

GlobalWafers Co., Ltd.

Status of Ethical Corporate Management and Deviations Implementation

| Evaluation Item | Implementation Status (Note 1) | | | Deviations from “the Ethical Corporate Management Best-Practice Principles for TWSE/TPEX Listed Companies” and Reasons |
|---|--------------------------------|----|--|--|
| | Yes | No | Abstract Illustration | |
| <p>I. Establishment of ethical corporate management policies and programs</p> <p>(I) Does the company have a clear ethical corporate management policy approved by its Board of Directors, and bylaws and publicly available documents addressing its corporate conduct and ethics policy and measures, and commitment regarding implementation of such policy from the Board of Directors and the top management team?</p> <p>(II) Whether the company has established an assessment mechanism for the risk of unethical conduct; regularly analyzes and evaluates within a business context, the business activities with a higher risk of unethical conduct; has formulated a program to prevent unethical conduct with a scope no less than the activities prescribed in paragraph 2, Article 7 of the “Ethical Corporate Management Best</p> | V | | <p>(I) The Company has the “Ethical Corporate Management Best Practice Principles” and the “Code of Conduct,” specifying the tangible content of ethical management policy and are approved by the Board of Directors. In addition, the "Operational Procedures and Guidelines for Ethical Corporate Management" and the “Procedures of Handling Reports of Illegal, Unethical, and Dishonest Conduct”, approved by the Chairman, to implement the ethical management policy. The Company’s standard contract clearly requires the counterparts of transactions to comply with the ethical management policy. The Board of Directors and senior management all have signed statement to actively implement the commitments in the ethical management policy. The Company also implements so in the internal management and business activities, including requiring employees to comply with the ethical management policy in the employment conditions.</p> <p>(II) In the "Integrity Management Operating Procedure and Action Guideline", the Company has established the risk assessment mechanism for the unethical conducts listed in Article 7, Paragraph 2 of the “Code of Integrity Management,” including the data collection through the annual compliance self-assessment, qualitative interview, and tracking of emails by the IT department, for regular analysis and assessment, to identify these who with higher risks, and conduct individual investigation if required, with assistance of the audits from the internal audit units. So that the preventive</p> | No significant difference |

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| <p>Practice Principles for TWSE/GTSM Listed Companies”?</p> <p>(III) Whether the company has established relevant policies that are duly enforced to prevent unethical conduct, provided implementation procedures, guidelines, consequences of violation and appealing procedures, and periodically reviews and revises such policies?</p> | V | | <p>programs to forbid offering and accepting bribery, providing illegal political donation or improper benefits, infringement of intellectual property rights, and unfair competition may be established, to ensure the Company’s operation is consistent to the Code of Integrity Management. Within the scope of business activities, all employees are obliged to cooperate with the compliance office for the investigation related to the said unethical conducts.</p> <p>(III) Pursuant to the “Ethical Corporate Management Best Practice Principles,” the Company has established the "Code of Ethical Conduct" and "Ethical Management and Guidelines for Conduct" and the “Procedures of Handling Reports of Illegal, Unethical, and Dishonest Conduct,” specifying that no improper benefit shall be accepted, nor anything unethical or illegal may be conducted. These regulations also require to promote the importance of ethical conducts to directors and employees. The said programs are regularly reviewed for its adequacy and effectiveness based on the methods determined by the assessing mechanism of unethical conduct risk, and adjusted or amended when needed.</p> | |
| <p>II. Fulfill operations integrity policy</p> <p>(I) Whether the company has assessed the ethics records of whom it has business relationship with and include business conduct and ethics related clauses in the business contracts?</p> | V | | <p>(I) The Company's Ethical Corporate Management Best-Practice Principles has clearly stipulated that before business contacts the legitimacy of counterparties in business transactions and the existence of records of unethical conducts should be taken into account, so as to avoid transaction with those involved in unethical conducts. In addition, pursuant to the "Operational Procedures and Guidelines for Ethical Corporate Management," before establish a business relationship with others, an ethical management assessment must be done. The Marketing</p> | No significant difference |

