



從業道德及供應商行為準則規範遵循聲明

身為台積子公司采鈺科技股份有限公司(下稱「采鈺公司」)的供應商,我們瞭解「誠信正直」是台積公司與采鈺公司最重要的核心價值,采鈺公司嚴格遵守並提倡高標準的從業道德行為規範,以維持得之不易的來自股東、員工、客戶及社會大眾對台積公司與采鈺公司的信任。台積公司與采鈺公司絕不允許為圖利個人利益而犧牲公司利益或與公司有衝突之行為,亦不允許任何形式的賄賂、不公平競爭、舞弊、浪費及濫用公司資源等情事,或不當影響他人決定的行為(此處之「他人」包括政府官員、司法人員、客戶、供應商和承包商)

我們深知采鈺公司的供應商是實踐以上核心價值的重要成員。采鈺公司的供應商,除了必須履行上述從業道德標準外,更必須遵守采鈺公司的相關要求,進一步確保不因提供采鈺公司相關產品或服務而使環境或其他利害關係人受到不當的對待。

為此本公司特此聲明已詳閱並將確實遵守采鈺公司的從業道德規範及采鈺公司供應商行為準則,未來並將配合采鈺公司的稽查及相關調查。本公司亦同意如有違反以上相關規範與準則之情形,采鈺公司有權進行懲處,包括但不限於逕行終止雙方之業務往來關係等處置。我們也將積極參與采鈺公司對於從業道德規範的宣導與遵法活動。

我們更進一步承諾將:

1. 不從事任何違法、不當或違反公平競爭的商業行為。
2. 尊重采鈺公司及其他第三人的智慧財產權,對采鈺公司的機密資訊提供充分保護,並保存完整及正確的商業紀錄。
3. 不向采鈺公司的任何員工、員工親友或其指定之任何第三人贈與任何金錢(包括現金或約當現金,例如:股票、債券、禮券或其他有價證券)給予不當的餽贈、款待(包括如休閒渡假、食宿、娛樂、票券等招待)或任何形式之賄賂或回扣;亦不邀請以上人士參加任何形式的股權投資、股份贈與、選擇權或提供其他類似之利益。
4. 即時主動向采鈺公司通報違反從業道德行為之事證(包括本公司員工與采鈺公司之員工、供應商或其他往來廠商的違反行為)
5. 嚴格遵守以采鈺公司採購人員為採購業務接觸窗口之原則因此非經采鈺公司採購人員同意、安排或參與,本公司業務人員不會逕行與采鈺公司的非採購人員進行業務接觸,也不會與其討論任何商業條款相關內容,包括但不限價格、付款條件、交期、獎勵、賠償、免費商品、測試或服務、技術規格或工程改善。
6. 在沒有有效書面合約或採購單的情形下,絕不提供任何產品或服務予采鈺公司。

聲明人公司名稱:

聲明人公司地址:

簽名:_____ / _____(日期)

姓名/職稱:



采鈺公司供應商行為準則

(更新於 2021 年 8 月 11 日)

為確保采鈺公司供應鏈工作環境的安全、員工受到尊重並具有尊嚴、商業營運促進環保並遵守道德操守，采鈺公司制定了本供應商行為準則(" 準則 ")。采鈺公司要求供應商遵守本準則，同時遵守其經營所在國與地區的法律和法規。采鈺公司也鼓勵供應商要求其下游供應商、承包商和服務提供商認同並採用本準則。

供應商對本準則的遵守情況將是采鈺公司在做出購買決策時的考量之一。采鈺公司期望透過與供應商的密切合作、溝通、稽核和後續評估以推動持續性的改進。不遵守本準則或不願意與采鈺公司稽核人員合作的供應商可能會導致與采鈺公司業務關係的終止。

本準則中各項規定乃是以「責任商業聯盟 (RBA, 前身為 EICC) 行為準則」為藍本，並參照「聯合國企業與人權指導原則」(the UN Guiding Principles on Business and Human Rights)及其他國際間普遍採用之人權規章包括「國際勞工組織工作基本原則與權利宣言」(ILO Declaration on Fundamental Principles and Rights at Work)及「世界人權宣言」(the UN Universal Declaration of Human Rights) 所訂定。

本準則由五個部分組成。A、B、C 部分分別概述勞工、健康與安全，以及環境的標準。D 部分提供有關商業道德的標準；E 部分概述能夠貫徹本準則的合宜管理體系所需的要素。

A. 勞工

供應商應根據國際社會公認的準則，承諾維護勞工的人權，並尊重他們。這適用於所有勞工，包括臨時工、移民工、學生、合約勞工、直接僱員以及任何其他類型的勞工。本準則編寫時參考了附錄中列出的公認標準，而這些標準同時亦是一種有用的額外資訊來源。

勞工標準：

1) 自由選擇職業

禁止使用強逼、擔保（包括抵債）或用契約束縛的勞工、非自願或剝削性監獄勞工、奴役或販賣的人口（包括北韓公民或美國敵對國家制裁法案 CAATSA 所規定者）。這包括為了得到勞工或服務而使用恐嚇、強迫、威脅、綁架或詐騙手段來運送、窩藏、招募、調配或接收勞工。除了禁止對勞工出入工作場所作出不合理限制外，也不應無理地約束勞工在工作場所內的行動自由，適用時包括勞工宿舍或生活住所。作為招募程序中的必要部分，必須為所有勞工提供以其母語書寫的僱傭協議，並且在協議中載明僱傭條款及條件；必須在海外移民勞工離開原本的國家前，為其提供僱傭協議，而在其抵達接收國家後，該僱傭協議不得有任何替換或更改，除非有關更改是為了符合當地法律的要求和提供相同或更佳條款而作出則例外。所有工作應當是自願的，勞工擁有隨時自由離職的權利，且如果勞工按照勞工協議給予合理的通知，則有權終止僱傭關係而不受懲罰。雇主、仲介人及二級仲介人不得扣留或以其他方式毀壞、隱藏、沒收雇員的身分證或出入境證件，例如政府頒發的身分證明、護照或工作許可證。雇主只能在法律有要求的情況下才可扣留文件。就算在此情況下，任何時候也不可拒絕勞工取用其文件。不得要求勞工繳交雇主的仲介人或二級仲介人的招募費用或其他與其聘僱相關的費用。如發現勞工須繳交任何該等費用，該等費用須退還予相關勞工。

