



Ethical Corporate Management Principles

誠信經營守則

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Ethical Corporate Management Principles

Article 1 Purpose

The Company 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 Ethical Corporate Management Principles ("Principles") are adopted pursuant to the provisions of the Ethical Corporate Management Best Practice Principles for TWSE/GTSM-Listed Companies with a view to providing all personnel of the Company with clear directions for the performance of their duties.

Article 2 Scope

- (1) The scope of application of these Principles includes the subsidiaries of the Company, any incorporated foundation in which this Company's accumulated contributions, direct or indirect, exceed 50 percent of the total funds of the foundation, and other group enterprises and organizations, such as institutions or juristic persons, substantially controlled by the Company.
- (2) For the purposes of these Procedures and Guidelines, the term "personnel of the Company" refers to any director, supervisor, managerial officer, employee, or person having substantial control, of the Company or its subsidiaries.

Article 3 Unethical Conduct

- (1) "Unethical conduct" is the conduct that any personnel of the Company, 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.
- (2) The counterparties of the unethical conduct under the preceding paragraph include public officials, political candidates, political parties or their staff, and government-owned or private-owned enterprises or institutions and their directors, supervisors, managerial officers, employees, persons having substantial control, or other interested parties.

Article 4 Types of Benefits

"Benefits" in the Principles means any valuable things, including money, endowments, commissions, positions, services, preferential treatment or rebates of any type or in any name. Benefits received or given occasionally in accordance with accepted social customs and that do not adversely affect specific rights and obligations shall be excluded.

Article 5 Compliance with applicable laws or regulations

The Company shall comply with the Company Act, Securities and Exchange Act, Business Entity Accounting Act, Political Donations Act, Anti-Corruption Statute, Government Procurement Act, Act on Recusal of Public Servants Due to Conflicts of Interest, TWSE/GTSM-listing rules, or other laws or regulations regarding commercial activities, as the underlying basic premise to facilitate ethical corporate management.

Article 6 Responsible Unit

To achieve sound ethical corporate management, the Company designates the Senior Management Team (SMT) as the solely responsible unit (hereinafter, "responsible unit") in charge of establishing and enforcing the ethical corporate management policies and prevention measure. The dedicated unit shall be in charge of the following matters, and shall report to the Board of Directors on a regular basis (at least once a year):



- (1) Assisting in incorporating ethics and moral values into this Corporation's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations.
- (2) Analyzing and assessing on a regular basis the risk of involvement in unethical conduct within the business scope, adopting accordingly programs to prevent unethical conduct and setting out in each program the standard operating procedures and conduct guidelines with respect to this Corporation's operations and business.
- (3) Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct.
- (4) Promoting and coordinating awareness and educational activities with respect to ethics policy.
- (5) Developing a whistle-blowing system and ensuring its operating effectiveness.
- (6) Assisting the board of directors and management in auditing and 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 operating procedures

Article 7 Prohibition on Providing or Accepting Improper Benefits

Except under one of the following circumstances, when providing, accepting, promising, or requesting, directly or indirectly, any money, gratuity, service, preferential treatment, entertainment, dining, or other benefits, the conduct of the given personnel of the Company shall comply with the provisions of the Ethical Corporate Management Best Practice Principles for TWSE/GTSM-Listed Companies and the Principles, and the relevant procedures shall have been carried out:

- (1) The conduct is in compliance with the laws and regulations of the place where the Company is conducting business operations.
- (2) The conduct is undertaken for 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.
- (3) 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.
- (4) Commercial activities that are in relation to business purpose and that the the method of fee payment, number of participants, class of accommodations and event period have been specified in advance.
- (5) Money, property, or other benefits offered to or accepted from a person other than relatives or friends that are in accordance with accepted social customs.
- (6) Property received in accordance with generally accepted local customs and courtesy due to engagement, marriage, maternity, relocation, assumption of a position, promotion or transfer, retirement, resignation, or severance, or the injury, illness, or death of the recipient or the recipient's spouse or lineal relative.
- (7) Other conduct that complies with the rules of the Company.

