



Conflict of Interest Policy

Diodes Incorporated (the “Company”) employees and officers have an obligation to conduct the Company’s business within the guidelines of the Company’s Code of Business Conduct (“Code of Business Conduct”), which prohibit actual or potential conflicts of interest. This Conflict of Interest Policy (the “Policy”) establishes only the framework within which the Company wishes the business to operate and provides general direction so that employees and officers of the Company can seek further clarification on issues related to the subject of acceptable standards of operation.

Outside Firms. Transactions with outside firms must be conducted within a framework established and controlled by the executive level of the Company. Business dealings with outside firms should not result in unusual gains for those firms or any employees and officers. Unusual gain refers to bribes, product bonuses, special fringe benefits, unusual price breaks, and other windfalls designed to ultimately benefit the Company or the employees and officers or all of them. Promotional plans that could be interpreted to involve unusual gain require specific executive-level approval.

Gifts, Meals and Entertainments. Other than gifts of moderate value (nominally U.S. \$100 or less) or business meals or entertainment, employees or officers must not accept any gift, payment, loan, service, information for personal financial gain or other favor from a current or potential customer, supplier or competitor. Good business judgment must be exercised in accepting gifts of moderate value, business meals and entertainment. Employees and officers must ensure that any gift received does not influence, or appear to influence, their business decisions. Cash is never an acceptable gift. In rare circumstances, local custom may call for an exchange of gifts having greater than a moderate value as part of a business relationship with a non-U.S. company. In these situations, employees or officers must first check with the Company’s Internal Audit Manager, In House Legal or relevant Company management personnel, such as the Chief Financial Officer, and get the proper approval prior to any gift exchange with the other party. Such gifts may be turned over to the Company for appropriate disposition such as for internal use, general employee benefit or donation to a charity.

In a Position to Influence Company Decisions. An actual or potential conflict of interest occurs when an employee or officer is in a position to influence a decision that may result in a personal gain for the employee or officer or for a relative as a result of the Company’s business dealings with outside firms. For the purposes of this Policy, a relative is any person who is related by blood or marriage, or whose relationship with the employee or officer is similar to that of persons who are related by blood or marriage.

No “presumption of guilt” is created by the mere existence of an employee's or officer’s relationship with outside firms. However, if an employee or officer has any influence on transactions involving purchases, contracts, or leases, it is imperative that he or she discloses to an executive officer of the Company as soon as possible the existence of any actual or potential conflict of interest so that safeguards can be established to protect all parties.

A close relationship between an employee or officer and an individual employed by a direct or indirect competitor of the Company may also create an actual or potential conflict of interest. For the purpose of this Policy, a conflict arises whenever an employee or officer is related by blood or marriage or similar relationship to any officer, director, employee, agent, representative or independent contractor for a



company in direct or indirect competition with the Company. In the event any such conflict arises, the employee or officer must make disclosure to his or her supervisor. The Company will then determine, in good faith, whether the relationship is so close as to require that appropriate safeguards be put in place or other actions taken. Failure to disclose a conflict of interest could subject an employee or officer to immediate discharge.

Confidential Information. All confidential business information of the Company, including but not limited to compensation data, customer lists, personnel, product lines, product pricing policies, price lists, specific customer business opportunities and history, business plans, vendor lists, product costs, credit information, technical data, inventions, financial information and marketing strategies and information, are the property of the Company and should never be given or disclosed to an outside firm or individual except for the benefit of the Company through normal channels and with appropriate authorization. Any improper transfer of material or disclosure of confidential business information, even though it is not apparent that an employee or officer has personally benefited by such an action, constitutes unacceptable conduct. Any employee or officer who participates in such practice will be subject to disciplinary action, up to and including discharge, in addition to possible criminal prosecution.

Hotline. Employees who wish to maintain anonymity and report any actual or potential violation of this Conflict of Interest Policy, please call the Network, Inc. at phone number below. The Network, Inc. is not staffed by personnel affiliated with the Company and is the independent hotline service retained by the Company to handle any anonymous compliance complaint calls.

<u>Location</u>	<u>First Stage Phone Number¹</u>	<u>Second Stage Phone Number¹</u>
United States	Not Applicable	855-316-2192
United Kingdom	0-800-89-0011	855-316-2192
United Kingdom	0-500-89-0011	855-316-2192
United Kingdom	0-800-013-0011	855-316-2192

¹Please call the first stage telephone number, after connecting, please follow the voice instruction to dial the second stage phone number. United States calls only dial the second stage phone number.



Employee Certificate

for

the Conflict of Interest Policy

I have read the Conflict of Interest Policy (the "Policy") and undertake to comply with its provisions. Except as disclosed below, I have never participated in, and am not aware of, any violation of the Policy. Should I ever obtain information giving me reason to believe that any employee or officer of Diodes Incorporated (the "Company") may have engaged in conduct that violates the Policy, I undertake to report that information promptly to the Company's Internal Audit Manager or In House Legal.

I have engaged in or observed the following incidents of non-compliance:

☐ None

Date:

Signature

Name Printed

Title

Office