2) 青年勞工

不得在任何製造工序中使用童工。「童工」指僱傭任何未滿 15 歲、或未達強迫教育年齡、或該國家 / 地區最低就業年齡的人士（三項中取年齡最大者）。供應商應採取適當的機制核實勞工的年齡。符合所有法例與法規的合法職場學習計劃則不在此列。未滿 18 歲的勞工（青年勞工）不得從事可能會危及其健康或安全的工作，包括夜班或加班。供應商應當適當地保管學生記錄、嚴格審核教育合作夥伴，以及按照適用的法例與法規保障學生的權利，從而確保對學生勞工的管理得當。供應商應當為所有學生勞工提供適當的支援和培訓。如果沒有當地法律規範，學生勞工、實習生和學徒的薪資水準應最少與從事相同或相似工作的其他入門級員工相等。如果發現僱用童工，必須提供協助與補救措施。

3) 工時



根據有關的商業實踐研究，生產力降低、職員流動率上升以及受傷和患病情況的增加與勞工的疲勞度有顯著的關連。因此，工作時數不應超過當地法律規定的最大限度。此外，每週的工作時數不應超過 60 小時（包括加班），緊急或特殊情況除外。任何加班必須是自願的，每七天應當允許勞工至少休息一天。

4) 工資與福利

支付給勞工的工資應當符合所有相關的薪酬法律，包括有關最低工資、加班和法定福利的法律。根據當地法律的規範，勞工的加班工資應高於常規時薪水準。禁止以扣除工資作為紀律處分的手段。在每個支薪週期，應及時為勞工提供簡明的工資單據，內含充足的資料證實支付給勞工的薪酬準確無誤。必須按照當地法律聘僱臨時工、派遣員和外包工人。

5) 人道的待遇

避免苛刻或非人道地對待員工，包括暴力、性暴力、性騷擾、性侵犯、體罰、心理或生理壓迫、欺凌、公開羞辱或口頭辱罵；也不得威脅進行任何此類行為。有關的紀律政策及程序必須有清晰的定義，並向員工清楚地傳達。

6) 不歧視

供應商應承諾提供一個無騷擾以及無非法歧視的工作場所。公司不得因人種、膚色、年齡、性別、性傾向、性別認同及表現、種族或民族、殘疾、懷孕、信仰、政治立場、團體背景、退伍軍人身分、受保護的基因資料或婚姻狀況等在招募及實際工作中歧視或騷擾員工，影響其工資、晉升、獎勵和受訓機會等。應為員工提供適當的場所進行宗教活動。此外，不得讓員工或準員工接受帶有歧視性的醫學檢驗（包括驗孕或處女檢驗）或身體檢查。本準則根據《國際勞工組織（就業和職業）歧視公約》（111 號）草擬。

7) 自由結社

根據當地法律，供應商應當尊重所有員工組織和參與他們所選擇的工會、集體談判和參加和平集會的權利，同時也應尊重員工迴避這類活動的權利。員工和 / 或他們的代表應當能夠在不用擔心歧視、報復、威脅或騷擾的情況下，公開地就工作條件和管理方法與管理層溝通以及分享其想法和憂慮。



B. 健康與安全

供應商應意識到除了盡量減少與工作相關的傷病發生率外，安全、健康的工作環境有助提高產品和服務的素質、生產的穩定性以及勞工的忠誠度和士氣。供應商也應意識到持續地在勞工投入和教育是辨識和解決工作場所內健康與安全問題的關鍵。本準則在起草時參考了公認的管理體系（如 ISO 45001 和國際勞工組織職業安全健康管理系統指引），此系統亦是有用的額外資訊來源。

安全與健康標準：

1) 職業安全

應透過分級控制原則，識別，包括消除危害、替代流程或材料，以妥當設計加以管控、實行工程和管理行政管制、防護性保養和安全操作程序（包括上鎖掛牌程序）和持續性的安全知識培訓等，識別和評估並減輕工作場所的健康及安全危害（如化學、電力和其他能源、火災、運載工具和跌倒危險或事故），以免危及職工。若無法透過上述方法有效控制危險源，應為勞工提供適宜的、充分保養的個人防護裝備，以及有關這些危險事故和相關風險的教材。亦必須採取合理措施，讓孕婦和哺乳期女性遠離存在高度危害的工作環境、消除或減輕孕婦和哺乳期女性所承受的任何（包括與分派予其工作相關的）職業健康和​​安全風險，以及為哺乳期女性提供合理的場所。

2) 應急準備

應確認和評估潛在的緊急情況和事件，並透過實施應急方案和應變程序來將其影響降到最低，包括：應急報告、勞工通告和疏散計劃、勞工培訓和演習。應急演習必須最少每年進行一次，或按當地法律要求進行，取較嚴格者。應急方案亦應包括適當的消防偵測和滅火設備、暢通無阻的緊急出口、充足的逃生出口設施、應急人員的聯絡資料和復原計劃。這些方案和程序應著重盡量減低對生命、環境和財產的危害。

3) 職業傷害和職業病

應當制定程序和體系來預防、管理、追蹤和報告職業傷害與職業病，包括以下規定：鼓勵勞工報告；歸類和記錄職業傷害和職業病案例；提供必要的治療；調查案例並採取糾正措施以杜絕其根源；協助勞工返回工作崗位。