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| (II) Whether the company has set up a unit which is dedicated (or concurrent) to promoting the company’s ethical standards and regularly (at least once a year) reports directly to the Board of Directors on its ethical corporate management policy and relevant matters, and program to prevent unethical conduct and monitor its implementation? | V | | <p>Department uses the “Evaluation Chart for Client/Distributor/Agency’s Ethical Management,” and the Procurement Department uses the “Evaluation Chart for Suppliers’ (and Their Distributors/Agencies) Ethical Management” for quantified implementation in writing. The contracts to be signed with business counterparts shall specify the ethical management terms, to ensure the counterparts conform to the Company’s ethical management policy.</p> <p>(II) The Company has established the Compliance Section under the Legal Department, in charge of promoting ethical management policy, establishing the programs to preventing unethical conducts, and supervising the implementation. The compliance officer reports the implementation to the Board of Directors once a year. The auditors may also supervise the implementation during the routine audit, and report to the Board of Directors if any abnormality is found.</p> <p>Implementation during the year.</p> <p>(1) Formulation and review of policies relating to ethical corporate management</p> <p>The Company has set up the "Ethical Corporate Management Best-Practice Principles", "Code of Ethical Conduct" and "Ethical Management and Guidelines for Conduct" and the “Procedures of Handling Reports of Illegal, Unethical, and Dishonest Conduct” which clearly stipulates that matters such as obtaining illegitimate interests, violations of integrity or unlawful behaviors may not be accepted. The above internal regulations are reviewed and updated on an irregular basis by the Compliance Office with reference to external regulations and internal implementation status, for adjustment and amendment</p> | |

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| | | | <p>from time to time.</p> <p>(2) Internal and external policy propaganda Relevant important internal regulations such as the "Ethical Corporate Management Best-Practice Principles", "Code of Ethical Conduct," "Ethical Management and Guidelines for Conduct," and “Procedures of Handling Reports of Illegal, Unethical, and Dishonest Conduct” have been announced on the Company’s official website and internal websites for inquiries from external and parties. The Company also requires its suppliers to sign a “Supplier Code of Conduct and Promise Note” for the compliance with the laws and regulations, ethic, environment and quality specifications, which include regulations relevant to good faith management.</p> <p>(3) Reporting channels, treatment, and protection of whistle-blowers The Company has set up the “Procedures of Handling Reports of Illegal, Unethical, and Dishonest Conduct”, which develop a disciplinary and appeal system for handling violations of the code of ethics in management, and establishes and discloses the employee suggestion box, e-mail address and complaint hotline on in the plant, the Company's external and internal website to encourage internal and external personnel to report on unethical behavior or misconduct. Anonymous whistleblowing is permitted. The identity and content of whistleblowing are strictly kept confidential, and the HR unit will verify and handle. Any one violate the ethical management requirements will be treated based on the severity of the violation. Report may be made to the competent authorities or law enforcement if required.</p> | |

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| (III) Does the company establish policies to prevent conflicts of interest and provide appropriate communication channels, and implement it? | | | <p>(4) Education and training</p> <p>The Company formulates and conducts training regularly. The attendees and hours of trainings in 2021 are listed as the following:</p> <ol style="list-style-type: none"> 1. One hour of education and training was conducted for all directors, management a department level or higher, and new employees on the "Insider Education and Training." The contents include insider trading law analysis (constitutive elements, major news disclosure method and time period, judicial opinions) and insider equity transfer law analysis (The obligation to declare before/after the event, and maintaining the number of shares held by directors and supervisors). 2. A two-hour of “Ethical Corporate Management Training” for all directors, managers at department level or above, and new recruits was conducted; the content includes trade secret protection, issues of competition law, anti-bribery and corruption, conflict of interest prevention, and KYC/export control, among other major compliance issues closely related to the technology industries. 3. A 20-minute training was conducted on “the case of Largan v. Ability Opto-Electronics for infringement on Trade Secrets” for the managers in the semiconductor business system; the content included an introduction to the Trade Secrets Act, an analysis of the violations in the case, and the enlightenments (Dos and Don’ts). <p>(III) In the “Code of Ethical Conduct,” the Company specifies the employees shall deal with the business in an objective and efficient manner, refrain</p> | |