Article 8 Procedures for Handling the Acceptance of Improper Benefits

Except under circumstances set forth in the preceding article, when a personnel of the Company is provided with or are promised, either directly or indirectly, any money, gratuity, service, preferential treatment, entertainment, dining, or other benefits by a third party, the matter shall be handled in accordance with the following procedures:



- (1) If the counterparty is NOT an interested party of the personnel of the Company, the person shall report to his/her immediate supervisor within 3 days from the acceptance of the benefit, and the responsible unit shall be notified if necessary.
- (2) If the counterparty is an interested party of the personnel of the Company, the person shall return or reject the benefit and shall report to his/her immediate supervisor and the responsible unit. In the case that the benefit cannot be returned, the person shall, within 3 days from the acceptance of the benefit, pass the matter to the responsible unit for further process.

An “interested party” of the Company is a party which meets one of the following circumstances:

- (1) When the two parties have commercial dealings, a relationship of direction and supervision, or subsidiaries (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 the Company's business, or the execution or non-execution of business, will result in a beneficial or adverse impact.

The responsible unit of the Company shall, based on the nature and value of the benefit received under paragraph 1, propose to return, pay for or donate it. However, the proposal shall not be implemented until being approved by the board of directors.

Article 9 Procedure for Handling Facilitating Payments

The Company shall neither make nor promise any facilitating payment.

If a personnel of the Company makes or promises a facilitating payment under threat or intimidation, he/she shall report such fact to the immediate supervisor and notify the responsible unit.

The responsible unit shall, upon receipt of the notice, take immediate action and conduct a review to reduce the risk of recurrence. If it is found that the facilitating payment has an illegitimate purpose, the responsible unit shall also immediately report to the Company CEO.

Article 10 Procedures for Handling Political Contributions

Political contributions shall be made in accordance with the following provisions and reported to the CEO for approval and the responsible unit shall be notified of such fact. In the event a contribution is USD\$10,000 or more, it shall not be made until the board of directors grants its approval.

- (1) Political contributions must be compliant with applicable laws and regulations, including the maximum amount and the form in which a contribution may be made.
- (2) A written record of the decision-making process shall be kept.
- (3) Accounting treatment for political contributions shall be in accordance with applicable accounting standards.
- (4) The Company shall avoid making political contributions while it is applying for permits or certificates or has business interaction with the government.

Article 11 Procedures for handling charitable donations or sponsorships

Charitable donations or sponsorships shall be made in accordance with the following provisions and reported to the CEO for approval and the responsible unit shall be notified of such fact. In the event a contribution is USD\$10,000 or more, it shall not be made until the board of directors grants its approval.



- (1) Charitable donations or sponsorships must be compliant with applicable laws and regulations, including the maximum amount and the form in which a contribution may be made.
- (2) A written record of the decision making process shall be kept.
- (3) A charitable donation shall be given to a legitimate charity and may not be a bribe in disguise.
- (4) The returns from a sponsorship shall be specific and reasonable, and the counterparty of a sponsorship may not be a business partner of the Company or an interested party of the personnel of the Company.
- (5) The Company shall follow up whether the counterparties use charitable donations or sponsorships in line with its original intent.

Article 12 Conflict of Interests

The Company's directors shall exercise a high degree of self-discipline, a director may present his opinion and answer relevant questions but is prohibited from participating in discussion of or voting on any proposal where the director or the juristic person that the director represents is an interested party, and such participation is likely to prejudice the interests of the Company; neither shall a director vote on such proposal as a proxy of another director in such circumstances. The directors shall exercise discipline among themselves, and may not support each other in an inappropriate manner.

If in the course of conducting company business, any personnel of the Company 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/her immediate supervisor and the responsible unit, and the immediate supervisor shall provide the personnel with proper instructions.

Article 13 Protection of Confidential Information

All personnel of the Company are required to protect confidential information to which he/she has access.

All personnel of the Company shall maintain the confidentiality of nonpublic information entrusted to them and may not collect or gather company confidential information irrelevant to their individual duties.

Article 14 Prohibition Against Insider Trading

- (1) This Corporation shall collect and understand the applicable laws and regulations and international standards governing its products and services which it shall observe and gather and publish all guidelines to cause personnel of this Corporation to ensure the transparency of information about, and safety of, the products and services in the course of their research and development, procurement, manufacture, provision, or sale of products and services.
- (2) This Corporation shall adopt and publish on its website a policy on the protection of the rights and interests of 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.
- (3) Where there are media reports, or sufficient facts to determine, that this Corporation's products or services are likely to pose any hazard to the safety and health of consumers or other stakeholders, this Corporation shall, within ___ days, recall those products or suspend the services, verify the facts and present a review and improvement plan.
- (4) The responsible unit of this Corporation shall report the event as in the preceding paragraph, actions taken, and subsequent reviews and corrective measures taken to



the board of directors.