4) 工業衛生

應透過分級控制原則，識別、評估並控制因接觸化學、生物以及物理因素給勞工帶來的影響。如果發現任何危害，參與者應尋找機會消除和 / 或減少該危害。如果無法消除或減輕危害，則應透過適當的設計、工程和管理行政控制措施來消除或控制危害。如這些措施無法有效預防危害，應當免費為勞工提供和使用適當、妥善保養的個人防護裝備。防護計劃須持續並包括有關這些危害的風險教材。



5) 體力勞動工作

應當識別、評估並控制從事體力勞動給勞工帶來的危害，包括以人力搬運物料或重複提舉重物、長時間站立和高度重複性或高強度的組裝工作。

6) 機器防護

應當評估生產設備或其他類型機器的安全危害。為預防機器對勞工可能造成的傷害，應當提供和正確的維護物理防護裝置、連鎖裝置以及屏障。

7) 公共衛生和食宿

應當為勞工提供乾淨的洗手間設施、清潔的飲用水、以及衛生的煮食用具、食物儲存設施和餐具。供應商或勞工仲介人提供的勞工宿舍應當保持乾淨、安全，並提供適當的緊急出口、洗浴熱水、充足的照明供暖和通風設備、獨立安全的場所以供儲存個人和貴重物品，以及適當且出入方便的私人空間。針對傳染病，供應商應擬定並實施計畫，採取合理的步驟來防範、預防及應變勞工之間可能出現傳染病的情況。

8) 健康與安全溝通

參與者應當為勞工提供以其母語或其能夠理解之語言進行的適當職業健康和 safety 資料和培訓，以識別勞工面對的所有工作場所危害情況，包括但不限於機械、電力、化學、火災和物理危害。在工作場所清楚張貼健康與安全相關資料，或將有關資料放在勞工易見並可取用的位置。在開始工作前及之後定期培訓所有勞工。應鼓勵勞工提出任何健康和 safety 方面的疑慮，並確保不會受到報復。

9) 自然災害風險減緩

應了解工廠所在地可能遭遇的自然災害，如地震、旱災、水災、颱風等，評估人員傷害、財產損失與營運中斷的可能性與嚴重度，根據評估結果，透過建立硬體防護、發展應變程序、培訓與演習、執行應急方案，以減緩自然災害風險。



C. 環境

供應商承認環境保護責任是生產世界一流產品不可或缺的一部份。供應商應確認其製造營運過程對環境的衝擊，並盡量減少該過程對社區、環境和自然資源造成的不良影響，同時保障公眾的健康和安全。本準則在起草時參考了公認的管理體系（如 ISO 14001 和生態管理及審核體系（Eco Management and Audit System，EMAS）），此類體系亦是有用的額外資訊來源。

環境標準：

1) 環境許可和報告

應獲取所有必需的環境許可證（如排放監控）、批准和登記文件，亦要對之進行維護並時常更新，以及遵守許可證的操作和報告要求。

2) 預防污染和節約資源

應在源頭或透過實踐（如增設污染控制設備；改良生產、維修和設施程序；或其他方法）盡量減少或杜絕排出和排放污染物以及產生廢物。應節約或透過實踐（如改良生產、維修和設施程序、替換材料、再利用、節約、回收或其他方法）節約自然資源（包括水、化石燃料、礦物和原始森林產品）的消耗。

3) 有害物質

應當識別、標籤和管理對人類或環境造成危害的化學物質、廢棄物及其他物質，從而確保這些物質得以安全的處理、運送、儲存、使用、回收或再使用及棄置。

4) 固體廢物

供應商應實施系統性的措施來識別、管理、減少和負責任地棄置或回收固體廢物（無害的）。

5) 廢氣排放

在排放營運過程中產生的揮發性有機化學物質、噴霧劑、腐蝕性物質、懸浮微粒、破壞臭氧層物質以及燃燒副產品前，應當按照要求對其進行分類、例行監視、控制和處理。破壞臭氧層物質應按照《蒙特婁議定書》和適用的條例進行有效管理。供應商也應當對廢氣排放管制系統的性能進行例行監控。

6) 材料控制

供應商應當遵守所有適用法律法規和客戶要求，禁止或限制在產品和製造過程中納入特定之物質（包括回收和棄置標籤）。



7) 水資源管理

供應商應當實施水管理計劃，以記錄、分類和監察水資源、使用和排放；尋求機會節約用水；以及控制污染渠道。所有污水在排放或棄置前，應當按照要求對其進行分類、監視、控制和處理。供應商應當對污水處理和控制系統的性能進行例行監視以確保達到最佳性能和合法性。

8) 能源消耗和溫室氣體排放

供應商須訂立公司的溫室氣體減排目標。能源消耗及所有相關範疇 1 和 2 的溫室氣體排放，應追蹤、記錄及公開報告，以達到溫室氣體減排的目標。供應商應當找到方法來改善能源利用效率，並盡量減少能源消耗和溫室氣體排放。



D. 道德規範

為履行社會責任並在市場上取得成功，供應商及其代理商必須謹守最高的道德標準，包括：

1) 誠信經營

在所有商業互動關係中都應謹守最高的誠信標準。供應商應採取零容忍政策來禁止任何形式的賄賂、貪腐、舞弊、敲詐勒索和挪用公款。

2) 無不正當收益

不得承諾、提供、批准、給予或收受賄賂或其他形式的不正當收益。此禁令包括承諾、提供、批准、給予或收受任何有價之物（無論是直接還是透過第三方間接地進行），以期獲得或保留業務、將業務轉讓他人或獲取不正當收益。應推行監控、保留紀錄和強制執执行程序以確保符合反腐敗法的要求。

3) 資訊公開

所有的業務來往應具透明度，並準確地記錄在供應商的賬簿和商業記錄上。應當按照適用法規和普遍的行業慣例公開有關參與勞工、健康與安全、環保活動、商業活動、組織架構、財務狀況和業績的資料。不得偽造記錄或虛報供應鏈的狀況或慣例。

