

indie

CODE OF BUSINESS CONDUCT AND ETHICS

October 2024



MESSAGE FROM DONALD MCCLYMONT

indie CEO and Co-founder

At indie, integrity matters. We need to strive to make sound, ethical choices that serve our customers, improve our community and inspire our team.

It is vitally important that we follow a robust Code of Business Conduct and Ethics*. This Code serves as a compass for our decisions and actions in our daily work.

Please take time to familiarize yourself with this Code. As an employee, you are expected to help promote this culture or compliance, and to know, understand and comply with this Code.

At indie, integrity is who we are.

Thank you for your commitment and support.



** The Code of Business Conduct and Ethics applies to our Board of Directors, officers , and employees, as well as our contractors, suppliers, and other business partners. For the purposes of this Code, we refer to all of the foregoing persons as our "employees."*

TABLE OF CONTENTS

All titles are hyperlinked and will bring you to the topic slide

- [Ethical Principles and Core Values](#)
- [Decision Making and the Code of Conduct](#)
- [Reporting/Speaking Up](#)
- [No Retaliation](#)
- [Equal Opportunity](#)
- [Harassment](#)
- [Bullying](#)
- [Confidentiality](#)
- [Privacy](#)
- [Internet Use](#)
- [External Communication on Behalf of the Company](#)
- [Use of Social Media](#)
- [Competition, Fair Dealings and Antitrust](#)
- [Bribery and Facilitation Payments](#)
- [Gifts and Entertainment](#)
- [Money Laundering](#)
- [Record Keeping](#)
- [Protection and Proper Use of Company Assets](#)
- [Information Technology](#)
- [Health and Safety](#)
- [Environment](#)
- [Corporate Social Responsibility](#)

ETHICAL PRINCIPLES AND CORE VALUES



Honesty



Integrity



Trustworthiness



Courage



**Respect for
Others**



Responsibility



Accountability



**Obedience
to the Law**



Empathy



Teamwork



**Commitment
to the Code**

When making a decision, ask yourself:

- Is it legal?
- Does it comply with the Code?
- Does it reflect our company values and ethics?
- Does it respect the rights of others?

If you are unsure about any of the answers to these questions, ask your Supervisor, Human Resources or the Legal Department.



indie encourages all employees to ask questions and raise issues without the fear of retaliation.

indie is committed to treating reports seriously and investigating them thoroughly. Employees must report suspected unethical, illegal or suspicious behavior immediately.

To report a concern:

- Talk to your Supervisor or contact:
 - Human Resources: hr@indiesemi.com
 - Legal Department: legal@indiesemi.com
- For more information, including how to access our anonymous hotline or online reporting website, please see our **Open Door Policy for Reporting Complaints** located in the Human Resources section of our intranet.



Employees who report a concern in good faith cannot be subjected to any adverse employment action including:

- Unfair dismissal, demotion or suspension
- Unfair denial of a promotion, transfer or other employment benefit
- Bullying and harassment, either in person or online
- Exclusionary behavior
- Any other behavior that singles out the person unfairly

indie will **not** retaliate against, nor will indie tolerate, any retaliation against, anyone who reports suspected violations of this Code or the law in good faith, or who participates in an investigation.

EQUAL OPPORTUNITY

indie will not tolerate discrimination based on sex, gender (including pregnancy, childbirth, breastfeeding and related conditions), sexual orientation, gender identity, gender expression, gender nonconformity, race, creed, religion, color, national origin, ancestry (including association, affiliation, or participation with persons or activities related to national origin, English-proficiency or accent, or immigration status), physical or mental disability, medical condition(s), genetic information of an individual or family member of the individual, marital or domestic partner status, age, veteran or military status, family care status, requesting or taking pregnancy, parental or disability leave, requesting an accommodation or any other protected class under applicable state or local law.



HARASSMENT

Treat all fellow employees, contractors, customers, business partners and other stakeholders with dignity and respect.

Any type of harassment, including physical, sexual, verbal or other, is prohibited and can result in disciplinary action up to, and including, termination.

Harassment can include actions, language, written words or objects that create an intimidating or hostile work environment, such as:

- Yelling at or humiliating someone
- Physical violence or intimidation
- Unwanted sexual advances, invitations or comments
- Visual displays such as derogatory or sexually-oriented pictures or gestures
- Physical conduct including assault or unwanted touching
- Threats or demands to submit to sexual requests as a condition of employment or to avoid negative consequence



We are **committed to ensuring** that our employees, contractors, customers and business partners **work in safe and respectful environment** that is free of bullying.

