

GlobalWafers Co., Ltd.

Codes of Ethical Conduct

Article 1 (Purpose and Basis)

In order to encourage directors, independent directors, managers and other staff to act in line with ethical standards, and to help interested parties better understand the ethical standards of the company, "Codes of Ethical Conduct" ("Code") is promulgated according to "Guidelines for the Adoption of Codes of Ethical Conduct by TWSE/GTSM Listed Companies" of Taiwan Stock Exchange Corporation as a reference to follow.

Article 2 (Application)

The Code is applicable to directors, independent directors, managers and other staff, herein referred to as the GWC staff.

Article 3 (Honest and Trust)

The GWC staff should proactively improve, be responsible and conscientious, emphasize team spirit, and holding the principle of honest and trust.

Article 4 (Prevention of Conflicts of Interest)

The GWC staff shall perform their duties in an objective and efficient manner, avoid taking advantage of their position in the company to obtain improper benefits for below:

4. Themselves or their spouse, parents, children, or relatives within the second degree of kinship.
5. Company or enterprise that will financially benefit from the abovementioned either directly or indirectly.
6. Company or enterprise of which [they](#) serve as a chairman, director, [independent director](#) or authorizing managers.

The company shall pay special attention to loans of funds, provisions of guarantees, and major asset transactions or the purchase (or sale) of goods involving the affiliated enterprise at which a director or manager works.

[The company shall offer appropriate means for directors, independent directors or managers to voluntarily disclose whether there is any potential conflict between them and the company; such means are specified as follows:](#)

3. [Directors or independent directors shall disclose to President' s Office or to the manager of corporate governance.](#)
4. [Managers shall disclose to compliance section.](#)

Compliance section of the company shall promote the foregoing voluntary duty to disclose during training programs to directors, independent directors and managers.

Article 5 (Minimizing Incentives to Pursue Personal Gain)

The GWC staff shall prevent engaging in below activities

1. Seeking an opportunity to pursue benefit whether for self or for others by using company property, information or taking advantage of their positions.
2. Obtaining personal benefit whether for self or for others by using company property, information or taking advantage of their positions.
3. Competing with the company.

When the company has an opportunity for profit, it is the responsibility of the GWC staff to maximize the reasonable and proper benefits that company can obtain with the premise that no additional risk is accompanied.

Article 6 (Confidentiality)

The GWC staff shall be bound by the obligation to maintain the confidentiality of any information regarding the company itself or its suppliers and customers, except when authorized or required by law to disclose such information. Confidential information includes any undisclosed information that, if exploited by a competitor or disclosed, could result in damage to the company or the suppliers and customers.

Article 7 (Fair Trade)

The GWC staff shall treat all suppliers and customers, competitors, and employees fairly, and may not obtain improper benefits through manipulation, nondisclosure, or misuse of the information learned by virtue of their positions, or through misrepresentation of important matters, or through other unfair trading practices.

In carrying out duties, the GWC staff shall not be allowed to request, periodically arrange, make payment or receive any form of gift, entertainment, rebate, bribe, or derive any other improper benefits whether personally, on behalf of the company nor for the third parties' benefit.

Article 8 (Safeguarding and Proper Use of Company Assets)

All the GWC staff has the responsibility to safeguard company assets and to ensure that these assets can be effectively and lawfully used for official business purposes; any theft, negligence in care, or waste of the assets will all directly impact the company's profitability.

Article 9 (Compliance with Laws and Regulations)

All the GWC staff shall comply with Securities and Exchange Act and other regulations regarding corporate operation, shall not violate any law or regulation on purpose, nor intentionally mislead, manipulate, unfair trade with suppliers and customers, declare fraudulent information about the quality or contents of the company's products or service.

Article 10 (Encouraging Reporting on Illegal or Unethical Activities)

The company shall raise awareness of ethics internally and encourage employees to report to a company audit committee, manager, chief internal auditor, or other appropriate individual upon suspicion or discovery of any activity in violation of a law or regulation or the code of ethical conduct, and employees should provide enough information for company to properly deal with. The company shall handle the cases in confidentiality and make employees aware that the company will use its best efforts to ensure the safety of informants.

Details of report procedure shall be handled in accordance with "Measures for the Report on Illegal, Unethical and Dishonest Conducts" of the Company

Article 11 (Disciplinary Measures and Remedy)

When directors, independent directors or managers violate the code of ethical conduct, the company shall handle the matter in accordance with relevant regulations, and shall without delay disclose on the Market Observation Post System (MOPS) the title of the violator, dates and reasons for the violation, the provisions of the code violated, and the disciplinary actions taken.

For GWC staff apart from the aforesaid, if the circumstance concerned is material and there is a likelihood that the interests of the Company would be prejudiced, the Company shall disclose on the Market Observation Post System (MOPS) the title of the violator, dates and reasons for the violation, the provisions of the code violated, and the disciplinary actions taken.

If the violator defined in the article considers the discipline is improper and impacts his/her legal rights, the violator can appeal via complaint system for remedy.

Article 12 (Procedures for Exemption)

If any individual is necessary to be exempted from compliance with the code, the exemption requires board resolution, and that information on the name and title of the person entitled to such exemption, the date on which the board of directors adopted the resolution for exemption, objections or reservations of independent directors, and the period of, reasons for, and principles behind the application of the exemption be disclosed on the MOPS, in order that the shareholders may evaluate the appropriateness of the board resolution to

avoid any arbitrary or dubious exemption from the code, and to safeguard the interests of the company by ensuring appropriate mechanisms for controlling any circumstance under which such an exemption occurs.

Article 13 (Method of Disclosure)

The company shall disclose the code of ethical conduct and any amendment in the company website, annual report, prospectuses and MOPS.

Article 14 (Supplementary)

Any incomplete in the code shall be proceeded in accordance with relative laws and regulations.

Article 15 (Enforcement)

The company's code of ethical conduct, and any amendments to it, shall enter into force after being approved by board of directors, and submitted to the share holders' meeting.

Article 16 (Amendment Date)

The Procedures were enacted on March 20, 2014.

The [first amendment was made](#) on November 13, 2014.

The [second amendment was made](#) on March 19, 2019.

[The third amendment was made on November 7, 2019.](#)