4) 知識產權

應當尊重知識產權；須以保護知識產權的方法傳遞技術和生產知識；並必須保護客戶和供應商的資料。

5) 公平交易、廣告和競爭

應謹守公平交易、廣告和競爭標準。

6) 身份保護及防止報復

除非受法律禁止，供應商應當制定程序來保護供應商和員工檢舉者（任何揭露公司員工、主管或公務員和政府機構的不正當行為者），並確保其身分的機密性和匿名性。供應商也應制定溝通程序，讓員工可以表達他們的疑慮，而不用害怕遭到報復。

7) 負責任地採購礦物

供應商應當制定政策並進行盡職調查，以合理地確保他們製造的產品中所含有的鈹、錫、鎢和金的來源與供應鏈，與經濟合作暨發展組織（Organisation for Economic Co-operation and Development, OECD）關於對出自衝突影響及高風險區域之礦石實施負責任供應鏈的指引，或同等及認可的盡職調查框架一致。



8) 隱私

供應商承諾合理地保護任何與其有業務來往者 (包括供應商、客戶、消費者和員工) 的個人資料和隱私。供應商應當在收集、儲存、處理、傳播和分享個人資料時遵守隱私和資料安全法律及監管要求。

9) 避免利益衝突

供應商與采鈺公司之間的商業往來，應避免所任何可能的利益衝突。可能的利益衝突情形包括 (但不限於) 采鈺公司內部員工或其近親 (父母、子女、配偶或兄弟姊妹) 在供應商任職，或對供應商 (非公開發行公司) 有重要投資利益。供應商與采鈺公司對口人員不必要或過度頻繁的社交往來也可能構成利益衝突的疑慮或外觀。所以供應商與采鈺公司人員的任何接觸必須謹守一般商業往來的分際，且一旦有利益衝突的情形必須立刻報告采鈺公司。供應商若有發現任何潛在的利益衝突，必須立即通報采鈺公司，並採取適當措施以防止因此所可能導致的不當行為。

10) 未經授權轉包之禁止

采鈺公司員工在未經特別授權下，不得要求供應商將依約應提供的產品或服務轉包給特定第三方，或指定應向特定第三方購料或採購。故供應商若接到類似要求，應立即透過采鈺舉報管道

https://www.viseratech.com/html/TChinese/VisEra_EthicsReport.asp (違反從業道德行為舉報系統) 通報采鈺公司。

11) 謹守合約規定

對於采鈺公司期待供應商親自履約(包括合約或採購單)的事項，非經采鈺公司同意，供應商不得轉包或令第三方代為履行。供應商不得在未經與采鈺公司簽訂有效之合約或採購單的情形下提供任何產品或服務予采鈺公司。

12) 遵循進出口相關法規

供應商應瞭解並遵循進出口及運送貨品予采鈺公司或代采鈺公司進出口及運送貨品所涉及的相關法令，包括原出口國的出口管制與海關法規、目的地國家的進口和海關法規、支付法令要求的關稅和其他稅賦、以及當地運輸的相關法令。供應商應向其員工和外包商提供運作程序及教育訓練，以確保他們對前述法規的遵循。

13) 采鈺公司唯一業務接觸窗口

采鈺公司採購人員為供應商業務人員唯一的業務接觸窗口。非經采鈺公司採購人員同意、安排或參與，供應商業務人員不能與采鈺公司的非採購人員進行業務接觸，也不能與其討論任何商業條款相關內容，包括但不限於價格、付款條件、交期、獎勵、賠償、免費商品、測試或服務、技術規格或工程改善。



E. 管理體系

供應商應採用或建立一個其範疇與本準則內容相關的管理體系。在設計該管理體系時，應確保：(a) 符合與供應商營運和產品相關的適用法律、法規及客戶要求；(b) 符合本準則；以及 (c) 識別並減輕與本準則有關的經營風險。管理體系也應當推動持續改進。

該管理體系應包含以下要素：

1) 公司承諾

企業的社會及環境責任政策聲明應確定供應商對守法以及持續改進的承諾，並由行政管理層簽署，並以當地語言張貼於工作場所內。

2) 管理職責與責任

供應商應明確指定高級主管和公司代表來負責保證管理體系和相關計劃的實施。高級管理層應定期檢查管理體系的運作情況。

3) 法律和客戶要求

制定程序識別、監視並理解適用的法律法規和客戶要求 (包括本準則的要求)。

4) 風險評估和風險管理

制定程序識別與供應商經營相關的守法、環境、健康與安全〔生產區域、倉庫和儲存設施、廠房 / 工作場所支援設備、實驗室和測試區域、衛生設施 (浴室)、廚房 / 食堂、員工住所 / 宿舍都應納入環境健康與安全風險評估的範圍內。〕、勞工活動以及道德風險。評定每項風險的級別，實施適當的程序和實質管制來控制已識別的風險和確保符合法律法規。

5) 改進目標

應制定書面績效目標、指標和實施計劃來提高供應商的社會、環境、健康及安全的績效表現，包括對供應商為達成這些目標所取得的成效進行定期審核。

6) 培訓

應為管理階層及員工制定培訓計劃，從而實施供應商的政策、程序以及改進目標，同時滿足適用之法律與法規的要求。



7) 溝通

制定程序將供應商的政策、實踐、預期和績效清晰準確地傳達給員工、供應商和客戶。

8) 員工意見、參與和申訴

制定持續可行的程序（包括有效的申訴機制）以評估員工對本準則所涵蓋之實踐或違反情況和條件的認知度，並獲取員工在這方面的回饋，從而推動持續改進。必須為員工提供一個安全的環境，讓其安心地提出申訴和意見而不必擔心受到報復。

