



International Anti-Bribery Compliance Policy and Guidelines

Affected Parties: This policy applies to all directors, officers, employees, non-employees, contingent workers and any contractors or agents working for or on behalf of KLA Corporation, its subsidiaries and affiliates (collectively with KLA the “Company”, “we” or “us”) worldwide

Background:

The Company and the Company’s directors, officers, employees, non-employees, contingent workers and representatives are subject to the provisions of anti-bribery laws in various jurisdictions around the world where we do business, including but not limited to the U.S. Foreign Corrupt Practices Act (the “FCPA”), the U.K. Bribery Act 2010 (the “UK Act”) and the Israel Penal Law, 5737-1977 (the “Israeli Penal Law”). In particular, the FCPA, the UK Act and the Israeli Penal Law cover and regulate the conduct of the Company and Covered Persons (defined below) anywhere in the world, not just in the United States, the United Kingdom or Israel, respectively. Covered Persons should ensure that they remain aware and attentive of the requirement to comply with all applicable anti-corruption laws, including any federal, state or local laws of the country in which they are doing business on behalf of the Company. Such laws, together with the FCPA, the UK Act and the Israeli Penal Law, are hereinafter referred to as “Applicable Anti-Corruption Laws”.

This policy sets forth rules governing the giving or offering, either directly or indirectly, to any non-Company personnel or receiving, either directly or indirectly, anything of value (as described below), with the intention of obtaining, securing, promoting or retaining any business activity or gaining a business advantage, whether tangible or intangible, or any other organizational or personal gain. The intention of the Company or a Covered Person in this context will be judged in hindsight. In order to make sure that the Company and its Covered Persons do not violate Applicable Anti-Corruption Laws and to protect the reputation of the Company, it is critical that Covered Persons carefully read, learn and abide by, this policy. Questions about this policy or any related matter should be directed to Corporate Compliance at corporate.compliance@kla.com.

Any violation of this policy could result in disciplinary action, up to and including termination of employment or engagement with the Company. Furthermore, if the Company becomes aware of a breach of this policy and/or of any Applicable Anti-Corruption Laws, the Company reserves the right to self-report

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such breach to the relevant authorities which can result in personal civil and/or criminal prosecution for any Covered Persons concerned.

A. Policy Statement

KLA Corporation is committed to maintaining the highest level of integrity everywhere we do business. Our reputation for honesty, integrity and fair dealing is paramount and unwavering.

Our company policy is to always prohibit improper or unethical payments to anyone anywhere in the world. We have a ZERO tolerance policy in this area.

General Rule. In accordance with Applicable Anti-Corruption Laws, the Company expressly prohibits any Covered Person from, directly or indirectly:

- giving, promising, offering or authorizing the payment of anything of value to any person, including any Government Official (as defined below), for the purpose of influencing him or her in order to obtain, secure, promote or retain business or any improper business advantage that they otherwise might not have obtained, secured, promoted or retained without such gift, promise, offer or authorization of the payment of anything of value; and;
- receiving, accepting or agreeing to accept anything of value from any person, for the purpose of influencing a Covered Person to give, secure or retain any business or business advantage that they otherwise might not have given, secured or retained without such gift, promise or offer of the payment of anything of value.

Giving anything of value to any person, directly or indirectly, including a Government Official, is also prohibited by the Company's policy and Applicable Anti-Corruption Laws.

Liability

Prohibited conduct, wherever it occurs, exposes the individual and the Company to civil liability, monetary fines and penalties and criminal prosecution in the United States, the United Kingdom, Israel and other countries in which the Company operates. Covered Persons are required to be familiar with this policy and comply with it when acting on behalf of the Company.

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Responsibilities

It is the responsibility of each Covered Person to follow the principles, rules and procedures of this policy. It is the responsibility of each manager to implement this policy within his or her function or organization, lead by example, and provide guidance to the employees reporting to them. Furthermore, managers should encourage conduct and communicate with their employees in a manner that is consistent with this policy.

