



【RRELEASED and Updated On September, 2024】

WINBOND SUPPLIER CODE OF CONDUCT

Winbond and its subsidiaries, as responsible corporate citizens, take proactive measures to ensure that the business practices of all partners adhere to the highest standards of professionalism and ethics. The supply chain is a key driving force behind Winbond's sustainable value. To ensure that all members of the supply chain have a solid foundation in their journey toward sustainable development, and to strictly safeguard the safety of the work environment for all employees within the chain, ensuring that employees are respected and treated with dignity, environmental responsibilities are upheld, and ethical practices are followed, Winbond Electronics has established the "Winbond Supplier Code of Conduct" based on the Responsible Business Alliance (RBA, formerly EICC) Code of Conduct. In addition to requiring all partnering suppliers to strictly comply with this code, they must also adhere to the laws and regulations of the countries and regions where they operate. We also encourage suppliers to require their own suppliers, contractors, and service providers to acknowledge and adopt this code.

The drafting of this Code refers to the Eco-Management and Audit Scheme (EMAS). For the human rights assessment, references were made to the "OECD Guidelines for Multinational Enterprises," the "UN Guiding Principles on Business and Human Rights," the "UN Universal Declaration of Human Rights," the International Labour Organization's "Declaration of Fundamental Principles and Rights at Work," and the International Labour Organization's "Fundamental Conventions." In the governance section, references were drawn from the Social Accountability International (SAI, SA8000) and the United Nations Convention against Corruption. These combined sources were used to formulate the "Winbond Electronics Supplier Code of Conduct."

The Code is made up of five sections. Sections A, B, C, and D outline standards for Labor, Health and Safety, Environment, and the Ethics, respectively. Section E outlines the elements of a minimally acceptable system to manage conformity to this Code.



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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.

Recognized standards such as the Universal Declaration of Human Rights (UDHR), and standards issued by organizations such as the International Labour Organization (ILO), Social Accountability International (SAI) and the Ethical Trading Initiative (ETI) were used as references in preparing this Code and may be a useful source of additional information. A complete list of references is provided at the end of this Code.

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. 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 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 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 and 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 shall not 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 law 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



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3) Working Hours

Studies of business practices clearly link worker strain to reduced productivity, increased turnover and increased injury and illness. Workweeks 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) Non-Discrimination/Non-Harassment/ Humane Treatment

Suppliers should be committed to a workforce free of harassment and unlawful discrimination. There is to be no harsh and 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. 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).

6) Freedom of Association and Collective Bargaining

Open communication and direct engagement between workers and management are the most effective ways to resolve workplace and compensation issues. 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. In alignment with these principles, participants 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. Where the right of freedom of association and collective bargaining is restricted by applicable laws and regulations, workers shall be allowed to elect and join alternate lawful forms of worker representations.

7) Anti-Slavery and Anti-Human Trafficking

Winbond is committed to ensuring that its business operations and supply chain are free from any involvement in slavery or human trafficking. This commitment is based on the Responsible Business Alliance Code of Conduct, "U.K. Modern Slavery Act 2015", and Canada's "Fighting Against Forced



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Labour and Child Labour in Supply Chains Act" (S-211). Any involvement in slavery or human trafficking within the supply chain is strictly prohibited. If a supplier is found to be involved in such practices, Winbond will promptly require the supplier to make improvements within a specified period. If no corrective actions are taken, Winbond will immediately terminate the partnership to effectively prevent and reduce the risk of slavery and human trafficking in its supply chain.

8) Diversity and Inclusive Culture

Winbond actively encourages suppliers to cultivate future talent under the premise of mutual inclusion. Suppliers should ensure that their hiring or promotion processes are free from discrimination based on gender, religion, race, nationality, political affiliation, or inherent physiological conditions, including the labor rights of people with disabilities, vulnerable, or marginalized groups. Suppliers are expected to support and empower diverse employees to foster an inclusive employment environment, enabling the industry to benefit from the full potential of global talent resources.



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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 a useful source 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, etc.) are to be identified and assessed, mitigated using the Hierarchy of Controls, which includes eliminating the hazard, substituting processes or materials, and 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, as well as include 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; 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. Potential hazards are to be eliminated or controlled



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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. Protective programs shall 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 Participant 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.