9) 審核與評估

定期進行自我評估，從而確保符合法律與法規的要求、本準則內容以及客戶合約中與社會與環境責任相關要求。

10) 糾正措施

制定程序以確保能及時糾正在內外部的評估、檢查、調查和審核中所發現的不足之處。

11) 文檔和記錄

建立並保留文檔和記錄，從而確保符合法律規定與公司的要求，同時應保障隱私的機密性。

12) 供應商的責任

制定程序將本準則的要求傳達給供應商，並監管供應商對本準則的遵行情況。



Letter of Assurance

As TSMC subsidiary VISERA's supplier, we understand integrity is TSMC and VISERA's most important core value and that VISERA promotes good ethical behavior to sustain the hard-earned trust of its shareholders, employees, customers, and the general public. TSMC and VISERA does not (1) condone the advancement of personal interests at the expense of, or in conflict with VISERA, (2) tolerate any form of corruption, unfair competition, fraud, waste or abuse, or (3) permit improper influence of the decisions of anyone, including government officials, courts, or its customers, suppliers, or vendors.

We understand VISERA's suppliers are key contributors to VISERA realizing its goals. Thus, VISERA further requires its suppliers not to engage in activities that might harm the environment or mistreat any person (including employees) during the course of providing products or services to VISERA.

We have read, understand, and respect VISERA's Code of Ethics and VISERA's Supplier Code of Conduct (collectively, the "Codes"), and we are willing to cooperate with any VISERA audit or investigation related to our adherence to the principles addressed in the Codes. We agree that VISERA is entitled to take actions against us, including without limitation, to terminate its business relationship with us, if we fail to adhere to the principles addressed in the Codes. Going forward, we will participate in Code promotion and compliance activities hosted by VISERA.

Furthermore, we certify that we:

1. Will not resort to any illegal, improper, or anti-competitive business activities.
2. Will respect the intellectual property rights of VISERA and others, properly safeguard VISERA information, and maintain complete and accurate business records.
3. Will not provide or offer any monies (including cash, checks, vouchers, stocks or bonds), improper gifts, excessive entertainment (including vacations, hotel accommodations, event tickets), bribes in any form, or kickbacks to any VISERA employee, employee's family, or any other third party as directed by such individuals. Nor will we invite any such individual to participate in any form of equity rights, grants, options or other similar benefit.
4. Will report promptly to VISERA any sign of incompliance with VISERA's ethical standards by your employees, your suppliers, VISERA, or any other party doing business with VISERA.
5. Will strictly follow the principle in which VISERA procurement personnel should be contact window for the purpose of procurement business. Therefore, unless with VISERA procurement personnel's consent, arrangement or participation, sales personnel from my company will not engage in the followings with VISERA's non-procurement personnel: make business contact, discuss or negotiate matters relating to commercial clauses, including but not limited price, payment terms, delivery date, incentives, compensation, free items, testing or services, technical specification, or engineering improvement.
6. Will not provide any products or services to VISERA in the absence of a valid written contract or purchase order.

Company Name: _____

Company Address: _____

Official's Signature: _____ / _____ (Date)

Official's Name and Title: _____



VisEra's Supplier Code of Conduct

(Latest updated on August 11, 2021)

VISERA is committed to ensuring that working conditions in its supply chains are safe, that workers are treated with respect and dignity, and that business operations are environmentally responsible and conducted ethically. To this end, VISERA established this Supplier Code of Conduct ("Code") and requires our suppliers to operate in accordance with the principles outlined in this Code and in full compliance with the laws, rules and regulations of the countries in which they operate. In addition, VISERA also expects our suppliers to hold their suppliers, contractors, and service providers to the standards defined in this Code.

VISERA will assess its suppliers' compliance with this Code when making purchasing decisions. It is our intention to collaborate closely with our suppliers to drive continuous improvement through communication, audits, and follow-up assessments. However, failure to comply with this Code or cooperate with our auditors may result in termination of the business relationship.

The provisions in this Code are derived primarily from the Responsible Business Alliance (RBA, Formerly EICC) Code of Conduct and are in alignment with the UN Guiding Principles on Business and Human Rights, as well as key international human rights standards including the ILO Declaration on Fundamental Principles and Rights at Work and the UN Universal Declaration of Human Rights.

The Code is made up of five sections. Sections A, B, and C outline standards for Labor, Health and Safety, and the Environment, respectively. Section D adds standards relating to business ethics; Section E outlines the elements of an acceptable system to manage conformity to this Code.



A. LABOR

Suppliers are committed to uphold the human rights of workers, and to treat them with dignity and respect as understood by the international community. This applies to all workers including temporary, migrant, student, contract, direct employees, and any other type of worker. The recognized standards, as set out in the references, were used in preparing the Code and may be useful sources of additional information.

The labor standards are:

1) Freely Chosen Employment

Forced, bonded (including debt bondage) or indentured labor, involuntary or exploitative prison labor, slavery or trafficking of persons is not permitted (including forced labor provided by North Korean citizens or nationals as set forth under U.S. CAATSA, or Countering America's Adversaries through Sanctions Act). This includes transporting, harboring, recruiting, transferring, or receiving persons by means of threat, force, coercion, abduction or fraud for labor or services. There shall be no unreasonable restrictions on workers' freedom of movement in the facility in addition to unreasonable restrictions on entering or exiting company- provided facilities including, if applicable, workers' dormitories or living quarters. As part of the hiring process, all workers must be provided with a written employment agreement in their native language that contains a description of terms and conditions of employment. Foreign migrant workers must receive the employment agreement prior to the worker departing from his or her country of origin and there shall be no substitution or change(s) allowed in the employment agreement upon arrival in the receiving country unless these changes are made to meet local law and provide equal or better terms. All work must be voluntary, and workers shall be free to leave work at any time or terminate their employment without penalty if reasonable notice is given as per worker's contract. Employers, agents, and sub-agents' may not hold or otherwise destroy, conceal, or confiscate identity or immigration documents, such as government-issued identification, passports, or work permits. Employers can only hold documentation if such holdings are required by law. In this case, at no time should workers be denied access to their documents. Workers shall not be required to pay employers' agents or sub-agents' recruitment fees or other related fees for their employment. If any such fees are found to have been paid by workers, such fees shall be repaid to the worker.

