

Procedures for Ethical Management and Guidelines for Conduct for UNI-PRESIDENT ENTERPRISES CORP.

Article 1

This Corporation engages in commercial activities following the principles of fairness, honesty, faithfulness, and transparency, and in order to fully implement a policy of ethical management and actively prevent unethical conduct, these Procedures for Ethical Management and Guidelines for Conduct (hereinafter, "Procedures and Guidelines") are adopted pursuant to the provisions of the *Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies* and applicable laws and regulations with a view to providing all personnel of this Corporation with clear directions for the performance of their duties.

The subsidiaries as well as any institutions or juristic persons and other conglomerates and organizations that this Corporation exercises substantial control over shall all uphold the spirit of these Procedures and Guidelines and adopt their own procedures for ethical management and guidelines for conduct.

Article 2

For the purposes of these Procedures and Guidelines, the term "personnel of this Corporation" refers to any director, managerial officer, employee, mandatary, or person having substantial control, of this Corporation.

The provision, promise, request, or acceptance of improper benefits in whatever form or name by any personnel of this Corporation through a third party will be presumed to be an act by the personnel of this Corporation.

Article 3

For the purposes of these Procedures and Guidelines, "*unethical conduct*" means that any personnel of this Corporation, in the course of their duties, directly or indirectly provides, promises, requests, or accepts improper benefits or commits a breach of ethics, unlawful act, or breach of fiduciary duty for purposes of acquiring or maintaining benefits.

The counterparties of the unethical conduct referred to in the preceding paragraph include public officials, political candidates, political parties or their staffs, state-run or private-owned enterprises or institutions, and their directors, supervisors, managerial officers, employees or persons having substantial control, or other stakeholders.

Article 4

For the purposes of these Procedures and Guidelines, the term "*benefits*" means any money, gratuity, gift, commission, position, service, preferential treatment, rebate, facilitating payment, entertainment, dining, or any other item of value in whatever form or name.

Article 5

This corporation shall designate the ethical corporate management task force under the board of directors as the responsible unit in charge of planning and amending these Procedures and Guidelines, compiling and reviewing the implementation of ethical corporate management by relevant units in this Corporation as well as providing interpretation and advisory services by referring to the requirements of this Corporation's *Ethical Corporate Management Best Practice Principles*. The main responsibilities of the ethical corporate management task force shall be to implement the following actions and regularly report to the board of directors:

1. Assisting in incorporating ethics and moral values into this Corporation's business policy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations.
2. Promoting and adopting programs to prevent unethical conduct, and setting out standard operating procedures and guidelines of conduct within the said programs.
3. Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of

business activities within the business scope that are possibly at a higher risk for unethical conduct.

4. Evaluating the achievements of promoting programs and educational activities with respect to ethics policy.
5. Supervising the whistle-blowing system in order to ensure its operating effectiveness.
6. Assisting the board of directors and management in 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 relevant operating procedures.

Article 6

Except under one of the following circumstances, when providing, accepting, promising, or requesting, directly or indirectly, any benefits as specified in Article 4, the conduct of the given personnel of this Corporation shall comply with the provisions of this Corporation's *Ethical Corporate Management Best Practice Principles* as well as these Procedures and Guidelines, and carried out according to the relevant procedures:

1. The conduct is undertaken to meet business needs and is in accordance with local courtesy, convention, or custom during domestic (or foreign) visits, reception of guests, promotion of business, and communication and coordination.
2. The conduct has its basis in ordinary social activities that are attended or others are invited to hold in line with accepted social custom, commercial purposes, or developing relationships.
3. Invitations to guests or attendance at commercial activities or factory visits in relation to business needs, when the method of fee payment, expected number of participants, class of accommodations, the time period, and other information for the event or visit have been specified in advance and handled in accordance with this Corporation's procedures.

4. Attendance at folk festivals that are open to and invite the attendance of the general public.
5. Other conduct that complies with the rules of this Corporation.

Article 7

Except under any of the circumstances set forth in the preceding article, when any personnel of this Corporation are provided with or are promised, either directly or indirectly, any benefits provided in Article 4 hereof by a third party, the matter shall be handled in accordance with the following procedures:

1. If there is no relationship of interest between the party providing or offering the benefit and the official duties of this Corporation's personnel, the personnel shall report to their immediate supervisor within 3 (three) days from the acceptance of the benefit and shall also notify this Corporation's Audit Office when necessary.
2. If a relationship of interest does exist between the party providing or offering the benefit and the official duties of this Corporation's personnel, the personnel shall return or refuse the benefit, report this matter to his or her immediate supervisor and group supervisor, and also notify this Corporation's Audit Office.

