses must be accurately recorded and documented in the Company's books and records, and must be subject to regular audits and reviews.
- Sales incentives and promotional expenses must be pre-approved by the appropriate level of management, and must follow the Company's internal policies and procedures on expense reporting and reimbursement.

Promotional programs or sales incentive programs that involve MaxLinear Third Parties must be pre-approved by the Chief Compliance Officer and the terms and conditions of any such programs must be included in a written agreement with the MaxLinear Third Party.

Any employee who is involved in planning, approving or executing promotional programs must adhere to these guidance and rules, and must report any suspected or actual violations to MaxLinear's Chief Compliance Officer or General Counsel. The Company will not tolerate any deviation from these standards, and will take appropriate disciplinary action against any employee who fails to comply with them.

### **Facilitation Payments Prohibited**

The FCPA contains a narrow exception—referred to as “facilitating payments”—that allows the payment of a nominal amount to ensure non-discretionary governmental actions, such as processing visas or business permits. This FCPA exception does not extend to payments made to induce a government official to ignore his or her lawful duty or to exercise discretion in the award of business.

Despite this narrow statutory exception, MaxLinear prohibits all “facilitating payments” or other “grease” payments unless the health or safety of an employee is at risk. If such a health and safety payment is ever made, the event and related details of the payment must be fully reported to the Company's Chief Compliance Officer as soon as reasonably practicable, but no later than 24-hours after such payment.

### **Political Contributions and Lobbying**

No political contributions may be made by, on behalf of, or with, any funds and assets of MaxLinear. Additionally, you may not use MaxLinear resources (e.g., facilities, staff, telephones, email accounts, computers, supplies, letterhead, logos) to further your personal political activities.

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The laws that regulate and define lobbying activities are various and complex. Generally, any contacts with government personnel for the purpose of influencing legislation, regulations or decision-making may constitute lobbying. All lobbying and corporate political activities sought to be done on the Company's behalf must be approved in advance and in writing by MaxLinear's CEO and either the General Counsel or Chief Compliance Officer.

### Corporate Transactional Activity

The corruption risks posed by merger, acquisition, joint venture, and other corporate transactional activity will vary depending on a variety of factors, including the nature of the transaction and the contemplated relationship. MaxLinear's Chief Compliance Officer must be involved at the earliest stage possible of any contemplated activities to help devise an appropriate approach to anti-corruption due diligence and post-transaction integration. Once a transaction is completed, MaxLinear will promptly implement this *ABAC Policy* or, if we do not control or operate the business, we will use our influence to encourage it to follow this *ABAC Policy* or to adopt appropriate policies to address compliance with the FCPA, UKBA and other applicable anti-corruption laws.

### Hiring

In some cases, hiring a government official, a business partner, or one of their family members could be a bribe. MaxLinear may not obtain any benefit or advantage by hiring a specific candidate at the request of a government official or business partner. So although MaxLinear can hire, for example, a government official or their family member, we must conduct due diligence on them. As part of MaxLinear's employee onboarding process, all potential new hires must be vetted and approved through an anti-corruption due diligence process prescribed by the Legal Department.

### Accounting and Recordkeeping

MaxLinear must keep records that accurately reflect the Company's transactions and the disposition of MaxLinear's assets. This requirement applies not only to MaxLinear's reported financial statements and general ledger, but to other ordinary business records, including purchase orders, invoices, expense reports, and receipts used to support requests for payment or reimbursement.

MaxLinear strictly prohibits "off-the books" agreements, accounts or payments, or the making any false, misleading, or inaccurate invoices, purchase orders, or accounting entries intended to obscure the actual purpose of the invoice or payment. This prohibition applies regardless of the amount of the invoice or payment.

It is critical that our contracting policies and processes are followed in all cases to ensure that all agreements involving the Company are properly recorded and that all commitments have been approved in accordance with MaxLinear policies and procedures. If you have knowledge of any side deal, side letter, or side agreement made outside of the formal contracting process, you should report it immediately to your manager, the Legal Department, the Chief Compliance Officer or the confidential reporting hotline.

## Ensuring Compliance with this ABAC Policy

All MaxLinear Employees are required to follow, and take reasonable actions to prevent any violation, of applicable laws and regulations, this *ABAC Policy*, and any other applicable Company policies, including the *MaxLinear Code of Ethics and Employee Conduct*. Any MaxLinear Employee who learns of or suspects a violation of law, this policy, or the *Code of Ethics and Employee Conduct* must promptly report the matter to their manager, the Legal Department, the Chief Compliance Officer, or through one of the confidential and anonymous reporting methods described below.

MaxLinear managers are responsible for compliance with this *ABAC Policy*, including taking steps to ensure that MaxLinear employees reporting to them have appropriate training on compliance requirements and supervising them with respect to those requirements.

## Reporting Concerns

If you have a concern about any improper conduct or suspicious activity, including any suspected misconduct involving bribery, recordkeeping, internal controls, or any other violation of an applicable law, regulation, or MaxLinear Policy, or if you are ever uncertain, feel uncomfortable about, or question the ethics of any situation or request, you should report the situation immediately in one of the following ways:

- ✓ Report the concerns to MaxLinear's Legal Department at [legaldepartment@maxlinear.com](mailto:legaldepartment@maxlinear.com).
- ✓ Report the concerns to MaxLinear's Chief Compliance Officer at [compliance@maxlinear.com](mailto:compliance@maxlinear.com).
- ✓ Report the concerns to the Audit Committee of MaxLinear's Board of Directors.
- ✓ Report the concerns (including anonymously, if you choose) by accessing the Company's confidential hotline and messaging system, online at <http://maxlinear.ethicspoint.com> or by phone (toll-free in the United States at +1-844-539-2186; local phone numbers for other countries available on the website).

Managers or Human Resources representatives who receive reports of suspected ethics or compliance violations should promptly report it via one of the methods above.

## Non-Retaliation

MaxLinear does not tolerate retaliation or harassment of anyone who, pursuant to the *Confidential Reporting Policy*, in good faith makes a complaint or reports a potential violation of this *ABAC Policy*, the *MaxLinear Code of Ethics and Business Conduct*, or other illegal, unethical, or inappropriate conduct has occurred.

## Disciplinary Actions

Subject to applicable laws, MaxLinear reserves the right to take whatever disciplinary actions or other measures it determines in its sole discretion to be appropriate for a given situation, up to and including termination of employment for a MaxLinear Employee or termination of business relations in the case of a MaxLinear Third Party. Where appropriate, MaxLinear may refer the matter to relevant authorities.

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### **Periodic Review**

The Chief Compliance Officer will oversee periodic reviews to assess MaxLinear's anti-corruption risk and the adequacy and effective implementation of this *ABAC Policy*. If any material irregularities are noted during these reviews, the Chief Compliance Officer shall promptly take any necessary actions.

### **Amendments and Changes to this Policy**

This *ABAC Policy* has been approved in accordance with MaxLinear's bylaws and corporate governance rules. Any substantive amendments or changes to the *ABAC Policy* shall be approved by the Board of Directors and shall be disclosed promptly as required by law.