Prohibition of gratuities and facilitating payments

In addition to prohibiting payments and providing or receiving other things of value under Applicable Anti-Corruption Laws, we also prohibit what are sometimes referred to as “facilitating” or “expediting” payments. Such payments are commonly considered to be modest gratuities to expedite or secure the performance of a routine governmental action (such as obtaining business permits, licenses, or other official documents, processing government papers, obtaining mail pick-up and delivery, scheduling inspections and obtaining utility service or expediting the processing of customs documents) to which the Company has legal or other entitlement. Such payments are typically prohibited by the anti-corruption laws of the countries in which they are made, and are accordingly prohibited by the Company (unless the health or safety of an employee is at risk). In the unlikely event that a facilitating payment must be made to ensure the health or safety of an employee, the payment should be fully and properly reported to the Chief Compliance Officer within 72 hours via an email to corporate.compliance@kla.com.

B. Key Terms

“anything of value” includes not only cash or cash equivalents, but can include any other item, tangible or intangible that has value, such as gifts and other non-cash items such as cars, jewelry, excessive travel, meals and entertainment expenses, educational or executive training expenses, promises of future employment or engagement, unique discounts, payments of finder’s or agency fees, shares or dividends of a company, political or charitable contributions and sexual/adult entertainment. The word ‘anything’ used in this definition herein includes its derivations, such as the words ‘something’ and ‘thing(s)’ used throughout this policy and regardless of whether such word starts with an initial capital.

“Chief Compliance Officer” means the Chief Compliance Officer of KLA Corporation.

“Covered Person” includes each director, officer, employee, non-employees and contingent workers of the Company and anyone acting on their behalf (such as agents, consultants, distributors, business partners

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and other representatives (“Third Parties”)) to obtain, secure, promote or retain business, influence Government Officials or secure a commercial, regulatory or legislative advantage or benefit.

“Government Official” is extremely broad and can include: (a) any person holding an office or position with a legislative, administrative or judicial authority of a country, whether appointed or elected; (b) any person exercising a public function for a country, including for a public agency or public enterprise; (c) any employee, official or agent of a public international organization; and (d) any employee of a state-owned company or enterprise, including employees of organizations or companies that are held by municipalities or governments

Note: Dozens of KLA customers are owned in whole or in part by governments or government-related entities. All employees of these customers are foreign officials for purposes of this policy. The Company keeps a list of known “State-owned or controlled Customers” and you can find it on the Company’s intranet site.

Examples of such persons include elected officials, government employees of any nature, military personnel, employees of state-owned enterprises (even if the state has a minority interest of at least 25% in total) and customs officials, if we are interacting with them for business, licenses, security, inspections, or any other benefits related to the Company’s business. Examples of such entities or organizations include sovereign wealth funds, militaries, and state-owned enterprises (even if the state has a minority interest of at least 25% or more) if we are interacting with them for business, licenses, security, inspections, or any other benefits related to the Company’s business. For the purposes of this policy, the term Government Official shall also include members of political parties or party officials.

Furthermore, certain family relations are so close as to give rise to a presumption that a Government Official would derive benefit when cash, cash equivalents or other things of value are given to such family members. Accordingly, for purposes of this policy, the spouse of any Government Official, the parents, ancestors, lineal decedents and siblings of any Government Official or of his or her spouse as well as the spouse of any of the foregoing (“Relatives”) are also included in the term Government Official.

“Obtain, secure, promote and/or retain business” as used in this policy includes attempts to obtain, secure, promote or retain business or to prevent a third party from securing business. Therefore even an offer of something of value for the purpose of obtaining, securing, promoting or retaining business is prohibited.

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In this policy, the words ‘include’, ‘includes’ and ‘including’ when used herein will be deemed in each case to be followed by the words ‘without limitation’.

C. Guidelines

1. The following guidance is intended to address most situations we believe Covered Persons face in determining whether such practices with respect to any person, including Government Officials, are permissible under our policy. However, it should be taken only as guidance and should be construed in a manner consistent with the Company’s other travel and entertainment and gift-giving policies and guidelines. Officers, employees and Third Parties should direct questions about specific situations to the Corporate Compliance or their Regional Finance Head.