"A relationship of interest between the party providing or offering the benefit and the official duties of this Corporation's personnel," as referred to in the preceding paragraph, refers to one of the following circumstances:

1. When the two parties have commercial dealings, a relationship of direction and supervision, or subsidies (or rewards) for expenses.
2. When a contracting, trading, or other contractual relationship is being sought, is in progress, or has been established.
3. Other circumstances in which a decision regarding this Corporation's business, or the execution or non-execution of business, will result in a beneficial or adverse impact.

Where circumstances under Paragraph 1 have occurred, the immediate supervisor of this Corporation's personnel shall propose, based on the nature and

value of the benefit, that the said benefit be returned, accepted on payment, given to this Corporation, donated to charity, or handled in another appropriate manner. The proposal shall be reported to and approved by the group supervisor before recording and implementation. The said circumstances and proposal shall also be notified to this Corporation's Audit Office at the same time.

Article 8

This Corporation shall neither provide nor promise any facilitating payment.

If any personnel of this Corporation provide or promise a facilitating payment under threat or intimidation, they shall submit a report to their immediate supervisor and group supervisor stating the facts and shall investigate and handle the issue with the relevant agencies. In a case involving alleged illegality, the responsible unit shall also immediately report to the relevant judicial agency.

Article 9

This Corporation shall not offer any political donations.

Article 10

Charitable donations or sponsorships offered by this Corporation shall be implemented in compliance with the following provisions as well as the Regulations for Reviewing and Management of Social *Sponsorship/Donation* adopted by this Corporation:

1. It shall comply with the laws and regulations of the country where this Corporation is doing business.
2. A written record of the decision making process shall be kept.
3. A charitable donation shall be given to a valid charitable institution and may not be a surreptitious form of bribery.
4. The returns received as a result of any sponsorship shall be specific and reasonable, and the subject of the sponsorship may not be a counterparty of this Corporation's commercial dealings or a party with which any personnel of this Corporation has a relationship of interest.

Article 11

When a proposal at a given board of directors meeting concerns the personal interest of, or the interest of the juristic person represented by, any of the directors, managers, and other stakeholders attending or present at board meetings of this Corporation, the concerned person shall state the important aspects of the relationship of interest at the given board meeting. If his or her participation is likely to prejudice the interest of this Corporation, the concerned person may not participate in discussion of or voting on the proposal and shall recuse himself or herself from the discussion or the voting, and may not exercise voting rights as proxy for another director. The directors shall practice self-discipline and must not support one another in improper dealings.

If in the course of conducting company business, any personnel of this Corporation discovers that a potential conflict of interest exists involving themselves or the juristic person that they represent, or that they or their spouse, parents, children, or a person with whom they have a relationship of interest is likely to obtain improper benefits, the personnel shall report the relevant matters to both his or her immediate supervisor and group supervisors, and notify this Corporation's Audit Office. The immediate supervisor shall provide the personnel with proper instructions.

No personnel of this Corporation may use company resources on commercial activities other than those of this Corporation, nor may any personnel's job performance be affected by his or her involvement in the commercial activities other than those of this Corporation.

Article 12

This Corporation shall establish a Privacy & Data Protection Management Center and Strategic Marketing Office responsible for formulating and implementing operational procedures for managing, preserving, and maintaining the confidentiality of this Corporation's trade secrets, trademarks, patents, copyrights, and any other forms of intellectual property. The said Management Center and Office shall also review their implementation results to ensure the continuing effectiveness of their

operational procedures.

Personnel of this Corporation shall duly comply with the operational procedures set forth in the preceding paragraph, and may not divulge to any other party any of this Corporation's trade secrets, trademarks, patents, copyrights, and any other forms of intellectual property of which they have learned, nor may they inquire about or collect this Corporation's trade secrets, trademarks, patents, works and any other forms of intellectual property unrelated to their individual duties.

Article 13

This Corporation shall engage in business activities in accordance with the *Fair Trade Act* and other applicable competition laws and regulations and not engage in any unfair competitive activities.

Article 14

This Corporation shall collect and understand applicable laws and regulations regarding the products and services which it must comply with, and shall compile and explicitly document important key items to the personnel of this Corporation to ensure the transparency of information and safety of the products, labeling, and services during the process of research and development, purchasing, manufacturing, provision and sales of products and services.

