

# **Procedures for Ethical Management and Guidelines for Conduct**

Enacted and resolved by the Board of Directors on March 24, 2016

- Article I The Company engages in commercial activities following the principles of fairness, honesty, faithfulness, and transparency, and in order to fully implement a policy of ethical management and actively prevent unethical conduct, these Procedures for Ethical Management and Guidelines for Conduct (hereinafter, “Procedures and Guidelines”) are adopted pursuant to the provisions of the Ethical Corporate Management Best Practice Principles for TWSE/GTSM-Listed Companies and the applicable laws and regulations of the places where the Company and its business groups and organizations operate, with a view to providing all personnel of the Company with clear directions for the performance of their duties.
- Article II The scope of application of these Procedures and Guidelines includes the subsidiaries of the Company, any incorporated foundation in which the Company's accumulated contributions, direct or indirect, exceed 50% of the total funds of the foundation, and other group enterprises and organizations, such as institutions or juristic persons, substantially controlled by the Company.
- Article III Definition:
- 3.1 For the purposes of these Procedures and Guidelines, the term “personnel of the Company” refers to any director, managerial officer, employee, mandatary or person having substantial control, of the Company or its group enterprises and organizations.
  - 3.2 Any provision, promise, request, or acceptance of improper benefits by any personnel of the Company through a third party will be presumed to be an act by the personnel of the Company.
  - 3.3 For the purposes of these Procedures and Guidelines, “unethical conduct” means that any personnel of the Company, in the course of their duties, directly or indirectly provides, promises, requests, or accepts improper benefits or commits a breach of ethics, unlawful act, or breach of fiduciary duty for purposes of acquiring or maintaining benefits. The counterparties of the unethical conduct include public officials, political candidates, political

parties or their staffs, and government-owned or private-owned enterprises or institutions and their directors, supervisors, managerial officers, employees, persons having substantial control, or other interested parties.

3.4 For the purposes of these Procedures and Guidelines, the term “benefits” means any money, gratuity, gift, commission, position, service, preferential treatment, rebate, facilitating payment, entertainment, dining, or any other item of value in whatever form or name. Provided, however, gratuities may be accepted, however, when it is under an unsolicited occurrence and will not influence the receiver’s exercise of official powers or performance of official duties.

Article IV Responsible Unit: The Company designates the Finance Department and Administrative Office as the solely responsible unit under the Board of Directors in charge of implementation and management of the following matters and reporting periodically to the Board of Directors.

- 4.1 Assisting in incorporating ethics and moral values into the Company's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations.
- 4.2 Adopting programs to prevent unethical conduct and setting out in each program the standard operating procedures and conduct guidelines with respect to the Company's operations and business.
- 4.3 Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct.
- 4.4 Promoting and coordinating awareness and educational activities with respect to ethics policy.
- 4.5 Developing a whistle-blowing system and ensuring its operating effectiveness.
- 4.6 Assisting the Board of Directors to manage auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operated and preparing reports on the regular assessment of compliance with ethical management in operating procedures.

Article V Operational Contents:

- 5.1 Prohibition against providing or accepting improper benefits: Except under one of the following circumstances, when providing, accepting, promising, or requesting, directly or indirectly, any benefits as specified in Article 3.4, the conduct of the given personnel of the Company shall comply with the provisions of Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies and these Procedures and Guidelines of the Company, and the relevant procedures shall have been carried out:
- 5.1.1 The conduct is undertaken to meet business needs and is in accordance with local courtesy, convention, or custom during domestic (or foreign) visits, reception of guests, promotion of business, and communication and coordination.
  - 5.1.2 The conduct has its basis in ordinary social activities that are attended or others are invited to hold in line with accepted social custom, commercial purposes, or developing relationships.
  - 5.1.3 Invitations to guests or attendance at commercial activities or factory visits in relation to business needs, when the method of fee payment, number of participants, class of accommodations, and the time period for the event or visit have been specified in advance.
  - 5.1.4 Attendance at folk festivals that are open to and invite the attendance of the general public.
  - 5.1.5 Rewards, emergency assistance, condolence payments, or honorariums from the management.
  - 5.1.6 In instances where the gratuity is given in connection with wedding engagements, weddings, giving birth, moving to a new residence, taking up a new position, being promoted or transferred, retiring, resigning from or otherwise leaving one's professional position; or in connection with the injury, illness or death of the recipient or the recipient's spouse or immediate relative; and where the market value of the gratuity does not exceed the amount of NT\$20,000 given under such circumstances.
  - 5.1.7 Other conduct that complies with the rules of the Company

