



NO.:	B9900-0206	VERSION:	B	LEVEL:	For Internal Use	PAGE:	1/8
------	------------	----------	---	--------	------------------	-------	-----

Procedures for Ethical Management and Guidelines for Conduct

Article 1 Purpose of adoption and scope of application

To cultivate a corporate culture of integrity, foster sound development, and provide a reference framework for good business operations, these Procedures for Ethical Management and Guidelines for Conduct (hereinafter, "Procedures and Guidelines") are established and adopted by Winbond Electronic Corporations. The scope of application of these Procedures and Guidelines includes the subsidiaries of this Corporation, any incorporated foundation in which this Corporation's accumulated contributions, direct or indirect, exceed 50 percent of the total funds of the foundation, and other group enterprises and organizations, such as institutions or juristic persons, substantially controlled by this Corporation.

Article 2 Prohibition of Unethical Conduct

Directors, managers, mandataries, employees, persons having substantial control (hereinafter referred to as substantial controllers) of the Company must not, during the course of business activities, directly or indirectly offer, promise, request, or accept any improper benefits, or engage in other unethical behaviors that violate integrity, legality, or fiduciary duties to gain or maintain benefits (hereinafter referred to as unethical conduct). The counterparties of the aforementioned conduct include public officials, political candidates, political parties or their members, and any government-owned or private-owned enterprises or institutions, along with their directors (trustees), managers, managers, employees, substantial controllers, or other stakeholders.

Article 3 Types of Benefits

The term "benefits" as used in this Procedures and Guidelines refers to anything of value, including money, gifts, commissions, positions, services, preferential treatment, rebates, or any other forms or titles. However, items that are part of normal social etiquette and are occasional, without the risk of affecting specific rights or obligations, are not included.

Article 4 Compliance with Laws

The Company complies with the Company Act, Securities and Exchange Act, Business Entity Accounting Act, Political Donations Act, Anti-Corruption Statute, Government Procurement Act, Act on Recusal of Public Servants Due to Conflicts of Interest, TWSE/TPEX listing rules, or other laws or regulations regarding commercial activities, as the underlying basic premise to facilitate ethical corporate management.

Article 5 Policy

The Company upholds a management philosophy of honest operations, based on integrity. Externally, we place great importance on integrity towards our customers, while internally, we strictly require employees to practice self-discipline and adhere to internal regulations. We strive to establish good corporate governance and risk control mechanisms to create a sustainable business environment.

Article 6: Prevention Programs

The Company's policy on honest operations should clearly and comprehensively outline specific practices for integrity management and measures to prevent unethical behavior (hereinafter referred to as "Prevention Programs"), including operational procedures, code of conducts, and training.

When establishing the prevention programs, the Company shall comply with relevant laws and regulations of the territory where the companies and their business group are operating.

In the course of developing the prevention programs, TWSE/TPEX listed companies are advised to communicate with staff, labor unions members, important trading counterparties, or other stakeholders.

Article 7 Scope of the Prevention Programs

When formulating the Prevention Programs, the Company shall analyze the business activities within its scope of operations that carry a higher risk of unethical conducts and strengthen relevant preventive measures.

The Company establish a prevention program that at least includes preventive measures for the following behaviors:

1. Bribery and corruption.
2. Providing illegal political donations.
3. Improper charitable donations or sponsorship.
4. Offering or accepting unreasonable gifts, hospitality, or other improper benefits.
5. Infringement of trade secrets, trademark rights, patent rights, copyright, and other intellectual property rights.
6. Engaging in unfair competition.
7. Directly or indirectly harming the rights, health, and safety of consumers or other stakeholders during the research and development, procurement, manufacturing, provision, or sale of products and services.

Article 8 Commitment and Implementation

The Company and its group enterprises and organizations shall explicitly state their policy of ethical management policy in internal regulations and external documents. The Board of Directors and



NO.:	B9900-0206	VERSION:	B	LEVEL:	For Internal Use	PAGE:	3/8
------	------------	----------	---	--------	------------------	-------	-----

management shall actively fulfill their commitment to the ethical management policy and ensure its effective implementation in internal management and external business activities.

Article 9 Ethical Business Activities

The Company shall conduct business activities based on the principles of ethical operations in an open and transparent manner.

Before engaging in business dealings, the Company shall consider the legality and integrity of its agents, suppliers, customers, or other transaction counterparties and avoid transactions with parties who have a record of unethical conduct.

When entering contracts with others, the company shall include terms that require compliance with the ethical business operation policy and stipulate that the contract may be terminated or rescinded at any time if the counterparty is found to engage in unethical conduct.