Entertainment and Meals		
ALLOWED¹	NOT ALLOWED	PRE-APPROVAL REQUIRED
<p>Modest entertainment that is incidental to conducting legitimate business in which products or services are being promoted or demonstrated, in the course of performing services for a customer/supplier or at a customer/supplier event or trade show.</p> <p>Examples include (1) engaging in activities where business can legitimately be conducted such as golf, theater, sporting events or other spectator events, where the value per individual is in an amount which does not exceed \$200 and (2) modest meals necessary to conducting or continuing legitimate business where the value of the meal per individual is in an amount which does not exceed \$200.</p>	<p>Any form of lavish or inappropriate (including adult) entertainment regardless of the amount spent.</p> <p>Entertainment and meals that are not incidental to conducting legitimate business.</p> <p>Examples include (1) theater, sporting events or other spectator events or meals where the value per individual exceeds \$200; (2) entertainment or meals at which a Covered Person is not present; (3) entertainment or meals for family members, friends or guests of any non- KLA personnel (even if a Covered Person is also present).</p> <p>Entertaining or meals when the aggregate value of entertaining and meals for the same person in a year would exceed \$1,000.</p>	<p>Any exception to items in the NOT ALLOWED column.</p> <p>Specifically:</p> <p>Any event that where the value per individual exceeds \$200 must be pre-approved by the Covered Person’s manager and the Regional Finance head.</p> <p>If the customer/supplier is a Government Official and the value per individual exceeds \$200, the KLA Chief Compliance Officer must also pre-approve.</p> <p>Exceeding the annual limit of \$1,000 for the same person will require pre-approval by the KLA Chief Compliance Officer in addition to the other required pre-approvals.</p>

¹ The amount and activities specified hereunder are generally acceptable in the United States, Europe and Israel. In China and certain other territories, regional policy and guidelines might prohibit certain activities and/or provide for lower permissible amounts. Covered Persons should consult with their Regional Finance Head as to permissible activities and amounts in their region.



Travel		
ALLOWED¹	NOT ALLOWED	PRE-APPROVAL REQUIRED
<p>Company will not purchase airline tickets or lodging for any customer unless pre-approved by employee’s manager and Regional Finance Head.</p> <p>If travel is approved, airline tickets must be coach class, never business or first class.</p> <p>Costs should be paid directly to the service providers; in the event that an allowed expense requires reimbursement, written receipts are required.</p>	<p>Paying for any customer or supplier travel unless pre-approved in advance.</p> <p>Paying for travel for family members or guests.</p> <p>Paying for business or first class travel, private aircraft, cruises, limousines or anything else that would be considered luxury travel and lodging.</p> <p>Paying for “side trips” or sight-seeing trips or hotel stays longer than necessary to conduct legitimate business for the purpose of promoting the Company’s/supplier’s business. Exception: When trip is of cultural value (e.g., short tour of the Old City of Jerusalem) and approved by the Covered Person’s Manager and Regional Finance Head.</p> <p>Cash per diems.</p>	<p>All travel for customers or suppliers require pre-approval by the Covered Person’s manager and Regional Finance Head.</p> <p>Short sight-seeing trips of unique and significant cultural value (e.g., tour of the Old City of Jerusalem) is permitted if pre-approved by the Covered Person’s Manager and Regional Finance Head.</p> <p>If the customer/supplier is a Government Official, the KLA Chief Compliance Officer must also pre-approve.</p>