Article 15 Non-disclosure agreement

All Company 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 undisclosed information to any other party, in order to prevent other party from using such information to engage in insider trading

Any organization or person outside of the Company 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 of the Company is required to keep confidential any trade secret or other critical information of the Company.

Article 16 Ethical Evaluation Prior to Development of Commercial Relationships

Where it is known that a party may not be running their business in an ethical manner and that this may have an impact on the reputation or ethics of the Company, the Company shall evaluate the legitimacy and ethical management policy of the party and ascertain whether the party has a record of 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 the Company carries out the evaluation under the preceding paragraph, it may adopt appropriate audit procedures for a review of the counterparty with which it will have commercial dealings with respect to the following matters, in order to gain a comprehensive knowledge of its ethical management:

- (1) The party's nationality, location of business operations, organizational structure, and management policy, and place where it will make payment.
- (2) Whether the party has adopted an ethical management policy, and the status of its implementation.
- (3) Whether the party runs its business in a country with a high risk of corruption.
- (4) Whether the party engages in business with a high risk of bribery.
- (5) The long-term business condition and the reputation of the party.
- (6) Consultation with the party's business partners on their opinion of the party.
- (7) Whether the party has a record of unethical conduct such as bribery or illegal political contributions.

Article 17 Ethical Management on Commercial Activities

- (1) Any personnel of the Company, when engaging in commercial activities, shall clearly refuse to provide, promise, request, or accept, directly or indirectly, any improper benefit in whatever form or name, including rebates, commissions, facilitating payments, or other improper benefits provided or accepted through other channels.
- (2) All personnel of the Company shall avoid doing business with an unethical agent, supplier, customer, or other counterparty in commercial interactions. When the counterparty or partner in cooperation is found to have engaged in unethical conduct, the personnel shall 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 18 Stipulation of terms of ethical management in contracts



Before entering into a contract with another party, this Corporation shall gain a thorough knowledge of the status of the other party's ethical management, and shall make observance of the ethical management policy of this Corporation part of the terms and conditions of the contract, 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 acceptance of commissions, rebates, or other improper benefits, the 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 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 ____ percent of the contract price as damages, and may also 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 19 Procedures of Handling of Unethical Conduct

- (1) Upon discovering or receiving a complaint about any personnel's involvement in unethical conduct, the Company shall ascertain the relevant facts without delay; if it is verified that there is indeed a violation of applicable laws and regulations or the Company's policy and procedures of ethical management, the Company shall immediately require the violator to cease the conduct and shall take appropriate disciplinary action. When necessary, the Company will institute legal proceedings and seek damages to safeguard its reputation and its rights and interests.
- (2) With respect to the unethical conduct that has occurred, the Company shall charge relevant units with the task of reviewing the internal control system and relevant procedures and proposing corrective measures to prevent a recurrence of the same unethical conduct.
- (3) The responsible unit of the Company shall submit to the board of directors a report on the unethical conduct, actions taken, and subsequent reviews and corrective measures.
- (4) If any personnel of the Company discover that another party has engaged in unethical conduct towards the Company, and such unethical conduct is in breach of local law, the Company shall report the relevant facts to the judicial and prosecutorial authorities; where a public service agency or public official is involved; the Company shall additionally notify the governmental anti-corruption agency.

Article 20 Penalties and Complaints

- (1) The Company shall link ethical management to employee performance evaluations and human resources policy, and establish clear and effective systems for rewards, penalties, and complaints.
- (2) If any personnel of the Company seriously violates ethical conduct, the Company 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 the Company.

Article 21 Disclosure

The Company shall disclose the status of the enforcement of its ethical corporate management best practice principles on their company websites, annual reports and prospectuses.



Article 22 Monitoring

The Company shall at all times monitor the development of relevant local and international regulations concerning ethical corporate management, and encourage directors and employees to make suggestions so as to review and improve their ethical corporate management best practice principles and achieve better results from implementing the principles.

Article 23 Enforcement

The Principles and any amendments hereto, shall be implemented after the resolution of the board of directors, and shall be reported to the shareholders meeting after the company has listed.