Article 10 Prohibition of Bribery and Corruption

The Company, its directors, managers, employees, mandataries, and substantial controllers shall not directly or indirectly offer, promise, request, or accept any form of improper benefits to or from clients, agents, contractors, suppliers, public officials, or other stakeholders while performing their duties.

Article 11 Prohibition of Illegal Political Donations

The Company, its directors, managers, employees, mandataries, and substantial controllers shall comply with the Political Donations Act and the Company's internal procedures when directly or indirectly making donations to political parties, organizations, or individuals involved in political activities. Such donations shall not be used to seek commercial gains or transaction advantages.

Article 12 Prohibition of Improper Charitable Donations or Sponsorship

The Company, its directors, managers, employees, mandataries, and substantial controllers shall comply with relevant laws and internal procedures when making charitable donations or sponsorships. Such donations or sponsorships shall not be a disguise of bribery.

Article 13 Prohibition of Unreasonable Gifts, Hospitality, or Other Improper Benefits

The Company, its directors, managers, employees, mandataries, and substantial controllers shall not directly or indirectly offer or accept any unreasonable gifts, hospitality, or other improper benefits in the attempt to establish business relationships or influence business transactions.

Article 14 Prohibition of Intellectual Property Rights Infringement

The Company, its directors, managers, employees, mandataries, and substantial controllers shall comply with intellectual property laws, internal procedures, and contractual agreements. They shall not

use, disclose, dispose of, damage, or engage in other activities that infringe upon intellectual property rights without the consent of the intellectual property rights owner.

Article 15 Prohibition of Unfair Competition

The Company shall conduct business activities in compliance with relevant competition laws. It shall 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.

Article 16 Prevention of Harm to Stakeholders from Products or Services

The Company, its directors, managers, employees, mandataries, and substantial controllers shall adhere to relevant laws and international standards during the research and development, procurement, manufacturing, provision, or sale of products and services. They shall ensure the information transparency and safety of product and service provided, establish and publicly disclose policies for protecting the rights of consumers and other stakeholders, and implement these policies in their operations. This is to prevent products or services from directly or indirectly harming the rights, health, and safety of consumers or other stakeholders. If there are facts indicating that the products or services may endanger the safety and health of consumers or other stakeholders, the Company shall, in principle, immediately recall the batch of affected products or suspend the services.

Article 17 Organization and Responsibilities

The directors, managers, employees, mandataries, and substantial controllers of the Company shall exercise the due care of good administrators to urge the Company to prevent unethical conduct. They shall regularly review the effectiveness of its implementation and continuously improve it to ensure compliance with the ethical business practices policy.

To enhance the management of ethical business practices, the Human Resources department shall be responsible for formulating and supervising the implementation of ethical business practices policies and prevention programs. The General Manager shall report regularly to the Board of Directors.

1. Assist in integrating integrity and ethical values into the Company's business strategies and collaborate with legal compliance to establish measures ensuring ethical business practices.
2. Develop programs to prevent unethical conduct and establish relevant standard operating procedures and guidelines within each prevention program.
3. Plan 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. Promote and coordinate awareness and educational activities with respect to ethics policy.
5. Develop a whistle-blowing system and ensuring its operating effectiveness.



NO.:	B9900-0206	VERSION:	B	LEVEL:	For Internal Use	PAGE:	5/8
------	------------	----------	---	--------	------------------	-------	-----

6. Assist the board of directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating and preparing reports on the regular assessment of compliance with ethical management in operating procedures.

Article 18 Compliance with Legal Requirements in Business Operations

The directors, managers, employees, mandataries, and substantial controllers of the Company shall comply with legal requirements while performing their duties.

Article 19 Avoidance of Conflicts of Interest by Directors and Managers

The Company shall establish policies to prevent conflicts of interest, identifying, supervising, and managing the risks of unethical conduct that may arise from such conflicts. It shall provide appropriate channels for directors, managers, and other attendees or invitees of the board of directors to voluntarily disclose any potential conflicts of interest with the Company.

Directors, managers, and other attendees or invitees of the board of directors who have a conflict of interest with respect to items on the board's agenda, whether personally or through entities they represent, shall disclose the essential details of their conflict of interest at the relevant board meeting. If their interest could harm the Company's interests, they may state their opinions and respond to inquiries but shall refrain from participating in discussions and voting. They shall abstain from voting and shall not vote on behalf of other directors. Directors shall also demonstrate self-discipline and refrain from inappropriate mutual support.

Directors, managers, employees, and mandataries of the Company shall not use their positions within the Company to obtain improper benefits for themselves, their spouses, parents, children, or any other individuals.