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Gifts		
ALLOWED¹	NOT ALLOWED	PRE-APPROVAL REQUIRED
<p>If the customer is a “Government Official”, then no gifts are allowed unless either:</p> <ol style="list-style-type: none"> 1) The gift is a Company promotional item (such as a coffee mug, shirt, or pen with the Company’s insignia” with only nominal value; OR 2) The gift is approved in writing by the Covered Person’s manager and Regional Finance Head and the Chief Compliance Officer. <p>If the customer is not a “Government Official”, then modest gifts that are common courtesies under local custom and which are permitted under both local law and the guidelines of the employer/governmental agency and incidental to promoting the Company’s/supplier’s business where the value is less than \$200 per recipient.</p> <p>Permissible gifts, for example, include corporate-branded items (e.g., golf-shirts, pens, coffee mugs, bags, simple electronic items); small items representing a director’s, officer’s or employee’s country (e.g., Israeli pastries or regional delicacies) and food products of nominal value on customary holidays (e.g., moon cakes at Chinese new year) are generally permissible.</p> <p>Where possible, it is preferable to provide a gift that is shared among a group of employees such as, for example, a modest fruit basket.</p> <p>All gifts should be presented openly with complete transparency.</p> <p>The expense for the gift should be correctly recorded in the Company’s/supplier’s books and records.</p>	<p>Cash or cash equivalents (e.g., gift cards, discount coupons, traveler’s checks, gift certificates, pre-paid telephone or shopping cards).</p> <p>Jewelry, electronic items (other than simple corporate-branded items), art work, home furnishings, rare wine or alcoholic products or other items that are personal in nature and have no connection to the Company’s/supplier’s business or a regional custom.</p> <p>Goods that are prohibited from importation to the country in which they are given or prohibited from distribution or sale under local law, such as alcohol or certain tobacco products in certain countries.</p> <p>Rewards to an individual for the purpose of obtaining services to which we are not otherwise entitled (e.g., favorable services not ordinarily provided from local police or law enforcement that give us a business advantage).</p>	<p>Gifts with a value per recipient of more than \$200 must be pre-approved by the Covered Person’s manager and the Regional Finance Head.</p> <p>If the customer/supplier is a Government Official then any gift other than a KLA promotional item with only nominal value must be pre-approved by the Covered Person’s manager, the Regional Finance Head and the Chief Compliance Officer.</p> <p>Exceeding the annual limit of \$500 for the same person will require pre-approval by the Chief Compliance Officer in addition to the other required pre-approvers.</p>

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The prohibitions above apply to expenditures and gifts made on behalf of the Company and/or received by Covered Persons, whether or not they involve the use of corporate funds or resources.

Any exceptions to the above guidance must be pre-approved by both the Covered Person's manager (or Company contact, in the event the Covered Person is a Third Party) and the Regional Finance Head, accompanied by a pre-approval form or email.

In circumstances in which a Covered Person is unable to obtain the requisite prior approval due to circumstances beyond their control, the Covered Person must inform his or her manager (or Company contact, in the event the Covered Person is a Third Party) and the Regional Finance Head within 48 hours of incurring/receiving the Expense (as defined below).

2. Political and charitable contributions made at the request of any person, including a Government Official, on whom we rely for business, licenses, security, inspections, or any other aspect of the Company's business present unique circumstances, depending on the person or entity that will benefit from the contribution. Before making any such contributions, a Covered Person is required to obtain approval from the Chief Compliance Officer. No Covered Person should ever request whether on behalf of themselves, the Company or any third party, any political or charitable contributions.

Covered Persons may, however, take part as participants in Company sponsored or organized public charitable fundraising events (such as foot races, bicycle rides or races or similar charitable activities) provided that the benefitting charitable organization is determined and publicly announced by the organizer of the event prior to the date of the event and the amounts being raised per participant are reasonable.

3. All entertainment, meal, travel, lodging and gift expenses incurred with respect to any person, including any Government Officials ("Expenses" or "Expense" as the context requires), will be reimbursed only if accompanied by sufficiently detailed proof of payment and by documentation of (i) the date of the Expense; (ii) all recipients on whose behalf the Expense was incurred and their organizational affiliation and the names of any Covered Person in attendance or in whose name a gift was given or entertainment provided; (iii) the item for which or the manner in which the Expense was incurred (e.g., cigarettes, dinner); (iv) the name and location (city, state, country) of the establishment where the Expense was incurred; (v) a reasonable explanation of the legitimate business purpose of the Expense; (vi) to the extent not set forth on the receipt, an itemization of the components of the Expense (e.g., meals, gratuities, etc.);

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and (vii) whether Expenses have been incurred on behalf of the recipient by such employee previously during the same calendar year, including the date, amount and description of such Expense. Generally, payment for reimbursable Expenses should be made by way of credit card or other form of identifiable payment and not in cash. Note: Self-itemization is not permitted for reimbursement of meals & entertainment expenses with foreign officials unless approved in writing by the Chief Compliance Officer.

