



Winbond Electronics Corporation

Code of Ethical Conduct for Directors

Article 1 (Purpose and basis for adoption)

The guidelines are adopted to encourage directors to act in line with ethical standards and help stakeholders better understand the ethical standards of the company. This Code of Ethical Conduct is formulated in reference to the 'Example Guidelines for Establishing Codes of Ethical Conduct for TWSE Listed and GTSM Listed Companies' issued by the Taiwan Stock Exchange Corporation. It is intended to serve as a guideline for compliance.

Article 2 (Applicable Parties)

This Code applies to the Company's directors.

Article 3 (Code of Conduct)

When performing their duties, the Company's directors shall uphold the principle of integrity and strictly abide by the various provisions of this Code.

Article 4 (Prevention of Conflicts of Interest)

The directors of the company shall perform their duties with objectivity and efficiency and shall not take advantage of their positions to obtain improper benefits for themselves, their spouses, parents, children, or any relatives within the second degree of kinship.

When the person mentioned above, who are associated with an affiliated enterprise, engage in transactions with the Company such as loans, guarantees, or major asset transactions, or the purchase or sale of goods, the relevant directors of the Company must proactively disclose to the Company any potential conflicts of interest with the Company

Article 5 (Minimizing incentives to pursue personal gain)

The Company's directors shall not engage in the following activities:

- (1) To pursue personal gain by using company property or information or taking advantage of their positions.
- (2) Competing with the company. When the company has an opportunity for profit, it is the responsibility of the directors to maximize the reasonable and proper benefits that can be obtained by the company.



Article 6 (Confidentiality)

The directors of the company 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)

Directors 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.

When performing their duties, the Company's directors shall not accept or provide gifts or entertainment as a principle, but gifts or entertainment that are given or received in consideration of business etiquette and in compliance with ethical standards as permitted by the Company's regulations are not subject to this restriction.

Article 8 (Proper Protection and Use of Company Assets)

The Company's directors have a responsibility to protect the Company's assets and ensure that they are used effectively and legally for official business.

Article 9 (Legal compliance)

The Company's directors shall strictly comply with all laws, regulations, and policies governing the Company's activities, such as the Company Law and the Securities and Exchange Law.

Article 10 (Encouraging reporting on illegal or unethical activities)

The Company shall raise awareness of ethics internally and encourage employees to report any suspected or discovered violations of laws, regulations, or codes of ethical conduct and to provide evidence in accordance with the Company's internal complaint procedures or through the Company's complaint channels to the Audit Department or other appropriate individual. All reports will be addressed in accordance with relevant policies.

Article 11 (Penalties and Disciplinary measures)

When a director violates 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 date of the violation by the violator, reasons for the violation, the provisions of the code violated, and the disciplinary actions taken. Should the violators be subject to disciplinary measures for contravening this code, they are entitled to file an appeal in accordance with the relevant regulations.



Article 12 (Exemption Procedures)

When it is necessary for the Company's directors to be exempted from complying with the provisions of this Code, the exemption shall be approved by a resolution of the Board of Directors and immediately disclosed on the Market Observation Post System (MOPS), including the date of the Board of Directors' approval of the exemption, the opposition or reservation of independent directors, the period of the exemption, and the applicable Code, so that shareholders can evaluate whether the Board of Directors' decision is appropriate, to avoid arbitrary or suspicious exemptions from compliance, and to ensure that there are appropriate control mechanisms for any exemptions from compliance to protect the Company.

Article 13 (Disclosure Method)

This Code shall be disclosed on the Company's website.

Article 14 (Implementation)

This Code of Ethical Conduct shall be implemented after being approved by the Board of Directors, and the same shall apply to amendments.