

# **Wiwynn Corporation**

## **Codes of Ethical Conduct**

**Article 1 Purpose**

This Code of Ethical Conduct is hereby established to enforce Wiwynn Corporation (hereinafter “Company”)’s core values, maintain its high level of business ethics and require Relevant Personnel to strictly abide by Company’s standard code of ethical conduct in order to uphold Company’s reputation and to gain the respect and trust of customers, suppliers and professionals of all fields.

**Article 2 Applicability and Definition**

This Code of Ethical Conduct shall apply to all directors (including the independent directors; hereinafter “Directors”), managers and employees (hereinafter “Relevant Personnel”).

**Article 3 Important Code of Ethical Conduct**

1. Integrity is Company’s core value and the root of operating an enterprise. To operate an enterprise in integrity, Company shall provide an environment and atmosphere that will allow Relevant Personnel to execute their duties in accordance with ethical standard. Company requires all Relevant Personnel to fully understand and abide by this Code of Ethical Conduct and self-integrity. The following is the relevant and important code of ethical conduct:

- (1) Unless authorized or required by law, Relevant Personnel must strictly keep confidential the information related to Company or its clients whom Company purchases goods from or whom Company sells products to. The confidential information shall include all information that could be possibly used by competitors or cause damages to Company or its clients after disclosure.
- (2) When Relevant Personnel use information related to Company or its clients whom Company purchases goods from or whom Company sells products to, they must not contravene any applicable laws or Company’s Policies and Procedures on the Protection of Confidential Information.
- (3) Relevant Personnel must treat clients whom Company purchases goods from or whom Company sells products to, the competing companies and employees on a fair and equal basis, and must not use the information obtained through job convenience to manipulate, conceal or misuse such information to make false statement on important matters, or use such information to obtain unjust benefits through other unjust transactions.
- (4) Relevant Personnel must be loyal to their job. Their execution of duties, including disposition of money, purchase, safekeeping assets, evaluation of performances and making and ratification of reports, shall be accomplished with integrity, diligence and dedication.
- (5) Relevant Personnel have the duty to protect Company’s assets and resources, and ensure that such assets and resources can be lawfully and effectively used in business operations. It is strictly prohibited to use Company’s assets or resources to gain personal interest. Relevant Personnel shall also recuse from negatively affecting Company’s interest through personal or department’s interest or through stealing, neglecting, and wasting Company’s assets and resources.
- (6) Relevant Personnel must recuse from any conflict that will result in the conflict of personal and Company’s interest.
- (7) Relevant Personnel must not participate or instigate others to proceed in activities or relationships that might cause harm to

- loyalty or professional judgment.
  - (8) Relevant Personnel must not request, accept or give any gifts, donations, political donations or treats (bribery) that might cause harm to loyalty or professional judgment.
  - (9) Relevant Personnel must not commit any acts that will damage the reputation of Company.
  - (10) Relevant Personnel must abide by national laws, rules and regulations. Relevant Personnel must not be involved in any illegal or inappropriate activities under any circumstances.
  - (11) Relevant Personnel must not seek an opportunity to pursue personal gain by using Company's property or information, or by taking advantage of their positions. Relevant Personnel must not obtain personal gain by using Company property or information, or by taking advantage of their positions. Relevant Personnel must not compete with Company. When Company has an opportunity for profit, Directors, supervisors and managers have responsibility to maximize the reasonable and proper benefits that can be obtained by Company.
2. The Codes of Ethical Conduct will not be limited to acts, rules and regulations. The spirit in the execution of this is in the high level of self-restraint, and that one will abide by the Codes without violating general conventions. When Relevant Personnel cannot determine whether an action or a circumstance fits with Company's Codes of Ethical Conduct, one should check its adequacy based on the following principles:
- (1) Whether the disclosure of such relationship or action will cause negative effects to Company's reputation.
  - (2) Whether the process of such relationship or action will be generally interpreted as having effects on the just execution of job duties or professional judgment