A director, officer or employee submitting reimbursement for an expense must have been in attendance if the expense was for a meal or entertainment. All expenses for a given event should be submitted by the most senior representative of the Company in attendance. Furthermore, we require that reimbursements of expenses incurred by any person, including a Government Official, must be made solely to the agency employing such person or Government Official, rather than to the person or Government Official directly. Record retention and archival policy must be consistent with the Company's accounting standards, tax and other applicable laws and regulations.

Applicable Anti-Corruption Laws require that we keep accurate books and records in order to ensure that improper payments are not being hidden. Accordingly, we prohibit creating any type of misleading documentation such as fictitious invoices and over-invoices, as well as using fictitious entities, sales, purchases, services or financial arrangements.

D. Guidance on Selection, Retention and Monitoring of Third Parties

The Company may be held responsible for acts of misconduct by its Third Parties. As such, Third Parties shall be selected with particular care and may be required to adhere to the principles of this policy.

In any situation in which the Company is considering using a Third Party, the Company representative responsible for retaining the Third Party must attempt to understand the Third Party's reputation, government and political connections, historical business practices, prior instances of misconduct and familiarity with anti-bribery laws. Please refer to Vetting of Sales and Service Partners policy for more details.

Under certain circumstances in which we have long-term relationships with Third Parties, we may ask them periodically to represent that they have complied with the Company's policy and relevant Applicable Anti-Corruption Laws and regulations when performing services for us.

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When Third Parties are used to interact with any person, particularly Government Officials, all payments to Third Parties must be commensurate with the service being provided and before such payments are made, adequate details about the services provided must be supplied. Expenses incurred by Third Parties on the Company's behalf when doing business with any person, particularly Government Officials, must conform to the Company's policy and be accompanied by the records and forms required for Covered Persons.

In the course of entering into an agreement with a Third Party and over the period during which services are rendered, directors, officers or employees are required to monitor the Third Party's performance for any indication that the Third Party may intend to act or has acted in a manner inconsistent with the Company's policy. If any Covered Person becomes aware of any circumstances giving rise to suspicion that a Third Party may be in violation of the Company's policy, such Covered Person is required to report such circumstances to their manager, the Regional Finance Head and the Chief Compliance Officer or via the EthicsPoint hotline.

Some circumstances that may give rise to such suspicions are as follows:

- Reluctance or unwillingness to comply with the Company's anti-bribery policy
- Failure to submit detailed receipts or information supporting a request for payment
- Family relationships with Government Officials (or other persons of significant influence with an enterprise with which the Company does or seeks to do business)
- Escalating commission rates or above-market commission rates
- Any person has suggested or required that the Third Party be used
- Inability to identify the value added by use of the Third Party
- Requests for payment of fees to be made in an unusual country or an unusual bank account
- Undisclosed associates or subcontractors with whom fees or commissions are shared

E. Further Guidance and Reporting of Potential Violations

For further guidance on complying with anti-bribery laws in the United States, the United Kingdom, Israel or elsewhere, Covered Persons are encouraged to consult with their Regional Finance Head or the Company's compliance team at corporate.compliance@kla.com.

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If Covered Persons are unsure whether a customer with whom they deal is considered a 'Government Official', or if the customer's employer could have some governmental ownership they should consult with the Regional Finance Head or the Company's compliance team at corporate.compliance@kla.com.

If, at any time, any Covered Person learns of any potential violation of this policy, he or she is required promptly to contact their Regional Finance Head or the Company's compliance team at corporate.compliance@kla.com to report their concerns. The Company prohibits any discrimination or adverse employment consequences resulting from an employee's reporting of potential policy violations. Covered Persons may also report any concerns via the EthicsPoint hotline.

Administration and Enforcement: Regional Finance Heads are responsible for administration and enforcement of this policy. All changes to this policy must be approved in writing by the Chief Legal Officer.

Procedures: Please refer to the Guidelines section for pre-approval requirements.

Additional Information: Vetting of Sales and Service Partners policy outlines specific requirements for engaging new Third Parties who will represent the Company in business transactions.

Exceptions: All exceptions must be approved by the Chief Compliance Officer.

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