

VisEra Technologies Company Ltd.

Code of Ethics

One. Objective

All VisEra (hereinafter the "Company") Employees (hereinafter the "Employees") are asked to exercise due diligence when performing their daily function and maintain, at all time, the highest ethical standard, both on and off the Company' s premises.

When performing their daily function, the Employee shall strictly observe and follow the Company' s business ethics standards to maintain the reputation of the company and gain the respect and trust of customers, suppliers and the general public.

Two. Scope

This policy is applicable to all of the Company' s employee.

Three. Definition

1. Officer : Officer shall mean chief executive officer 、 President 、 Vice President 、 Associate Vice President and Compliance Officer.
2. Manager : Unless otherwise defined under this policy, the term "Manager" stipulates hereunder shall broadly refer to any of the employee who has managerial responsibility, including production line supervisor(s).
3. Employees : The term "Employee" stipulates hereunder shall refer to any of the regular or contract Employee, including all of the general staff members, managers and officers.
4. Family dependents and close relatives as defined under the Company' s "Policy of Recruiting, Hiring and Staffing" shall include parents, siblings, spouse and children of Employees.

Four. Responsibilities

1. Management Department: Human Resource Department
2. Monitoring Department: Internal Audit

Five. Content

1. Compliance to the Ethical Standards
 - (1) VisEra is known as a world-class company with an outstanding reputation for high ethical standards. In addition to strictly abiding by local laws and regulations, VisEra requires all employees to clearly understand and act in accordance to the

business ethics standards, and employ individual integrity at all times, including but not limited to the following:

In addition to strictly follow and abide to local laws and regulation, VisEra requires all of its employee to fully understand Company' s ethical standard and shall act at all time in accordance with this standard by observing the following:

- a. To act with honesty, due diligence and respect to others when discharging his/her duties on behalf of the Company.
 - b. Each employee shall be faithful to his/her duty and shall not be involved in any illegal or inappropriate act or activities against laws or local custom. °
 - c. Employee is asked to refrain from taking part of any activities that may present a conflict of interest with the Company.
 - d. Employee shall not take parts of any activities that may tarnish, embarrass or otherwise negatively affect the Company' s public image or reputation.
 - e. Employee shall not take part of any activity that may prevent others from discharging his/her job duty or incite others from breaching such person' s obligation to his/her job or otherwise impair such person' s ability to act professionally.
 - f. Employee shall not ask, receive or give any form of gift that may impair employee' s ability to act impartially or to perform sound professional judgment.
 - g. Employees are prohibited from asking for, accepting or giving bribes of any form.
 - h. All proprietary information relating to the company or its customers must be kept confidential. Employee shall keep proprietary information of Company (including its customer) confidential.
 - i. When using information from Company and its customer, Employee shall ensure such use is in compliance with Company' s policy and local laws, and shall not use such information for personal gain or may result harm to the Company and its customer(s) interest.
 - j. Employee shall prepare and preserve Company' s document(s) and record(s) in compliance with the law and has a duty to ensure such record/document(s) is as correct and complete as possible.
- (2) Officers will maintain appropriate transaction and reporting systems, and procedures to ensure that :
- a. VisEra maintains its accounting records in compliance with all applicable laws regulations, and accounting standards.

- b. All disclosures in reports and documents filed by VisEra with relevant securities and other governmental authorities, or discussed by VisEra in any public communications or disclosures, will be complete, accurate, timely, understandable, and will not contain and false or misleading entries.
 - c. To promptly disclose any transaction(s) or business cooperation/relationship that may have a substantial impact on the Company' s financial or business operation.
- (3) Employee' s duty to uphold ethic standard is not limited as a legal requirement. The Employee shall be conscientious and use sound judgment to ensure his/her compliance with the Company' s standard. Employee shall to take following principles into consideration at all time when providing his/her service on behalf of the Company:
- a. Whether disclose of certain action or certain relationship will negatively impact the Company' s public image or reputation.
 - b. Whether such action, behavior or relationship will be interpreted as having negatively affected an Employee' s ability to act impartially or to provide sound professional judgment.
- (4) To maintain a professional workplace, to ensure Employees will follow the company' s business ethics standards and the legal requirements, and to avoid negative impact on the company' s reputation, daily operations and corporate management, Employees with supervisory roles are not permitted to engage in intimate, inappropriate or unethical relationships with the subordinates.
2. Avoiding conflicts of interest
- (1) Employees must avoid any conflicts between personal and company interests. All Employees when confronted with the following situations (but not limited to) must declare the specific details of conflicts of interest to the management via the 「Declaration on Avoiding Conflicts of Interest system」 MyVisEra → Process Operation → Start the Process → Declaration of Conflicts of Interest. Employees with job position equivalent to or above Function Head shall be reviewed by HR Function Head and HR shall report such situation Chief Executive Officer; Other Employee(s) who may have conflict of interest shall be approved by the head of such employee' s department. HR head shall compile a list of such employee(s) and report to CEO.
- a. Employees, employees' dependents or their close relatives who are employed by, or financially involved with the suppliers, customers or competitors of VisEra. For example, a conflict of interest could occur when

Employees or relatives are on the boards or are the co-owners of a supplier, customer or competitor. (This does not include owning less than 2% of stock of the companies in question through publicly trading stock markets.)