## 5.2 Procedures for handling the acceptance of improper benefits:

5.2.1 Except under any of the circumstances set forth in the preceding article, when any personnel of the Company are provided with or are promised, either directly or indirectly, any benefits as specified in Article 3.4 by a third party, the matter shall be handled in accordance with the following procedures:

5.2.1.1 If there is no relationship of interest between the party providing or offering the benefit and the official duties of the Company's personnel, the personnel shall report to their immediate supervisor within three (3) days from the acceptance of the benefit, and the responsible unit shall be notified if necessary.

5.2.1.2 If a relationship of interest does exist between the party providing or offering the benefit and the official duties of the Company's personnel, the personnel shall return or refuse the benefit, and shall report to his or her immediate supervisor and notify the responsible unit. When the benefit cannot be returned, then within three (3) days from the acceptance of the benefit, the personnel shall refer the matter to the responsible unit for handling.

5.2.2 "A relationship of interest between the party providing or offering the benefit and the official duties of the Company's personnel", refers to one of the following circumstances:

5.2.2.1 When the two parties have commercial dealings, a relationship of direction and supervision, or subsidies (or rewards) for expenses.

5.2.2.2 When a contracting, trading, or other contractual relationship is being sought, is in progress, or has been established.

5.2.2.3 Other circumstances in which a decision regarding the Company's business, or the execution or non-execution of business, will result in a beneficial or adverse impact.

5.2.3 The responsible unit of the Company shall make a proposal, based on the nature and value of the benefit under Article 5.2.1, that it be

returned, accepted on payment, given to the public, donated to charity, or handled in another appropriate manner. The proposal shall be implemented after being reported and approved.

### 5.3 Prohibition of and handling procedure for facilitating Payments:

5.3.1 The Company shall neither provide nor promise any facilitating payment.

5.3.2 If any personnel of the Company provide or promises a facilitating payment under threat or intimidation, they shall submit a report to their immediate supervisor stating the facts and shall notify the responsible unit.

5.3.3 Upon receipt of the report under the preceding paragraph, the responsible unit shall take immediate action and undertake a review of relevant matters in order to minimize the risk of recurrence. In a case involving alleged illegality, the responsible unit shall also immediately report to the relevant judicial agency.

### 5.4 Procedures for handling political contributions: The Company shall neither provide nor promise any political contributions.

### 5.5 Handling Procedures for Charitable Donation or Sponsoring: Charitable donations or sponsorships by the Company shall be provided in accordance with the following provisions and reported to the supervisor in charge for approval, and a notification shall be given to the responsible unit; when the amount is more than NT\$1 million, the donation needs to be resolved by the Board of Directors.

5.5.1 It shall be ascertained that the donation or sponsorship is in compliance with the laws and regulations of the country where the Company is doing business.

5.5.2 A written record of the decision making process shall be kept.

5.5.3 A charitable donation shall be given to a valid charitable institution and may not be a disguised form of bribery.

5.5.4 The returns received as a result of any sponsorship shall be specific and reasonable, and the subject of the sponsorship may not be a counterparty of the Company's commercial dealings or a party with

which any personnel of the Company has a relationship of interest.

5.5.5 After a charitable donation or sponsorship has been given, it shall be ascertained that the destination to which the money flows is consistent with the purpose of the contribution.

5.6 Recusal:

5.6.1 When the Company director, officer or other stakeholder attending or present at a board meeting, or the juristic person represented thereby, has a stake in a proposal at the meeting, that director, officer or stakeholder shall state the important aspects of the stake in the meeting and, where there is a likelihood that the interests of the Company would be prejudiced, may not participate in the discussion or vote on that proposal, shall recuse himself or herself from any discussion and voting, and may not exercise voting rights as proxy on behalf of another director. The directors shall exercise discipline among themselves and may not support each other in an inappropriate manner.