Bullying is considered to be repeated inappropriate behavior, either direct or indirect, whether verbal, physical or otherwise, conducted by one or more persons against another or others. Examples of bullying, if occurring on an ongoing and repeated basis, may include, but are not limited to:

- Spreading malicious rumor or gossip
- Excluding or isolating someone socially
- Establishing impossible deliverables
- Withholding necessary information or purposefully giving the wrong information
- Intimidating someone
- Impeding someone's work
- Unfairly denying training, leave or promotion
- Constantly changing work guidelines
- Sending offensive jokes or emails
- Criticizing or belittling someone constantly
- Tampering with a person's personal belongings or work equipment

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indie and its employees must maintain the confidentiality of all proprietary information. Proprietary information includes all non-public information that might be harmful to indie and its customers and business partners if disclosed to a competitor or the public.

Confidential information includes, without limitation:

- Technical information and data
- Product roadmaps and research and development activities
- Customer and supplier lists
- Pricing information
- Terms of contracts
- Financial statements
- Marketing plans and strategies
- Trade secrets
- Company policies and procedures (not including policies and procedures related to terms and conditions of employment)
- Any other information that could damage the company or its customers or suppliers if it was disclosed to a competitor

You should not use confidential or proprietary information of a **former employer or any third party.**

Our employees are prohibited from trading our securities while in the possession of material non-public information. Please see our **Statement of Company Policy regarding Insider Trading and Unauthorized Disclosures** located in the Human Resources section of our intranet.

indie complies with the requirements of the country and international privacy laws. All employees sign an agreement that contains provisions for information confidentiality and non-disclosure.

indie and its employees shall not disclose any private, personal information of:

- Employees
- Customers
- Suppliers
- Competitors

Employees should store all personal information securely, mark it as “confidential” and store it only for as long as it is needed for the purpose for which it was collected.

When providing personal or confidential information, employees should limit access to such information to only those with a clear business need for the information.

Employees are required to report any breaches of privacy, including the loss, theft of or unauthorized access to personal or confidential information to their manager.

INTERNET USE

indie understands that occasional personal use of the internet during work hours is a reasonable request and allows this, within reason. Employees can ask for clarification from their managers if in doubt.

However, indie does not allow company-provided internet access to support a personal business or political venture, or which could embarrass the company or its customers.



- Only authorized representatives are allowed to speak on behalf of the company.
- Employees should refer all investor, media and/or other requests for company information to:
CFO and EVP of Strategy



indie respects the right of employees to use social media for personal and professional purposes, but employees are **accountable** for any information they publish online.

Employees are required to:

- Comply with the rules of the social media sites they use
- Respect the privacy of other employees and refrain from publishing photos of them without their consent

Employees must not:

- Speak on behalf of indie if they are not expressly authorized to do so
- Comment on issues related to the company
- Pretend to be someone they are not
- Participate in Internet chat groups regarding the Company or its business
- Share confidential or proprietary information about indie, its customers, suppliers, or other entities with which indie has a business relationship.
- Post comments or pictures that would otherwise violate any company policies and/or the law



While indie competes aggressively for new business, relationships with business partners are built upon trust and mutual benefits must be compliant with competition/antitrust laws.

Employees are required to:

- Communicate indie's products and services in a manner that is fair and accurate, and that discloses all relevant information
- Familiarize themselves with indie's fair competition policies and remain aware of the consequences of any violation of policies or laws governing fair competition
- Consult indie's Legal Department before engaging in any new practice that may affect fair competition
- Refrain from price fixing, bid rigging and any other anti-competitive activities
- Use only publicly available information to understand business, customers, competitors, business partners, technology trends, and regulatory proposals and developments
- Advise their manager or the Legal Department immediately of possible violations of fair competition practices

indie will not attempt to influence the judgment or behavior of a person in a position of trust or any governmental authority or official by paying a bribe or kickback. This applies to persons in government and in private business. indie does not permit or allow facilitation payments to government officials or private businesses in order to secure or speed up routine actions.

Employees

Select third parties carefully and monitor them continuously to ensure they comply with the company's anti-bribery policies.