- b. Employee whose outside activity may cause direct competition with the Company' s business interest(s) or may otherwise impair such employee' s ability to adequately perform his/her current function or duty on half of the Company.
 - c. Employee shall not use Company' s resources, including but not limited, the Company' s information, asset(s), property or etc., in association with or facilitate employee' s outside activities without Company' s permission.
 - d. Employees whose close relatives, as defined under "Policy of Recruiting, Hiring and Staffing" , are employed by VisEra.
- (2) When received a notice of conflict of interest via Declaration of Conflicts of Interest form, for Employee whose position is equivalent of Function Head or above: HR head shall compile a list of such employee(s) and report directly to CEO; for other employee(s), HR Manager shall call a meeting with function head of such employee to discuss and arrive a resolution in accordance with Five.2.(4) Management Guideline on Conflicts of Interest. Additionally, HR head shall also report to CEO when said situation arises.
- (3) Employees with a job grade 36 and above must declare the status of conflicts of interest annually. For Employees with job grade 36 and below in the purchasing or sales/marketing functions or any other sensitive functions as determined by the Function Head, the Function Head will decide on which positions will be required to declare on a yearly basis. The annual declaration will be administrated by each division via the 「Declaration on Avoiding Conflicts of Interest system」 .
- (4) Management Guidelines on Conflicts of Interest:
 After receiving employees' reports regarding a conflict of interest, HR Manager shall communicate with the employee' s supervisor and report their finding and decision to the authorized manager.
 For employees who has close relatives, as defined under Policy of Recruiting, Hiring and Staffing "employed by VisEra, the management guidelines are as below:
- a. HR Manager and Line Director shall assist the affected employees to re-arrange current job to avoid any direct/indirect conflict of interest.
 - b. If a decision maker will have unavoidable conflict of interest when discharging his/her duty under this policy; in such event, the authority for

making the final decision shall pass to such employee's direct superior.

- c. For key people management processes that require forming of a committee, and where cross-organizational representation is needed, only one of them should be present in such committees.

3. Gift and Business Hospitality

- (1) VisEra Employees must observe the highest business ethics standards when dealing with suppliers, subcontractors, customers and other relevant parties (including officials). Employees must not give or accept any gifts, monies, or entertainment that may affect their normal business relationships or professional judgment. Any forms of bribery are strictly prohibited.
- (2) When it is necessary to accept gifts or any forms of gratitude, in addition to abiding by the principles stated in Five.3.(1), Employees must following the guidelines below:
 - a. Employees shall not accept cash, checks, or any form of certificate of value (e.g. gift certificate, stocks, etc.)
 - b. When it is necessary or appropriate courtesy to accept gifts or receive hospitality, the dollar value for such gift(s) or hospitality shall not exceed NT\$3000 or equivalent. In the event such gift bears the Company's logo from giver's company, then the dollar value of such gift shall not exceed NT\$6000 or equivalent.
 - c. When it is inappropriate or against normal courtesy to reject a gift exceeding the above-mentioned limits, the Employee must surrender the gift to the VisEra Employee Welfare Committee within seven days.
 - d. Employee must not participate in any forms of equity rights or discounts, or any other similar benefits/advantages from any customers or vendors other than those that are publicly traded in official stock exchange markets.
- (3) When it is necessary or appropriate to give gift(s) in the course of conducting business with other parties on behalf of and for the interest of the Company, employee shall, other than observe principles state under article Five.3.(1) of this policy, shall also observe the following :
 - e. All the gifts shall bear or inscribe with Company's name.
 - f. Employee may purchase gift(s) outside from items in the preapproved catalogue; however, such gift's dollar value shall not exceed NT\$3000 if it is without the Company's name/logo or shall not exceed NT\$6000 if it is inscribed with the Company's name/logo.
- (4) Employee shall act in accordance with normal business etiquette and shall refrain

from excessive or unnecessary gift giving. Employee shall also strive to prevent giving the customer/supplier the impression of giving gift(s) is necessary part or condition of the Company' s business operation.

- (5) Gift giving and entertainment between Officers and their subordinates, or between Managers and their subordinates should also follow the above principles and guidelines.

The said principle is also applicable between the gift(s) or hospitality receive/give between the employees of the Company.

4. Implementation and Execution

- (1) All of the employees have the responsibility to obey the policy and related procedures. All of the employee are responsible to make themselves aware of and understand this policy. It is also the duty of officer(s) or manager(s) of all departments to make all those who under their supervision to be aware of and observe this policy. °
- (2) CEO, CFO or officer of similar function shall ensure Company' s disclosure of financial report or other financial related information to security agency is complete, impartial, correct, timely and easily understood.
- (3) VisEra anticipates our customers ` suppliers and business partner to understand and support our code of ethics.
- (4) All employees should be aware on the violation of the code of conduct. If there is any question or discover any violation behavior, should take the responsibility to report to Manager. If necessary, employees may directly report it to Functional Head of Human Resources, Functional Head of Legal, Internal Audit Manager, President and CEO or the complaint can be file directly via whistleblower/complaint channel on company external/internal website. The company will protect the compliant to avoid unfair reprisal.
- (5) If the complaint object is the president or the above, the audit committee will be responsible for the cases to take the related investigation.
- (6) Employee who violates this policy will be subject to disciplinary action depending on the severity and in accordance with rules stipulates under "Employee Behavior Bonus-penalty and Pleading Policy. The disciplinary actions including termination, job adjustment and other appropriate actions.