This Corporation shall adopt and publish, on company's website, its policy to safeguard the rights and interests of its consumers or other stakeholders to prevent its products and services from directly or indirectly damaging the rights and interests, health, and safety of consumers or other stakeholders.

Where there are media reports with verified factual evidences or confirmed facts sufficient to determine that this Corporation's products or services are likely to endanger the safety and health of consumers or other stakeholders, this Corporation shall take the initiative depending on the actual situation or comply with the requests made by the government's responsible authority to recall the said products or suspend the services within the shortest time possible, and shall verify the facts and propose a review and improvement plan.

This Corporation's Food Safety Committee or other relevant responsible units shall report the event described in the preceding paragraph, actions taken, and subsequent review and improvement measures to the chairman, and, depending on the circumstances, submit a specific report to the most recent upcoming board meeting.

Article 15

This Corporation's personnel shall adhere to the provisions of the *Securities and Exchange Act*, and may not take advantage of undisclosed information of which they have learned to engage in insider trading. Personnel are also prohibited from divulging the undisclosed information to any other party in order to prevent another party from using the said undisclosed information to engage in insider trading.

Any organization or person outside of this Corporation that is involved in any merger, demerger, acquisition and share transfer, major memorandum of understanding, strategic alliance, other business partnership plan, or the signing of a major contract by this Corporation shall be required to sign a non-disclosure agreement in which they undertake not to disclose to any other party any trade secret or other material information of this Corporation acquired as a result, and that they may not use such information without the prior consent of this Corporation.

Article 16

This Corporation shall disclose its policy of ethical management in its internal rules, annual reports, on the company's website, and in other promotional materials, and shall make timely announcements of the policy in events held for outside parties such as product launches and investor press conferences, in order to make its suppliers, customers, and other business-related institutions and personnel fully aware of its principles and rules with respect to ethical management.

Article 17

Before developing a commercial relationship with another party, such as an important agent, supplier, customer, or other counterparty in commercial dealings, this Corporation shall evaluate the legality and ethical management policy of the said

party and ascertain whether the said party has a record of involvement in unethical conduct, in order to ensure that the party conducts business in a fair and transparent manner and will not request, offer, or take bribes.

When this Corporation carries out the evaluation under the preceding paragraph, it may adopt appropriate audit procedures to gain a comprehensive knowledge of the following matters for the ethical management of the counterparty with which this Corporation will develop a commercial relationship with:

1. The enterprise's nationality, location of business operations, organizational structure, and management policy, and place of payment.
2. Whether the enterprise has adopted an ethical management policy, and the status of its implementation.
3. The long-term operation condition and degree of goodwill of the enterprise.
4. Consultation with the enterprise's business partners on their opinion of the enterprise.
5. Whether the enterprise has a record of involvement in unethical conduct such as bribery or illegal political contributions.

Article 18

Any personnel of this Corporation, when engaging in commercial activities, shall make a statement to the trading counterparty about this Corporation's ethical management policy and related rules, and shall clearly refuse to provide, promise, request, or accept, directly or indirectly, any improper benefit in whatever form or name.

Article 19

All personnel of this Corporation shall avoid business transactions with an agent, supplier, customer, or other counterparty in commercial interactions that is involved in unethical conduct. When the counterparty or partner in cooperation is found to have engaged in unethical conduct, the personnel may immediately cease dealing with the counterparty and blacklist it for any further business interaction in order to effectively implement this Corporation's ethical management policy.

Article 20

Before entering into a contract with another party, this Corporation shall gain knowledge of the status of the other party's ethical management, and shall include observance of ethical management policy of this Corporation as part of the contractual terms and conditions, stipulating at the least the following matters:

1. When a party to the contract becomes aware that any personnel has violated the terms and conditions pertaining to prohibition of commissions, rebates, or other improper benefits, the said party shall immediately notify the other party of the violator's identity, the manner in which the provision, promise, request, or acceptance was made, and the monetary amount or other improper benefit that was provided, promised, requested, or accepted. The said party shall also provide the other party with pertinent evidence and cooperate fully with the investigation. If there has been resultant damage to either party, the party may claim from the other party for damages and deduct the full amount of the damages from the contract price payable.
2. Where a party is discovered to be engaged in unethical conduct in its commercial activities, the other party may terminate or rescind the contract unconditionally at any time.
3. Specific and reasonable payment terms, including the place and method of payment and the requirement for compliance with related tax laws and regulations.