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| <p>(VI) To implement relevant policies on ethical conducts, has the company established effective accounting and internal control systems, audit plans based on the assessment of unethical conduct, and have its ethical conduct program audited by internal auditors or CPA periodically?</p> <p>(V) Does the company regularly hold internal and external educational trainings on operational integrity?</p> | V | | <p>from obtaining improper benefits for him/herself, others, or other business by exploiting his/her position in the Company, as the policy to prevent conflict of interest. In the "Operational Procedures and Guidelines for Ethical Corporate Management," it specifies the directors shall recuse themselves in the Board meetings if proposals involves their own interests. In addition, the Company prepares different channels to report conflicts of interest: directors or independent directors shall state such to the President or the corporate governance officer; managerial officers shall report to the compliance unit; the rest of the colleagues should report to the immediate supervisor and the Compliance Section, and the immediate supervisor should guide them appropriately.</p> <p>(IV) The Company has established the accounting system and internal control system to be implemented. The audit plans including subject, scope, items, frequencies are prepared based on the assessment of unethical conduct, to audit the compliance with the ethical conduct program. The audit outcome shall be reported to the senior management and the dedicated ethical management unit, with the audit report submitted to the Board of Directors. In addition, to ensure the continuous effectiveness of the design and execution of such system, the Company reviews and amends the system annually, as the basis to evaluate the effectiveness of the internal control system, and the preparation of statement of internal control system.</p> <p>(V) The Company regularly formulates and conducts trainings, including laws and regulations related to corporate governance, ethical management, and business conducts. For “ethical management” and “prevention of insider trading” courses, the current directors, managerial officers, or other</p> | |

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| | | | employees deemed in need of such trainings shall attend at least every two years. New directors and managerial officers shall attend within three months upon taking positions. New employees shall attend in the consolidated orientation prepared by the human resources. In addition, pursuant to the “Operational Procedures and Guidelines for Ethical Corporate Management,” the Chairman and the corporate governance officers are arranged to communicate the importance of ethic to directors, managerial officers, and supervisors in the Board meetings or supervisors’ meetings. The related trainings offered in 2021 including: “Insider Education and Training,” “Ethical Corporate Management Training,” and “the case of Largan v. Ability Opto-Electronics for infringement on Trade Secrets.” For the specific descriptions, please refer to the description in above (II) (4). The total cumulative attendees of these courses were 993. | |
| III. Operation of the Company's reporting system | | | | No significant difference |
| (I) Does the company establish both a reward/punishment system and an integrity hotline? Can the accused be reached by an appropriate person for follow-up? | V | | (I) In the “Procedures of Handling Reports of Illegal, Unethical, and Dishonest Conduct,” the Company specifies the system, including internal and external whistleblowing channels by establishing the suggestion box, email box, and complaint hotline, and the handling principles, to implement the ethical management policy. Whistleblowing is accepted by the spokesperson, HR officers, or legal staff. Once the case is established, the handling unit will investigate and handle pursuant to the “Procedures of Handling Reports of Illegal, Unethical, and Dishonest Conduct.” If the allegation is verified as truth, the whistleblower may be awarded if the case is material. | |
| (II) Whether the company has established standard operation procedures for investigating the | V | | (II) In the “Procedures of Handling Reports of Illegal, Unethical, and Dishonest Conduct,” the Company specifies the investigation and handling process | |

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| <p>complaints received, follow-up measures after investigation are completed, and ensuring such complaints are handled in a confidential manner?</p> <p>(III) Does the company provide proper whistleblower protection?</p> | | | <p>corresponding to the alleged parties and involvement. The whistle-blowing is strictly kept confidential, and all possible efforts are made to protect the whistleblowers, while giving counterpart chance to appeal, in order to secure the legal rights of both parties. If the allegation is verified as truth, the alleged party will be required to cease the conduct immediately and proper actions will be taken. The related units will be required to review and furnish corrective measures to prevent the incident from repeating. The Legal Department will review the whistleblowing, handling and follow up, and report to the Board of Directors.</p> <p>(III) Pursuant to the “Procedures of Handling Reports of Illegal, Unethical, and Dishonest Conduct,” the Company handles whistle-blowing in confidential. All possible efforts are made to protect the whistleblowers, to keep their identities absolutely confidential, so they will not be treated improperly due to whistleblowing. The staff handle whistleblowing will declare in writing that they will keep the content of whistleblowing and whistleblower’s identity confidential.</p> | |
| <p>IV. Enhancing Information Disclosure</p> <p>(I) Does the company disclose its ethical corporate management policies and the results of its implementation on the company’s website and MOPS?</p> | | | <p>(I) The Company has a website to disclose the related corporate culture, operation guidelines, "Ethical Corporate Management Best-Practice Principles", "Code of Ethical Conduct," "Ethical Management and Guidelines for Conduct," and “Procedures of Handling Reports of Illegal, Unethical, and Dishonest Conduct” and implementation of ethical management.</p> | No significant difference |
| <p>V. If the company has established the ethical corporate management policies based on the “Ethical Corporate Management Best-Practice Principles for TWSE/TPEX Listed Companies”, please describe any discrepancy between the policies and their implementation:</p> <p>The Company has established the “Ethical Corporate Management Best-Practice Principles” which clearly regulates the matters to be followed by the Company's staff.</p> | | | | |