2) Young Workers

Child labor is not to be used in any stage of manufacturing. The term "child" refers to any person under the age of 15, or under the age for completing compulsory education, or under the minimum age for employment in the country, whichever is greatest. Suppliers shall implement an appropriate mechanism to verify the age of workers. The use of legitimate workplace learning programs, which comply with all laws and regulations, is supported. Workers under the age of 18 (Young Workers) shall not perform work that is likely to jeopardize their health or safety, including night shifts and overtime. Suppliers shall ensure proper management of student workers through proper maintenance of student records, rigorous due diligence of educational partners, and protection of students' rights in accordance with applicable laws and regulations. Suppliers shall provide appropriate support and training to all student workers. In the absence of local law, the wage rate for student workers, interns, and apprentices shall be at least the same wage rate as other entry-level workers performing equal or similar tasks. If child labor is identified, assistance/remediation is provided.



3) Working Hours

Studies of business practices clearly link worker strain to reduced productivity, increased turnover, and increased injury and illness. Working hours are not to exceed the maximum set by local law. Further, a workweek should not be more than 60 hours per week, including overtime, except in emergency or unusual situations. All overtime must be voluntary. Workers shall be allowed at least one day off every seven days.

4) Wages and Benefits

Compensation paid to workers shall comply with all applicable wage laws, including those relating to minimum wages, overtime hours and legally mandated benefits. In compliance with local laws, workers shall be compensated for overtime at pay rates greater than regular hourly rates. Deductions from wages as a disciplinary measure shall not be permitted. For each pay period, workers shall be provided with a timely and understandable wage statement that includes sufficient information to verify accurate compensation for work performed. All use of temporary, dispatch and outsourced labor will be within the limits of the local law.

5) Humane Treatment

There is to be no harsh or inhumane treatment including violence, gender-based violence, sexual harassment, sexual abuse, corporal punishment, mental or physical coercion, bullying, public shaming, or verbal abuse of workers; nor is there to be the threat of any such treatment. Disciplinary policies and procedures in support of these requirements shall be clearly defined and communicated to workers.

6) Non-Discrimination

Suppliers should be committed to a workplace free of harassment and unlawful discrimination. Companies shall not engage in discrimination or harassment based on race, color, age, gender, sexual orientation, gender identity and expression, ethnicity or national origin, disability, pregnancy, religion, political affiliation, union membership, covered veteran status, protected genetic information or marital status in hiring and employment practices such as wages, promotions, rewards, and access to training. Workers shall be provided with reasonable accommodation for religious practices. In addition, workers or potential workers should not be subjected to medical tests, including pregnancy or virginity tests, or physical exams that could be used in a discriminatory way. This was drafted in consideration of ILO Discrimination (Employment and Occupation) Convention (No.111).

7) Freedom of Association

In conformance with local law, suppliers shall respect the right of all workers to form and join trade unions of their own choosing, to bargain collectively, and to engage in peaceful assembly as well as respect the right of workers to refrain from such activities. Workers and/ or their representatives shall be able to openly communicate and share ideas and concerns with management regarding working conditions and management practices without fear of discrimination, reprisal, intimidation, or harassment.



B. HEALTH and SAFETY

Suppliers recognize that in addition to minimizing the incidence of work-related injury and illness, a safe and healthy work environment enhances the quality of products and services, consistency of production and worker retention and morale. Suppliers also recognize that ongoing worker input and education is essential to identifying and solving health and safety issues in the workplace. Recognized management systems such as ISO 45001 and ILO Guidelines on Occupational Safety and Health were used as references in preparing the Code and may be useful sources of additional information.

The health and safety standards are:

1) Occupational Safety

Worker potential for exposure to health and safety hazards (e.g., chemical, electrical and other energy sources, fire, vehicles, and fall hazards) are to be identified and assessed, mitigated using the Hierarchy of Controls, which includes eliminating the hazard, substituting processes or materials, controlling through proper design, implementing engineering and administrative controls, preventative maintenance and safe work procedures (including lockout/ tagout), and providing ongoing occupational health and safety training. Where hazards cannot be adequately controlled by these means, workers are to be provided with appropriate, well-maintained, personal protective equipment and educational materials about risks to them associated with these hazards. Reasonable steps must also be taken to remove pregnant women/nursing mothers from working condition with high hazards, remove or reduce any workplace health and safety risks to pregnant women and nursing mothers, including those associated with their work assignments, and provide reasonable accommodations for nursing mothers.

2) Emergency Preparedness

Potential emergency situations and events are to be identified and assessed, and their impact minimized by implementing emergency plans and response procedures including: emergency reporting, employee notification and evacuation procedures, worker training and drills. Emergency drills must be executed at least annually or as required by local law, whichever is more stringent. Emergency plans should also include appropriate fire detection and suppression equipment, clear and unobstructed egress, adequate exit facilities, contact information for emergency responders, and recovery plans. Such plans and procedures shall focus on minimizing harm to life, the environment and property.

3) Occupational Injury and Illness

Procedures and systems are to be in place to prevent, manage, track and report occupational injury and illness, including provisions to encourage worker reporting, classify and record injury and illness cases, provide necessary medical treatment assistance; investigate cases and implement corrective actions to eliminate their causes; and facilitate return of workers to work.

4) Industrial Hygiene

Worker exposure to chemical, biological and physical agents is to be identified, evaluated, and controlled according to the hierarchy of controls. If any potential hazards were identified, suppliers shall look for opportunities to eliminate and/or reduce the potential hazards. If elimination or reduction of the hazards is not feasible, potential hazards are to be controlled through proper design, engineering and administrative controls. When hazards cannot be adequately controlled by such means, workers are to be provided with and use appropriate, well-maintained, personal protective equipment free of charge. Protective programs shall be ongoing and include educational materials about the risks associated with these hazards.