誠信經營守則

第一條

目的

本公司基於公平、誠實、守信、透明原則從事商業活動，為落實誠信經營政策，並積極防範不誠信行為，依「上市上櫃公司誠信經營守則」訂定本守則，具體規範本公司人員於執行業務時應注意之事項。

第二條

適用範圍

- (一) 本守則適用範圍及於本公司之子公司、直接或間接捐助基金累計超過百分之五十之財團法人及其他具有實質控制能力之機構或法人等集團企業與組織。
- (二) 本守則所稱本公司人員，係指本公司及集團企業與組織董事、監察人、經理人、受僱人及具有實質控制能力之人。

第三條

不誠信行為

- (一) 本守則所稱不誠信行為，係指本公司人員於執行業務過程，為獲得或維持利益，直接或間接提供、收受、承諾或要求任何不正當利益，或從事其他違反誠信、不法或違背受託義務之行為。
- (二) 前項行為之對象，包括公職人員、參政候選人、政黨或黨職人員，以及任何公、民營企業或機構及其董事（理事）、監察人（監事）、經理人、受僱人、具有實質控制能力者或其他利害關係人。

第四條

利益之態樣

本守則所稱利益，其利益係指任何有價值之事物，包括任何形式或名義之金錢、餽贈、佣金、職位、服務、優待、回扣等。但屬正常社交禮俗，且係偶發而無影響特定權利義務之虞時，不在此限。

第五條

法令遵循

本公司應遵守公司法、證券交易法、商業會計法、政治獻金法、貪汙治條例、政府採購法、公職人員利益衝突迴避法、上市上櫃相關規章或其他商業行為有關法令，以作為落實誠信經營之基本前提。

第六條

專責與內控

本公司為健全誠信經營之管理，指派 Senior Management Team (SMT) 負責誠信經營政策與防範措施之制定及監督執行，主要掌理下列事項，定期（至少一年一次）向董事會報告：

- (一) 協助將誠信與道德價值融入公司經營策略，並配合法令制度訂定確保誠信經營之相關防弊措施。
- (二) 定期分析及評估營業範圍內不誠信行為風險，並據以訂定防範不誠信行為方案，及於各方案內訂定工作業務相關標準作業程序及行為指南。

- (三) 規劃內部組織、編制與職掌，對營業範圍內較高不誠信行為風險之營業活動，安置相互監督制衡機制。
- (四) 誠信政策宣導訓練之推動及協調。
- (五) 規劃檢舉制度，確保執行之有效性。
- (六) 協助董事會及管理階層查核及評估落實誠信經營所建立之防範措施是否有效運作，並定期就相關業務流程進行評估遵循情形，作成報告。

第七條

非屬不正當利益情形

本公司人員直接或間接提供、收受、承諾或要求金錢、餽贈、服務、優待、款待、應酬及其他利益時，除有下列各款情形外，應符合「上市上櫃公司誠信經營守則」及本守則規定，並依相關程序辦理後，始得為之：

- (一) 基於商務需要，於國內（外）訪問、接待外賓、推動業務及溝通協調時，依當地禮貌、慣例或習俗所為者。
- (二) 基於正常社交禮俗、商業目的或促進關係參加或邀請他人舉辦之正常社交活動。
- (三) 因業務需要而邀請客戶或受邀參加特定之商務活動等，且已明訂前開活動之費用負擔方式、參加人數、住宿等級及期間等。
- (四) 參與公開舉辦且邀請一般民眾參加之民俗節慶活動。
- (五) 主管之獎勵、救助、慰問或慰勞等。
- (六) 提供或收受親屬或經常往來朋友以外之人金錢、財物或其他利益，合於社會一般規範或正常禮俗範圍內。
- (七) 因訂婚、結婚、生育、喬遷、就職、陞遷、退休、辭職、離職及本人、配偶或直系親屬之傷病、死亡受贈之財物，合於社會一般規範或正常禮俗範圍內。
- (八) 其他符合公司規定

第八條

不正當利益之處理程序

本公司人員遇有他人直接或間接提供或承諾給予金錢、餽贈、服務、優待、款待、應酬及其他利益時，除有前條各款所訂情形外，應依下列程序辦理：

- (一) 提供或承諾之人與其無職務上利害關係者，應於收受之日起三日內，陳報其直屬主管，必要時並知會本公司專責單位。
- (二) 提供或承諾之人與其職務有利害關係者，應予退還或拒絕，並陳報其直屬主管及知會本公司專責單位；無法退還時，應於收受之日起三日內，交本公司專責單位處理。