Article 20 Accounting and Internal Controls

The Company's accounting system and internal control system shall be designed and implemented in accordance with the principles of ethical business practices and shall be regularly reviewed to ensure the continuous effectiveness.

The internal audit team of the Company shall conduct periodical audit on the compliance with the systems and report to the Board of Directors. If necessary, external auditors may be authorized to conduct audits or professional assistance may be sought.

Article 21 Operating Procedures and Code of Conduct

The Company shall establish operational procedures and guidelines in accordance with Article 6 hereof to guide directors, managers, employees, and substantial controllers on how to conduct business. The procedures and guidelines should at least contain the following matters:

1. Standards for determining whether improper benefits have been offered or accepted.
2. Procedures for offering legitimate political donations.
3. Procedures and the standard rates for offering charitable donations or sponsorship.
4. Rules for avoiding work-related conflicts of interests and how they should be reported and handled.
5. Rules for keeping confidential trade secrets and sensitive business information obtained in the ordinary course of business.
6. Regulations and procedures for dealing with suppliers, clients and business transaction counterparties suspected of unethical conduct.
7. Handling procedures for violations of these Principles.
8. Disciplinary measures on offenders.

Article 22 Education, Training, and Assessment

The Chairman of the Board, General Manager, or senior management shall regularly deliver the importance of integrity to the directors, employees, and mandataries of the Company.

The Company shall conduct regular education, training, and awareness programs for directors, managers, employees, mandataries, and substantial controllers. It shall invite relevant parties engaged in business activities with the Company to participate in such training or awareness program, ensuring a comprehensive understanding of the Company's commitment to ethical business practices, policies, prevention programs, and the consequences of engaging in unethical conduct.

The Company shall integrate its policy on ethical business practices with employee performance evaluations scheme and human resources policies, establishing clear and effective systems for rewards and discipline measures.

Article 23 Whistleblowing System

The Company shall establish a whistleblowing system, which includes at least one of the following items and is disclosed on the internal company website.

Establishment and public announcement of internal and external independent whistleblowing channels, including hotlines and mailboxes.

1. Assignment of dedicated personnel or units responsible for handling whistleblowing reports.
Reports involving directors or senior managements shall be reported to independent directors. The

system shall outline categories of whistleblowing issues and establish the standards and procedures for investigation.

2. Documentation and retention of records concerning the reception of the whistleblowing reports, investigation process, investigation results, and related documents of whistleblowing cases.
3. Confidentiality of the whistleblower's identity and the content of the whistleblowing report.
4. Protection of whistleblowers from retaliation or unjust treatment due to their whistleblowing activities.
5. Implementation of measures to reward whistleblowers.

The dedicated unit responsible for handling whistleblowing reports shall promptly report in writing to the independent directors if significant violations or potential significant damages to the Company are discovered during the investigation of whistleblowing cases.

Article 24 Disciplinary and Appeals System

The Company shall clearly establish and publicize a disciplinary and appeals system for violations of ethical business conduct regulations. This system shall be promptly disclosed on the Company's internal website and include information such as the violation dates, violation details, and outcomes of the investigation.

Article 25 Information Disclosure

The Company shall establish and promote quantifiable data to advance ethical business practices, continuously analyzing and evaluating the effectiveness of ethical policies. This information shall be disclosed on the Company's website, in its annual reports, and in public disclosures, outlining the measures taken for ethical business practices, their implementation status, and the quantifiable data on effectiveness. Additionally, the Company shall disclose its ethical business conduct guidelines on the Market Observation Post System.

Article 26 Review and Amendment of Ethical Business Conduct Guidelines

The Company shall continuously monitor the development of domestic and international regulations related to ethical business conduct. It shall encourage directors, managers, and employees to propose suggestions for reviewing and improving the Company's ethical business conduct policies and implementation measures. This process aims to enhance the effectiveness of ethical business practices within the Company.

Article 27 Implementation

This Procedures and Guidelines shall be implemented upon approval by the board of directors and shall also apply when amended.



NO.:	B9900-0206	VERSION:	B	LEVEL:	For Internal Use	PAGE:	8/8
------	------------	----------	---	--------	------------------	-------	-----

The Company has established independent directors. When submitting the ethical Procedures and Guidelines for discussion at the board of directors meeting as stipulated in the preceding paragraph, due consideration shall be given to the opinions of each independent director. Any dissenting or reserved opinions shall be clearly recorded in the minutes of the board meeting. If an independent director cannot attend the board meeting in person to express dissenting or reserved opinions, unless with valid reasons, they shall provide written opinions in advance, which shall be documented in the board meeting minutes.