5) Physically Demanding Work

Worker exposure to the hazards of physically demanding tasks, including manual material handling and heavy or repetitive lifting, prolonged standing and highly repetitive or forceful assembly tasks is to be identified, evaluated and controlled.

6) Machine Safeguarding

Production and other machinery shall be evaluated for safety hazards. Physical guards, interlocks and barriers are to be provided and properly maintained where machinery presents an injury hazard to workers.

7) Sanitation, Food, and Housing

Workers are to be provided with ready access to clean toilet facilities, potable water and sanitary food preparation, storage, and eating facilities. Worker dormitories provided by the supplier or a labor agent are to be maintained to be clean and safe, and provided with appropriate emergency egress, hot water for bathing and showering, adequate lighting and heat and ventilation, individually secured accommodations for storing personal and valuable items, and reasonable personal space along with reasonable entry and exit privileges. For infectious diseases, supplier shall develop and implement a program to take reasonable steps to prepare for, prevent, and respond to the potential for an infectious disease among its employees.

8) Health and Safety Communication

Supplier shall provide workers with appropriate workplace health and safety information and training in the language of the worker or in a language the worker can understand for all identified workplace hazards that workers are exposed to, including but not limited to mechanical, electrical, chemical, fire, and physical hazards. Health and safety related information shall be clearly posted in the facility or placed in a location identifiable and accessible by workers. Training is provided to all workers prior to the beginning of work and regularly thereafter. Workers shall be encouraged to raise any health and safety concerns without retaliation.

9) Natural Disaster Risk Mitigation

Supplier shall be aware of the natural disasters, such as earthquakes, droughts, floods, typhoons, etc. relevant to its facilities, and assess their likelihood and impact of personnel injury, property damage, and operational disruptions. The risks should be mitigated through establishing hardware protection, developing emergency response procedures, training and drills, and conducting emergency plans.



C. ENVIRONMENTAL

Suppliers recognize that environmental responsibility is integral to producing world class products. Suppliers shall identify the environmental impacts and minimize adverse effects on the community, environment and natural resources within their manufacturing operations, while safeguarding the health and safety of the public. Recognized management systems such as ISO 14001 and the Eco Management and Audit System (EMAS) were used as references in preparing the Code and may be a useful source of additional information.

The environmental standards are:

1) Environmental Permits and Reporting

All required environmental permits (e.g. discharge monitoring), approvals and registrations are to be obtained, maintained and kept current and their operational and reporting requirements are to be followed.

2) Pollution Prevention and Resource Reduction

Emissions and discharges of pollutants and generation of waste are to be minimized or eliminated at the source or by practices such as adding pollution control equipment; modifying production, maintenance and facility processes; or by other means. The use of natural resources, including water, fossil fuels, minerals and virgin forest products, is to be conserved by practices such as modifying production, maintenance and facility processes, materials substitution, re-use, conservation, recycling or other means.

3) Hazardous Substances

Chemicals, waste and other materials posing a hazard to humans or the environment are to be identified, labelled and managed to ensure their safe handling, movement, storage, use, recycling or reuse and disposal.

4) Solid Waste

Supplier shall implement a systematic approach to identify, manage, reduce, and responsibly dispose of or recycle solid waste (non-hazardous).

5) Air Emissions

Air emissions of volatile organic chemicals, aerosols, corrosives, particulates, ozone depleting substances, and combustion by-products generated from operations are to be characterized, routinely monitored, controlled and treated as required prior to discharge. Ozone-depleting substances are to be effectively managed in accordance with the Montreal Protocol and applicable regulations. Supplier shall conduct routine monitoring of the performance of its air emission control systems.

6) Materials Restrictions

Suppliers are to adhere to all applicable laws, regulations and customer requirements regarding prohibition or restriction of specific substances in products and manufacturing, including labeling for recycling and disposal.



7) Water Management

Supplier shall implement a water management program that documents, characterizes, and monitors water sources, use and discharge; seeks opportunities to conserve water; and controls channels of contamination. All wastewater is to be characterized, monitored, controlled, and treated as required prior to discharge or disposal. Supplier shall conduct routine monitoring of the performance of its wastewater treatment and containment systems to ensure optimal performance and regulatory compliance.

8) Energy Consumption and Greenhouse Gas Emissions

Suppliers are to establish a corporate-wide greenhouse gas reduction goal. Energy consumption and all relevant Scopes 1 and 2 greenhouse gas emissions are to be tracked and documented, and publicly reported against the greenhouse gas reduction goal. Suppliers are to look for methods to improve energy efficiency and to minimize their energy consumption and greenhouse gas emissions.



D. ETHICS

To meet social responsibilities and to achieve success in the marketplace, suppliers and their agents are to uphold the highest standards of ethics including:

1) Business Integrity

The highest standards of integrity are to be upheld in all business interactions. Suppliers shall have a zero tolerance policy to prohibit any and all forms of bribery, corruption, fraud, extortion and embezzlement.

2) No Improper Advantage

Bribes or other means of obtaining undue or improper advantage are not to be promised, offered, authorized, given or accepted. This prohibition covers promising, offering, authorizing, giving or accepting anything of value, either directly or indirectly through a third party, in order to obtain or retain business, direct business to any person, or otherwise gain an improper advantage. Monitoring, record keeping and enforcement procedures shall be implemented to ensure compliance with anti-corruption laws.

3) Disclosure of Information

All business dealings should be transparently performed and accurately reflected on supplier's business books and records. Information regarding supplier labor, health and safety, environmental practices, business activities, structure, financial situation and performance is to be disclosed in accordance with applicable regulations and prevailing industry practices. Falsification of records or misrepresentation of conditions or practices in the supply chain are unacceptable.