Article 21

This Corporation encourages insiders and outsiders to expose any unethical conduct or improper behavior (hereinafter referred to as "whistle-blowers"), and shall, according to the relevant provisions, award the whistle-blowers with incentives commensurate with the severity of the unethical conduct or improper behavior exposed. For insiders making fraudulent or malicious accusations, disciplinary measures actions shall be taken against the said insider, which shall, for severe cases, include dismissal of the said insider.

This Corporation shall establish and publish an independent mailbox or hotline on its company's website or intranet, or provide a mailbox or hotline by an independent external institution for the use of this Corporation's insiders and outsiders..

The whistle-blower shall provide, at least, the following information:

1. Name and personal identification number of the whistle-blower as well as the address, telephone number, and email that can be used to contact the whistle-blower.
2. The name of the person to be exposed or other information sufficient in identifying the person to be exposed.
3. Specific evidence that can be used in the investigations.

The personnel shall ensure the confidentiality of the whistle-blower and the contents of the unethical conduct or improper behavior exposed when handling the case. This Corporation shall undertake to protect whistle-blowers from inappropriate treatments due to their whistle-blowing.

Procedures for actions taken in response to whistle-blowing cases shall, at least, include the following items:

1. Where the exposed unethical conduct or improper behavior involves general employees, the matter shall be reported to the direct supervisor and group supervisor. Where the matter reported involves directors or upper management, the matter shall be reported to an independent director or the audit committee.
2. The supervisors, independent directors, and audit committee being reported in the preceding subparagraph shall verify the relevant facts with the assistance of the legal compliance, or other related departments when necessary.
3. Once it has been proven that the exposed individual has indeed violated the applicable laws and regulations or this Corporation's ethical corporate management policy, this Corporation shall demand the said violator immediately to cease the said violation and take an appropriate disposition. When necessary, legal actions shall be taken to seek damage compensation in

order to safeguard this Corporation's reputation and interests.

4. The acceptance, investigation processes, and investigation results of the exposed unethical conduct or improper behavior shall be documented and retained for a period of 5 (five) years. Document retention may be implemented electronically. When litigations related to the contents of the exposed unethical conduct or improper behavior have been initiated before the document retention period expires, the said document retention period shall be extended until the litigation ends.
5. When the exposed unethical conduct or improper behavior has been verified to be true, relevant units within this Corporation shall be charged with reviewing relevant internal control systems and operation procedures and propose improvement measures in order to prevent recurrence of the same unethical conduct or improper behavior.
6. The responsible unit of this Corporation shall submit report that include each whistle-blowing case, the actions taken in response, and subsequent reviews and corrective measures to the board of directors regularly or as required depending on the circumstance.

Article 22

If any personnel of this Corporation discover that another party has engaged in unethical conduct towards this Corporation, and such unethical conduct involves alleged illegality, this Corporation shall report the relevant facts to the judicial and prosecutorial authorities; where a public service agency or civil servant is involved, this Corporation shall additionally notify the governmental anti-corruption agency.

Article 23

This Corporation shall host or encourage personnel of this Corporation to participate in ethical corporate management training held internally or by external agency in order to help thoroughly communicate the importance of ethical conduct.

This Corporation shall include ethical corporate management within the employee performance appraisal system and establish clear and effective systems for rewards, penalties, and complaints.

If any personnel of this Corporation commit a material violation of ethical conduct, this Corporation shall dismiss the personnel from his or her position or terminate his or her employment in accordance with applicable laws and regulations or the personnel policy and procedures of this Corporation.

This Corporation shall disclose on its intranet information the name and title of the violator, the date and details of the violation, and the actions taken in response.

Article 24

These Procedures and Guidelines, and any amendments hereto, shall be implemented after adoption by resolution of the board of directors, and shall be delivered to the audit committee.

When these Procedures and Guidelines are submitted for discussion by the board of directors pursuant to the preceding paragraph, each independent director's opinions shall be taken into full consideration. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting. An independent director that cannot attend the board meeting in person to express his or her objection or reservations shall provide a written opinion before the board meeting, unless there is some legitimate reason to do otherwise, and the opinion shall be specified in the minutes of the board of directors meeting.

Article 25

These Procedures and Guidelines have been adopted on 26th March 2015.