Article 4 **Recusal Policy on the Conflict of Interest**

1. Relevant Personnel shall recuse from any conflict that will cause conflict between the personal and Company's interest. Therefore, Relevant Personnel shall actively and fully report to their supervisor and the head of Human Resource department (applicable for Relevant Personnel who are not director), or the Board of Directors (applicable for Directors) upon knowing or facing, including, but not limited to the following circumstances and explain how the personal interest can be conflicting with Company's interest:
- (1) When the positions held by the Relevant Personnel might let them, their spouse or third-degree relatives gain unjust benefits, or obstruct their objective and effective handling of business operations.
  - (2) When the activities participated by the Relevant Personnel outside the Company cause direct competition against Company's business, or obstruct with the Relevant Personnel's positions and duties in the Company.
  - (3) Using Company's resources (such as information, objects or properties, etc.) to participate in activities outside the Company without Company's permission.
  - (4) Has third-degree relatives working in the Company.
2. When Company receives reports from Relevant Personnel on how their actions do not fit the Recusal Policy on the Conflict of Interest, the chairman (applicable for Directors) or the head of Human Resource department (applicable for Relevant Personnel who are not director), together with the head of Relevant Personnel's department shall discuss the handling principles and procedures, and pass the case to the general manager (applicable for Relevant Personnel who are not

director) for authorization, or pass the case to the Board of Directors (applicable for Directors) to handle.

Article 5 **Giving Presents and Treats as Part of Business Routine**

1. To maintain the highest standard for ethical conduct, any form of bribery is strictly prohibited from suppliers, contractors, clients and other relevant parties and groups (including governmental agencies) involved in the Company's business operations. In normal business relations, receiving reasonable presents and treats shall comply with Sections 2 and 3 of this Articles 5.
2. When it is necessary to receive presents or any types of gifts, one shall proceed in accordance to the following in addition to abiding by Section 1 of Article 5:
  - (1) One must not accept cash, check or any valuable papers (such as gift coupons or stocks, etc.).
  - (2) When one has to accept the presents or treats as a courtesy, the value of such must not exceed the equivalent amount of NTD1,000. If the presents include trademark, then the value of such must not exceed the equivalent amount of NTD\$6,000.
  - (3) If one has to accept a present because the refusal might cause adverse effect and such present's value is higher than the limits set forth in Section 2(2) of this Article 5 above, such present shall be handed to the Executive Secretary of the Employees' Welfare Committee within seven days of acceptance.
  - (4) One must not subscribe any shares of stock or any other similar preferential packages outside the open market from any units or companies that are involved in Company's business operations.
3. To maintain and promote the normal business relationship and operation of Company, one may be permitted to give presents to relevant individuals involved in Company's business operations. However, such acts must comply with Section 1 of this Article 5 and the following rules:
  - (1) Declare the purpose of giving presents and the presents shall contain Company's name.
  - (2) One shall select the most appropriate presents for subjects from the presents provided by Company.
4. Acceptance and arrangement of any treats related to business operations shall comply with the rules of general business courtesy and shall not be too frequent, and shall not let customers or suppliers misunderstand that giving presents or treats is a condition for establishing or maintaining the business relationship with Company.
5. The relationship and interaction between superiors and employees shall also comply with this Article 5.
6. If any inappropriate behavior is identified or a report is received that colleagues or departments do not comply with the above-mentioned provisions and have accepted presents in private, Company shall deal with this report in accordance with relevant rules.

Article 6 **The Procedure for Provision of Lawful Political Donations**

When Relevant Personnel makes direct or indirect donations to a political party or an organization or individual participating in political activities, they shall abide by the following basic principles:

1. They shall comply with the Political Donations Act and relevant laws and regulations, and shall not use it to seek any commercial benefits or transaction advantages.
2. They shall not directly or indirectly provide political donations in the name of Company.
3. They shall not use any of Company's properties or facilities, or participate in political activities during working hours.
4. When making political donations in Company's name, it must be done

only after the approval of the chairman notwithstanding the amount of such donation.