4) Intellectual Property

Intellectual property rights are to be respected; transfer of technology and know-how is to be done in a manner that protects intellectual property rights; and, customer and supplier information is to be safeguarded.

5) Fair Business, Advertising and Competition

Standards of fair business, advertising and competition are to be upheld.

6) Protection of Identity and Non-Retaliation

Programs that ensure the confidentiality, anonymity and protection of supplier and employee whistleblowers (any person who makes a disclosure about improper conduct by an employee or officer of a company, or by a public official or official body) are to be maintained, unless prohibited by law. Suppliers should have a communicated process for their personnel to be able to raise any concerns without fear of retaliation.

7) Responsible Sourcing of Minerals

Suppliers shall have a policy and exercise due diligence on the source and chain of custody of the tantalum, tin, tungsten, and gold in the products they manufacture to reasonably assure that they are sourced in a way consistent with the Organisation for Economic Co-operation and Development (OECD) Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas or an equivalent and recognized due diligence framework.



8) Privacy

Suppliers are to commit to protecting the reasonable privacy expectations of personal information of everyone they do business with, including suppliers, customers, consumers and employees. Suppliers are to comply with privacy and information security laws and regulatory requirements when personal information is collected, stored, processed, transmitted, and shared.

9)Avoiding Conflict of Interest

Conflicts of interest, such as situations where a VISERA employee or a close relative (parent, child, spouse or sibling) is a significant investor or shareholder in your company (as nonpublicly traded stock), should be avoided to prevent misconduct. Excessive or overly-frequent socializing with your VISERA business contacts may also create a conflict of interest, or the appearance of a conflict of interest. Social contact must be within accepted cultural business norms, and relationships that become conflicts of interest must be reported. If a potential conflict is discovered, you should report such incident immediately to VISERA and take corrective actions to ensure that no inappropriate actions result from the conflict and relationships that become conflicts of interest must be reported and suspended or resolved.

10) Prohibition of Unauthorized Subcontracting

If you receive a request from a VISERA employee to procure from or subcontract from a specific third party, please report it immediately to VISERA through VISERA reporting channel at https://www.viseratech.com/html/English/VisEra_EthicsReport.asp (Irregular Business Conduct Reporting).

11) Performing Services as Agreed in Contract

Passing on obligations under a contract or purchase order for products or services to another party, that VISERA expects you to perform, or providing products or services without a properly executed purchase order, supply contract or service contract is prohibited.

12) Complying with Export and Import Regulations

Know and follow all laws related to the shipping, handling and transportation of products to or on behalf of VISERA. This includes source country export and customs laws, destination country import and customs laws, paying all necessary duties and taxes and following local transportation laws. Procedures and training will be provided to employees and contracted service providers to ensure safe handling of materials to, from and at VISERA.

13) VISERA Sole Business Contact Window for Sales

VISERA procurement personnel are the sole business contact windows for your sales personnel when interacting with VISERA. Without VISERA procurement personnel's consent, arrangement or participation, your sales personnel should not make any business contacts nor discuss any commercial terms and conditions, including but not limited to price, payment terms, delivery date, incentives, compensation, free items, testing or services, technical specification, or engineering improvement, with VISERA's non-procurement personnel.



E. MANAGEMENT SYSTEMS

Suppliers shall adopt or establish a management system whose scope is related to the content of this Code. The management system shall be designed to ensure: (a) compliance with applicable laws, regulations and customer requirements related to the supplier's operations and products; (b) conformance with this Code; and (c) identification and mitigation of operational risks related to this Code. It should also facilitate continual improvement.

The management system should contain the following elements:

1) Company Commitment

A corporate social and environmental responsibility policy statements affirming supplier's commitment to compliance and continual improvement, endorsed by executive management and posted in the facility in the local language.

2) Management Accountability and Responsibility

The supplier clearly identifies senior executive and company representative[s] responsible for ensuring implementation of the management systems and associated programs. Senior management reviews the status of the management system on a regular basis.

3) Legal and Customer Requirements

A process to identify, monitor and understand applicable laws, regulations and customer requirements, including the requirements of this Code.

4) Risk Assessment and Risk Management

A process to identify the legal compliance, environmental, health and safety (areas to be included in a risk assessment for environmental health and safety are production areas, warehouse and storage facilities, plant/facilities support equipment, laboratories and test areas, sanitation facilities (bathrooms), kitchen/cafeteria and worker housing/dormitories) and labor practice and ethics risks associated with supplier's operations. Determination of the relative significance for each risk and implementation of appropriate procedural and physical controls to control the identified risks and ensure regulatory compliance.

5) Improvement Objectives

Written performance objectives, targets and implementation plans to improve the supplier's social, environmental, and health and safety performance, including a periodic assessment of supplier's performance in achieving those objectives.

6) Training

Programs for training managers and workers to implement supplier's policies, procedures and improvement objectives and to meet applicable legal and regulatory requirements.

7) Communication

A process for communicating clear and accurate information about supplier's policies, practices, expectations and performance to workers, suppliers and customers.



8) Worker Feedback, Participation and Grievance

Ongoing processes, including an effective grievance mechanism, to assess employees' understanding of and obtain feedback on or violations against practices and conditions covered by this Code and to foster continuous improvement. Workers must be given a safe environment to provide grievance and feedback without fear of reprisal or retaliation.

9) Audits and Assessments

Periodic self-evaluations to ensure conformity to legal and regulatory requirements, the content of the Code and customer contractual requirements related to social and environmental responsibility.

10) Corrective Action Process

A process for timely correction of deficiencies identified by internal or external assessments, inspections, investigations and reviews.

11) Documentation and Records

Creation and maintenance of documents and records to ensure regulatory compliance and conformity to company requirements along with appropriate confidentiality to protect privacy.

12) Supplier Responsibility

A process to communicate Code requirements to next-tier suppliers and to monitor their compliance to the Code.