- Keep accurate books and records at all times and monitor that funds are not being used for bribery or facilitation payments
- Refuse any offer or request for any unlawful payment and report the incident immediately to indie's legal department at legal@indiesemi.com



While gifts and entertainment among business associates can be appropriate ways to strengthen ties and build goodwill, they also have the potential to create the perception that business decisions are influenced by them. indie is committed to winning business only on the merits of its products, services and people and complies with all legal requirements for giving and receiving gifts and entertainment.

Employees are to:

- Use sound judgment and comply with the law, regarding gifts and other benefits
- Never allow gifts, entertainment or other personal benefits to influence decisions or undermine the integrity of business relationships
- Never accept gifts or entertainment that are illegal, immoral or would reflect negatively on the company
- Never accept cash, cash equivalents, stocks or other securities
- Employees may accept occasional unsolicited personal gifts of nominal value such as promotional items and may provide the same to customers and business partners.
- When in doubt, employees should check with indie's Compliance Officer before giving or receiving anything of value.

indie complies with anti-money laundering laws. Money laundering is the process of concealing illicit funds by moving them through legitimate businesses to hide their criminal origin.

Employees must never knowingly facilitate money laundering or terrorist financing and must take steps to prevent inadvertent use of the company's business activities for these purposes. Employees are required to immediately report any unusual or suspicious activities or transactions such as:

- attempted large payments in cash or payments from an unusual financing source
- arrangements that involve the transfer of funds to or from countries or entities not related to the transaction or customer
- unusually complex deals that don't reflect a real business purpose
- attempts to evade record-keeping or reporting requirements

All documents, databases, voice messages, mobile device messages, computer documents, files and photos are records.

Employees are required to:

- maintain these records and protect their integrity for as long as required
- maintain official record keeping systems to retain and file records required for business, legal, financial, research or archival purposes
- dispose of your records according to the company's records retention and disposition policies



Employees should NEVER destroy documents in response to, or in anticipation of, an investigation, audit or litigation.

indie requires all employees to protect its assets. All assets should be used for legitimate purposes and for company business only.

- Assets include facilities, equipment, computers and information systems, telephones, employee on-duty time, confidential and proprietary information, corporate opportunities and company funds.
- Suspected incidents of fraud, theft, negligence or waste should be reported to the Chief Operations Officer (COO) or the legal department.



- indie expects its employees to help it safeguard all computer equipment and data against intentional malicious acts by individuals inside or outside the company. Cybersecurity training is provided to all employees to ensure compliance with computer security policies. indie safeguards against inappropriate access to its systems and information by any unauthorized persons.
- indie does not use software for which it does not have a valid license.



indie conducts business in accordance with applicable health and safety requirements and strives for continuous improvement in its health and safety policies and procedures.

- All employees are expected to perform their work in compliance with applicable health and safety laws, regulations, policies and procedures and apply safe work practices at all times in all locations.
- Applicable safety and health requirements must be communicated to employees, visitors, customers, suppliers or contractors at any company location.
- Employees are required to immediately report workplace injuries, illnesses or unsafe conditions, including “near-misses.”



indie is committed to operating in an environmentally responsible manner, from the provision of products and services, to the operation of its offices and facilities, selection of suppliers and other business activities.

indie complies with all applicable environmental laws and regulations, as well as self- directed commitments to sustainable practices and environmental protection.



indie understands that corporate social responsibility extends to our entire supply chain. This encompasses not only the products and services supplied but also the human rights, ethics and social practices of our company and its suppliers.

- One goal of the corporate social responsibility procurement program is to build partnerships with like-minded organizations by actively seeking out business partners who are environmentally and workforce friendly.
 - **Forced Labor:** The company and its suppliers shall employ all employees under their own free will with no one being subjected to bonded or forced labor. This policy applies to not only the supplier's business operations, but also those of their supplier network with which the company conducts its business.
 - **Child Labor:** The company and its suppliers shall not employ any person under the minimum legal working age of the country in which they work.
 - **Responsible Environmental Impact:** The company and its suppliers shall conduct ongoing efforts to reduce environmental pollution, while increasing sustainability.

indie encourages and supports involvement in the community that has supported it. This includes supporting local business and talent by, for example, sourcing local products and services, where appropriate, and showcasing the work of local artists in the company's public spaces.

