



## **Winbond Anti-Corruption Commitment**

Winbond Electronics Corporation and its subsidiaries (collectively, "Winbond") have a zero-tolerance policy against any corrupt practices in any of its business activities as integrity is embedded in Winbond's corporation culture.

Winbond commits that Winbond's directors, officers, employees and any third party (such as representatives, agents, and distributors) conducting business for or with Winbond ("Winbond Agents") are expected to acknowledge and comply with this Winbond Anti-Corruption Commitment.

### **Article 1 No Bribery**

Winbond prohibits its directors, officers, employees, and Winbond Agents from giving or offering a bribe to and also taking a bribe from any third party.

Winbond's directors, officers, employees, and Winbond Agents shall not offer to or receive any bribe from those with whom have business dealings, regardless of whether the provider or recipient is government official or an individual, for the purpose of securing an improper advantage or otherwise inappropriately influencing the recipient.

### **Article 2 No Inappropriate Political or Charitable Donation**

Any political or charitable donations shall comply with applicable laws and Winbond's internal regulations; no donations shall be made as a bribery in disguise or for pursuing business profits or advantages.

### **Article 3 Avoiding Conflict of Interest**

Winbond and Winbond Agents shall proactively avoid any conflicts of interest when conducting business activities. If any conflicts cannot be avoided, the concerned party must report to Winbond and Winbond will take necessary and appropriate measures (such as job re-assignment or position re-organization, if necessary) to minimize the impacts arising therefrom.

Conflict of interest refers to the situation where an individual's activities or personal relationships interfere with such individual's ability to perform his/her job duties or makes business decisions in the best interest of Winbond, for instances,

- (1) an employee or its close relative holds a position at Winbond's customer, supplier or competitor;
- (2) an employee or its close relative has a financial interest in Winbond's customer, supplier or competitor.

### **Article 4 No Inappropriate Gifts or Other Advantages**

Providing or receiving gifts is generally prohibited by Winbond; however a providing or receiving gift may be permissible under business etiquette if:

- (1) such gift is provided or received publicly in normal business venue;
- (2) such gift is exchanged for social custom, legally permissible and solely for the purpose to express gratitude or respect;
- (3) such gift does not create any conflicts of interest;
- (4) such gift is reasonable and appropriate with its value under NTD2,000/per person, the frequency of providing gifts to or receiving gifts from a person shall be no more than 5 times a year, and their accumulative value shall not exceed NTD 10,000; and



- (5) such gift is not cash or a cash equivalent (including product discount, securities or gift cards).

**Article 5 Anti-Trust**

Winbond shall comply Fair Trade Law and relevant non-compete regulations when conducting business activities, and Winbond shall not obtain competitors' product information or prices by illegal means, nor shall it manipulate the prices or production capacity of its products, bundle sales of its products without legitimate reasons, or improperly boycott other corporations.

**Article 6 Engaging with and Managing Third Party Agents**

Winbond shall use its appropriate and reasonable effort to ensure Winbond only engages reputable Winbond Agents to conduct business activities for or with Winbond; and Winbond shall supervise such Winbond Agents' business activities regularly to ensure that they are in compliance with Winbond's ethical requirements and this anti-corruption commitment.

**Article 7 Keeping Accurate Records**

All business records (including but not limited to quotations, invoices, expense reports) shall be kept accurately in its completeness; Winbond will not in any way modify the records, misstate facts, or omit any information.

**Article 8 Whistleblowing Channels and Whistleblower Protection**

- (1) If you discover any violation of this Winbond Anti-Corruption Commitment, please promptly notify Winbond through the following whistleblowing channels:
  - (a) Whistleblowing Hotline: +886-4-2521-3579
  - (b) Whistleblowing Email: [internal\\_audit@winbond.com](mailto:internal_audit@winbond.com);
  - (c) Whistleblowing channels on Winbond official website>Sustainability>Stakeholder Engagement>Reporting Channel.
- (2) Winbond protects any individual who either reports any violation of this anti-corruption commitment and/or participates in any investigation thereof from retaliation.

**Article 9 Effectiveness**

This Winbond Anti-Corruption Commitment and its revisions (if any) will be published upon Chairman's approval.

Reference:

This Winbond Anti-Corruption Commitment is digested from the following documentations:  
B9900-0206 Winbond Ethics and Business Conduct Policy  
B9910-1302 Winbond Employee Conduct Code