前項所稱與其職務有利害關係，係指具有下列情形之一者：

- (一) 具有商業往來、指揮監督或費用補（獎）助等關係者。
- (二) 正在尋求、進行或已訂立承攬、買賣或其他契約關係者。
- (三) 其他因本公司業務之決定、執行或不執行，將遭受有利或不利影響者。

本公司專責單位應視第一項財物之性質及價值，提出退還、付費收受、歸公、轉贈慈善機構或其他適當建議，陳報核准後執行。

第九條

疏通費處理程

本公司不得提供或承諾任何疏通費。

本公司人員如因受威脅或恐嚇而提供或承諾疏通費者，應紀錄過程陳報直屬主管，並通知本公司專責單位。

本公司專責單位接獲前項通知後應立即處理，並檢討相關情事，以降低再次發生之風險。如發現涉有不法情事，並應立即通報執行長。

第十條

政治獻金之處理程序

本公司提供政治獻金，應依下列規定辦理，於陳報首長核准並知會本公司專責單位，其金額達美金一萬元以上，應提報董事會通過後，始得為之：

- (一) 應確認係符合政治獻金收受者所在國家之政治獻金相關法規，包括提供政治獻金之上限及形式等。
- (二) 決策應做成書面紀錄。
- (三) 政治獻金應依法規及會計相關處理程序予以入帳。
- (四) 提供政治獻金時，應避免與政府相關單位從事商業往來、申請許可或辦理其他涉及公司利益之事項。

第十一條

慈善捐贈或贊助之處理程序

本公司提供慈善捐贈或贊助，應依下列事項辦理，於陳報首長核准並知會本公司專責單位，其金額達美金一萬元以上，應提報董事會通過後，始得為之：

- (一) 應符合營運所在地法令之規定。
- (二) 決策應做成書面紀錄。
- (三) 慈善捐贈之對象應為慈善機構，不得為變相行賄。
- (四) 因贊助所能獲得的回饋明確與合理，不得為本公司商業往來之對象或與本公司人員有利益相關之人。
- (五) 慈善捐贈或贊助後，應確認金錢流向之用途與捐助目的相符。

第十二條

利益迴避

本公司董事應秉持高度自律，對董事會所列議案，與其自身或其代表之法人有利害關係，致有害於公司利益之虞者，得陳述意見及答詢，不得加入討論及表決，且討論及表決時應予迴避，並不得代理其他董事行使其表決權。董事間亦應自律，不得不當相互支援。

本公司人員於執行公司業務時，發現與其自身或其所代表之法人有利害衝突之情形，或可能使其自身、配偶、父母、子女或與其有利害關係人獲得不正當利益之情形，應將相關情事同時陳報直屬主管及本公司專責單位，直屬主管應提供適當指導。

第十三條

保密規定

本公司各部門應注意相關公司商業機密之管理、保存及保密作業。

本公司人員應確實遵守公司商業機密之相關作業規定，不得洩露所知悉之公司商

業機密予他人，且不得探詢或蒐集非職務相關之公司商業機密。

第十四條 禁止內線交易

- (一) 本公司對於所提供之產品與服務所應遵循之相關法規與國際準則，應進行蒐集與瞭解，並彙總應注意之事項予以公告，促使本公司人員於產品與服務之研發、採購、製造、提供或銷售過程，確保產品及服務之資訊透明性及安全性。
- (二) 本公司制定並於公司網站公開對消費者或其他利害關係人權益保護政策，以防止產品或服務直接或間接損害消費者或其他利害關係人之權益、健康與安全。
- (三) 經媒體報導或有事實足認本公司商品、服務有危害消費者或其他利害關係人安全與健康之虞時，本公司應即於_____天內回收該批產品或停止其服務，並調查事實是否屬實，及提出檢討改善計畫。
- (四) 本公司專責單位應將前項情事、其處理方式及後續檢討改善措施，向董事會報告。