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| Other accusation cases and penalties are also clearly set out in relevant measures. There is no significant difference between the policies and the “Ethical Corporate Management Best-Practice Principles for TWSE/TPEx Listed Companies”. | | | | |
| VI. Other important information to facilitate a better understanding of the company’s ethical corporate management policies (under situations such as review and revision of regulations): | | | | |
| <div>1. The Company complies with the Company Act, the Securities and Exchange Acts, the Business Entity Accounting Act, the Political Donations Act, the Anti-Corruption Act, the Government Procurement Act, the Act on Recusal of Public Servants Due to Conflicts of Interest, and other regulations for public companies and business related laws and regulations. Such compliance is the basic precondition to implement the ethical management. The Company all makes all possible efforts to comply with the environment and quality policy with high standards.</div> <div>2. The Company has set up provisions related to avoidance of directors' conflicts of interests in the “Rules of Procedure for Board of Directors Meetings”. If any director or a juristic person represented by a director is an interested party with respect to any agenda item, when the relationship is likely to prejudice the interests of the Company, the director may express their opinion and answer queries, but may not participate in discussion or voting on that agenda item, and further, shall enter recusal during discussion and voting on that item and may not act as another director's proxy to exercise voting rights on that matter.</div> <div>3. The Company has established the “Management Procedure to Prevent Insider Trading,” specifying that insiders, quasi-insiders, information receivers, upon actually knowing of any information that will have a material impact on the price of the securities of the issuing company, after the information is precise, and prior to the public disclosure of such information or within 18 hours after its public disclosure, shall not purchase or sell, in the person's own name or in the name of another, shares of the company that are listed on an exchange or an over-the-counter market, or any other equity-type security of the company, or the non-equity-type corporate bonds of such company that are listed on an exchange or an over-the-counter market, so that anyone knowing material information will not violate the regulations of insider trading due no ignorance to laws. In addition, to cope with the announcement of TWSE on December 8, 2021 regarding the “Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies,” before the publication date of the annual report, the board of directors approved to amend the “Management Procedures to Prevent Insider Trading,” adding the restriction that the directors, managerial officers, and the natural persons appointed as a proxy to exercise duties specified in Paragraph 1, Article 27 of the Company Act, are forbidden to trade their shares during the lock period from 30 days prior to the announcement of annual financial statements, and 15 days prior to the announcement of quarterly financial statements. The Company requested the President Office to inform the persons subject to the provisions the lock period forbidding trading after arranging dates of board meetings; the President Office also review the compliance of the concerned persons when reporting the equity every month.</div> <div>4. The Company has established the “Procedures for Handling Material Inside Information,” for good internal material information handing and disclosing mechanism, while ensuring the consistency and accuracy of the information announced externally. The Procedures specifies that no director, supervisor, managerial officer, or</div> | | | | |

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| <p>employee of this Corporation may inquire about or collect any non-public material inside information of this Corporation not related to their individual duties from a person with knowledge of such information, nor may they disclose to others any non-public material inside information of this Corporation of which they become aware for reasons other than the performance of their duties.</p> <p>5. On November 2, 2021, to cope with the practical demands for operation and management, the fourth amendment to the “Code of Ethical Conduct” was approved by the board of directors, adding the provisions regarding reporting the destruction of public assets and the handling thereof, to implement the protection of the Company’s assets, and increase the attentions of employees when using the Company’s assets, so that the Company’s assets may be effectively and legally used for the Company’s business, and the operating expenses are not increased due to negligence</p> | | | | |