5.6.2 If in the course of conducting company business, any personnel of the Company discovers that a potential conflict of interest exists involving themselves or the juristic person that they represent, or that they or their spouse, parents, children, or a person with whom they have a relationship of interest is likely to obtain improper benefits, the personnel shall report the relevant matters to both his or her immediate supervisor and the responsible unit, and the immediate supervisor shall provide the personnel with proper instructions.

5.6.3 No personnel of the Company may use company resources on commercial activities other than those of the Company, nor may any personnel's job performance be affected by his or her involvement in the commercial activities other than those of the Company.

5.7 Confidentiality regime and responsibilities: All personnel of the Company shall faithfully follow the operational directions pertaining to intellectual properties as mentioned in the preceding paragraph and may not disclose to any other party any trade secrets, trademarks, patents, works, and other intellectual properties of the Company of which it has learned, nor may they inquire about or collect any trade secrets, trademarks, patents, and other intellectual

properties of the Company unrelated to their individual duties.

- 5.8 Prevention of damages done to stakeholders caused by products or services: The Company shall collect and understand the applicable laws and regulations and international standards governing its products and services which it shall observe and gather and publish all guidelines to cause personnel of the Company to ensure the transparency of information about, and safety of, the products and services in the course of their research and development, procurement, manufacture, provision, or sale of products and services.
- 5.9 Prohibition against behaviors engaged in unfair competition: The Company shall follow the Fair Trade Act and applicable competition laws and regulations when engaging in business activities, and may not fix prices, make rigged bids, establish output restrictions or quotas, or share or divide markets by allocating customers, suppliers, territories, or lines of commerce.
- 5.10 Prohibition against disclosure of business secrets: All Company personnel shall adhere to the provisions of the Securities and Exchange Act, and may not take advantage of undisclosed information of which they have learned to engage in insider trading. Personnel are also prohibited from divulging undisclosed information to any other party, in order to prevent other party from using such information to engage in insider trading. Any organization or person outside of the Company that is involved in any merger, demerger, acquisition and share transfer, major memorandum of understanding, strategic alliance, other business partnership plan, or the signing of a major contract by the Company shall be required to sign a non-disclosure agreement in which they undertake not to disclose to any other party any trade secret or other material information of the Company acquired as a result, and that they may not use such information without the prior consent of the Company.
- 5.11 Announcement of policy of ethical management to outside parties: The Company shall disclose its policy of ethical management in its internal rules, annual reports, on the company's websites, and in other promotional materials, and shall make timely announcements of the policy in events held for outside parties such as product launches and investor press conferences in order to make its suppliers, customers, and other business-related institutions and personnel fully aware of its principles and rules with respect to

ethical management.

5.12 Ethical management evaluation prior to development of commercial relationships: Before developing a commercial relationship with another party, such as an agent, supplier, customer, or other counterparty in commercial dealings, the Company shall evaluate the legality and ethical management policy of the party and ascertain whether the party has a record of involvement in unethical conduct, in order to ensure that the party conducts business in a fair and transparent manner and will not request, offer, or take bribes. When the Company carries out the evaluation under the preceding paragraph, it may adopt appropriate audit procedures for a review of the counterparty with which it will have commercial dealings with respect to the following matters, in order to gain a comprehensive knowledge of its ethical management:

5.12.1 The enterprise's nationality, location of business operations, organizational structure, and management policy, and place where it will make payment.

5.12.2 Whether the enterprise has adopted an ethical management policy, and the status of its implementation.

5.12.3 Whether enterprise's business operations are located in a country with a high risk of corruption.

5.12.4 Whether the business operated by the enterprise is in an industry with a high risk of bribery.

5.12.5 The long-term business condition and degree of goodwill of the enterprise.

5.12.6 Consultation with the enterprise's business partners on their opinion of the enterprise.

5.12.7 Whether the enterprise has a record of involvement in unethical conduct such as bribery or illegal political contributions.

5.13 Statement of ethical management policy to counterparties in commercial dealings: Any personnel of the Company, when engaging in commercial activities, shall make a statement to the trading counterparty about the Company's ethical management policy and related rules, and shall clearly refuse to provide, promise, request, or accept, directly or indirectly, any



improper benefit in whatever form or name.