第十五條 保密協定

本公司人員應遵守證券交易法之規定，不得利用所知悉之未公開資訊從事內線交易，亦不得洩露予他人，以防止他人利用該未公開資訊從事內線交易。

參與本公司合併、分割、收購及股份受讓、重要備忘錄、策略聯盟、其他業務合作計畫或重要契約之其他機構或人員，不應洩露其所知悉之本公司商業機密或其他重大資訊予他人。

第十六條 廠商誠信經營評估

若已知商業往來對象可能涉有不誠信之經營活動且該不誠信行為可能影響本公司之聲譽及誠信者，本公司應先行評估商業往來對象之合法性、誠信經營政策，以及是否曾有不誠信行為之紀錄，以確保其商業經營方式公平、透明且不會要求、提供或收受賄賂。

本公司進行前項評估時，可採行適當查核程序，就下列事項檢視其商業往來對象，以瞭解其誠信經營之狀況：

- (一) 該企業之國別、營運所在地、組織結構、經營政策及付款地點。
- (二) 該企業是否有訂定誠信經營政策及其執行情形。
- (三) 該企業營運所在地是否屬於貪腐高風險之國家。
- (四) 該企業所營業務是否屬賄賂高風險之行業。
- (五) 該企業長期經營狀況及商譽。
- (六) 諮詢其企業夥伴對該企業之意見。

(七) 該企業是否曾有賄賂或非法政治獻金等不誠信行為之紀錄。

第十七條 誠信經營商業活動

- (一) 本公司人員於從事商業行為過程中，應明確拒絕直接或間接提供、承諾、要求或收受任何形式或名義之不正當利益，包括回扣、佣金、疏通費或透過其他途徑提供或收受不正當利益。
- (二) 本公司人員應避免與不誠信經營之代理商、供應商、客戶或其他商業往來對象從事商業交易，經發現業務往來或合作對象有不誠信行為者，應立即停止與其商業往來，並將其列為拒絕往來對象，以落實公司之誠信經營政策。

第十八條 契約明訂誠信經營

本公司與他人簽訂契約時，應充分瞭解對方之誠信經營狀況，並將遵守本公司誠信經營政策納入契約條款，於契約中至少應明訂下列事項：

- (一) 任何一方知悉有人員違反禁止收受佣金、回扣或其他不正當利益之契約條款時，應立即據實將此等人員之身分、提供、承諾、要求或收受之方式、金額或其他不正當利益告知他方，並提供相關證據且配合他方調查。一方如因此而受有損害時，得向他方請求契約金額百分之___之損害賠償，並得自應給付之契約價款中如數扣除。
- (二) 任何一方於商業活動如涉有不誠信行為之情事，他方得隨時無條件終止或解除契約。
- (三) 訂定明確且合理之付款內容，包括付款地點、方式、需符合之相關稅務法規等。

第十九條 發現違反企業誠信經營守則之處理程序

- (一) 本公司發現或接獲檢舉本公司人員涉有不誠信之行為時，應即刻查明相關事實，如經證實確有違反相關法令或本公司誠信經營政策與規定者，應立即要求行為人停止相關行為，並為適當之懲處，且於必要時透過法律程序請求損害賠償，以維護公司之名譽及權益。
- (二) 本公司對於已發生之不誠信行為，應責成相關單位檢討相關內部控制制度及作業程序，並提出改善措施，以杜絕相同行為再次發生。
- (三) 本公司專責單位應將不誠信行為、其處理方式及後續檢討改善措施，向董事會報告。
- (四) 本公司人員遇有他人對公司從事不誠信行為，其行為如涉有不法情事，公司應將相關事實通知司法、檢察機關；如涉有公務機關或公務人員者，並應通知政府廉政機關。

第二十條 懲戒與申訴

- (一) 本公司應將誠信經營納入員工績效考核與人力資源政策中，設立明確有效之獎懲及申訴制度。
- (二) 本公司對於本公司人員違反誠信行為情節重大者，應依相關法令或依公司人事辦法予以解任或解雇。



第二十一條 資訊揭露

本公司應於公司網站、年報及公開說明書揭露其誠信經營守則執行情形。

第二十二條 誠信經營守則之檢討修正

本公司應隨時注意國內外誠信經營相關規範之發展，並鼓勵董事及員工建議，據以檢討改進公司訂定之誠信經營守則，以提昇公司誠信經營之成效。

第二十三條 實施

本守則經董事會通過後施行，並提股東會報告，修改時亦同。