Article 7 **The Procedure and Amount Standards for Handling the Provision of Fair and Charitable Donations or Sponsorship**

When Relevant Personnel make charitable donations or sponsorship, they shall abide by the following basic principles:

1. It shall be done pursuant to relevant laws and regulations and Company's rules, and shall not turn into an act of bribery through other manners.
2. If one makes a lawful charitable donation or sponsorship in Company's name, it must be done only after the approval of the chairman notwithstanding the amount of such donation or sponsorship. In the event that the laws and regulations have more restrictive standards, such standards shall prevail.

Article 8 **The Execution of Code of Ethical Conduct**

1. To achieve ethical corporate management, Human Resource department is delegated to establish and supervise the implementation of the ethical corporate management policies and related measures, and it shall report to the Board of Directors on a regular basis. Relevant units shall provide training and publicize this Code of Ethical Conduct to ensure all Relevant Personnel understand, accept and will strictly abide by this Code of Ethical Conduct.
2. Relevant Personnel shall continue to publicize this Code of Ethical Conduct to business related units or other companies that have business relations with Company to ensure they understand and support Company's determination and policies of the ethical corporate management.

Article 9 **Disciplinary measures on Relevant Personnel in violation of this Code of Ethical Conduct**

1. Company encourages insiders and outsiders to report any activities which violate this Code of Ethical Conduct; however, insiders shall not make any false report or malicious accusation. Anyone who make false report or malicious accusation shall be subject to a disciplinary action, and removed from office if the circumstance concerned is material.
2. Accuser shall at least furnish the following information:
  - (1) Accuser's name and identity number and contact information.
  - (2) Accused's name or other information sufficient to identify the accused.
  - (3) Specific facts and evidences available for investigation.
3. Company personnel handling accusation shall represent in writing that they will keep accuser's identity and accusation confidential. Company shall protect accuser from improper treatment due to the making of accusation. The unit in charge of accusation shall handle the accusation in accordance with the following procedure:
  - (1) Accusation involving a general employee shall be reported to the head of Human Resource department. Accusation involving a director or senior manager shall be reported to the head of Auditing Office or the independent directors.
  - (2) The unit in charge of accusation and the head or personnel being reported to in Section 3(2) of this Article 9 shall immediately verify the facts, and be provided with the assistance from other related department if necessary.
  - (3) If the accused is confirmed to have violated this Code of Ethical Conduct, Company shall immediately demand the accused to cease the conduct and make an appropriate disposition. When necessary, Company will institute legal proceedings and seek damages to safeguard its reputation and its rights and interests.

- (4) The transaction counterparties violating this Code of Ethical Conduct will be strictly treated by Company by reducing or canceling the collaboration with Company or reported to the corresponding judicial authorities depending on the severity.
- (5) Documentation of accusation acceptance, investigation processes and investigation results shall be retained for five years and may be retained electronically. In the event a lawsuit relating to the accusation is filed before the retention period expires, the relevant information shall continue to be retained until the conclusion of the litigation.
- (6) With respect to a confirmed accusation, Company shall charge relevant units with the task of reviewing the internal control system and relevant procedures and proposing corrective measures to prevent recurrence.
- (7) The unit in charge of accusation shall submit to the Board of Directors a report of the accusation, actions taken and subsequent reviews and corrective measures.

Article 10 **Directors who violate this Code of Ethical Conduct will be referred to the Board of Directors for investigation**

If managers or employees violate this Code of Ethical Conduct, Company will take disciplinary measures including dismissal or termination of appointment in accordance with the relevant provisions under the Employees' Reward and Punishment Operation Essentials.

Company will seriously deal with transaction counterparties that violate the principles of good faith and integrity, and will reduce or cancel its collaboration with Company or even hand it over to the corresponding judicial authorities depending on the severity.

Article 11 **Enforcement and Amendment**

This Code of Ethical Conduct will be implemented after adoption by the resolution of the Board of Directors, amendments likewise, and will be reported to the shareholders meeting.

This Code of Ethical Conduct was enacted on October 30, 2017.

The 1st amendment was made on November 06, 2019.