5.14 Avoidance of commercial dealings with unethical operators: All personnel of the Company shall avoid business transactions with an agent, supplier, customer, or other counterparty in commercial interactions that is involved in unethical conduct. When the counterparty or partner in cooperation is found to have engaged in unethical conduct, the personnel shall immediately cease dealing with the counterparty and blacklist it for any further business interaction in order to effectively implement the Company's ethical management policy.

5.15 Handling of unethical conduct by personnel of the Company:

5.15.1 As an incentive to insiders and outsiders for informing of unethical or unseemly conduct, the Company will grant a reward depending the seriousness of the circumstance concerned. Insiders having made a false report or malicious accusation shall be subject to disciplinary action and be removed from office if the circumstance concerned is material.

5.15.2 The Company shall internally establish and publicly announce on its website and the intranet, or provide through an independent external institution, an independent mailbox or hotline, for Company insiders and outsiders to submit reports. A whistleblower shall at least furnish the following information:

5.15.2.1 The whistleblower's name and I.D. number, and an address, telephone number and e-mail address where it can be reached.

5.15.2.2 The informed party's name or other information sufficient to distinguish its identifying features.

5.15.2.3 Specific facts available for investigation.

5.15.3 Company personnel handling whistle-blowing matters shall represent in writing; they will keep the whistleblowers' identity and contents of information confidential. The Company also undertakes to protect the whistleblowers from improper treatment due to their whistle-blowing. The responsible unit of The Company shall observe the following procedure:

- 5.15.3.1 An information shall be reported to the department head if involving the rank and file and to an independent director or supervisor if involving a director or a senior executive.
  - 5.15.3.2 The responsible unit of the Company and the department head or personnel being reported to in the preceding subparagraph shall immediately verify the facts and, where necessary, with the assistance of the legal compliance or other related department.
  - 5.15.3.3 If a person being informed of is confirmed to have indeed violated the applicable laws and regulations or the Company's policy and regulations of ethical management, the Company shall immediately require the violator to cease the conduct and shall make an appropriate disposition. When necessary, The Company will institute legal proceedings and seek damages to safeguard its reputation and its rights and interests.
  - 5.15.3.4 Documentation of case acceptance, investigation processes and investigation results shall be retained for five (5) years and may be retained electronically. In the event of a suit in respect of the whistleblowing case before the retention period expires, the relevant information shall continue to be retained until the conclusion of the litigation.
  - 5.15.3.5 With respect to a confirmed information, the Company shall charge relevant units with the task of reviewing the internal control system and relevant procedures and proposing corrective measures to prevent recurrence.
  - 5.15.3.6 The responsible unit of the Company shall submit to the board of directors a report on the whistleblowing case, actions taken, and subsequent reviews and corrective measures.
- 5.16 Actions upon event of unethical conduct by others towards the Company: If any personnel of the Company discover that another party has engaged in unethical conduct towards the Company, and such unethical conduct involves alleged illegality, the Company shall report the relevant facts to the judicial and prosecutorial authorities; where a public service agency or public official is involved, the Company shall additionally notify the governmental

anti-corruption agency.

5.17 Establishment of a system for rewards, penalties, and complaints, and related disciplinary measures:

5.17.1 The Company shall provide proper whistleblowing channel and keep the whistleblower's identity and reporting contents confidential.

5.17.2 If any personnel of the Company seriously violate ethical conduct, the Company shall dismiss the personnel from his or her position or terminate his or her employment in accordance with applicable laws and regulations or the personnel policy and procedures of the Company.

5.17.3 The Company shall disclose on its intranet information the name and title of the violator, the date and details of the violation, and the actions taken in response.

Article VI These Procedures and Guidelines, and any amendments hereto, shall be implemented after adoption by resolution of the Board of Directors.

6.1 When these Procedures and Guidelines are submitted to the board of directors for discussion, each Independent Director's opinions shall be taken into full consideration, and their objections and reservations expressed shall be recorded in the minutes of the board of directors meeting. An Independent Director that is unable to attend a Board meeting in person to express objection or reservation shall provide a written opinion before the Board meeting unless there is a legitimate reason to do otherwise, and the opinion shall be recorded in the minutes of the Board meeting.

Article VII These Procedures, and any amendments hereto, shall enter into force after approved by the Board of Director.