8) Health and Safety Communication

Suppliers 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 safety concerns without retaliation.



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C. ENVIRONMENTAL

Suppliers recognize that environmental responsibility is integral to producing world class products. Participants shall identify the environmental impacts and minimize adverse effects on the community, environment, and natural resources within 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 or by practices such as modifying production, maintenance and facility processes, materials substitution, re-use, conservation, recycling or other means.

3) Hazardous Substances

Chemicals 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

Suppliers 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. Ozonedepleting 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



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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

Suppliers 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. Participant 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. Participants are to look for cost-effective methods to improve energy efficiency and to minimize their energy consumption and greenhouse gas emissions.

9) Natural Resources Protection

Suppliers should pay attention to the impact of their production processes on the surrounding ecological environment and take necessary remedial and protective measures as needed. First, suppliers must comply with biodiversity conservation laws and regulations, avoid operations that affect critical habitats, and participate in actions to conserve natural ecosystems. Second, suppliers should commit to refraining from future operations in or near areas of significant biodiversity. If current operations are located near a biodiversity area, suppliers must commit to implementing mitigation measures, including avoidance, mitigation, restoration, and compensation. Third, if current operations or the products and services provided involve deforestation, suppliers should commit to compensatory reforestation efforts and cease any future development activities.



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D. ETHICS

To meet social responsibilities and to achieve success in the marketplace, Suppliers 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, 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 and enforcement procedures shall be implemented to ensure compliance with anti-corruption laws.

3) Anti-Corruption

Winbond actively implements internal control systems to ensure that its directors, managers, employees, and any third parties acting for or on behalf of Winbond in the course of business dealings (such as agents, distributors, or resellers, collectively referred to as "Winbond Business Partners") comply with all applicable laws and uphold a corporate culture of "integrity in business," eliminating any corrupt behavior. Business partners working with Winbond or Winbond Business Partners (such as suppliers) must not seek personal gain through illegal means (such as accepting improper benefits, engaging in conflicts of interest, or participating in unfair competition). Winbond must ensure timely oversight of its managed, directed, or supervised partners, ensuring adherence to Winbond's Code of Business Integrity and anti-corruption regulations, and report any violations promptly.

4) Disclosure of Information

All business dealings should be transparently performed and accurately reflected on Participant's business books and records. Information regarding participant's 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.

5) 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 information is to be safeguarded.

6) Fair Business, Advertising and Competition

Suppliers, regardless of their location of operation, must comply with all applicable laws and relevant international conventions related to fair competition and anti-trust in their place of operation. Suppliers must not engage in bid rigging, price fixing, discriminatory pricing, market allocation, production restrictions, collective boycotts, data exchange, and/or abuse of market dominance, or any other conduct



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that violates competition laws.

7) Protection of Identity and Non-Retaliation

Programs that ensure the confidentiality, anonymity and protection of supplier and employee whistleblower² 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.

8) Responsible Sourcing of Minerals

Suppliers shall adopt 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 Organization 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.

9) 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.

10) Complying with Export and Import Regulations

Suppliers must understand and comply with all laws related to the shipping, handling and transportation of products to or on behalf of Winbond. 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 full compliance with the regulations .



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E. MANAGEMENT SYSTEM

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 Suppliers' 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

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 safety³ 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 and 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

Suppliers should establish procedures to clearly and accurately communicate their policies, practices, expectations, and performance to employees, suppliers, and customers.



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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 suppliers and to monitor supplier compliance to the Code.



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REFERENCES

The following standards were used in preparing this Code and may be a useful source of additional information. The following standards may or may not be endorsed by each Participant.

Responsible Business Alliance <http://www.responsiblebusiness.org/>

Dodd-Frank Wall Street Reform and Consumer Protection Act
<http://www.sec.gov/about/laws/wallstreetreform-cpa.pdf>

Eco Management & Audit System http://ec.europa.eu/environment/emas/index_en.htm

Ethical Trading Initiative www.ethicaltrade.org/

ILO Code of Practice in Safety and Health
www.ilo.org/public/english/protection/safework/cops/english/download/e000013.pdf

ILO International Labor Standards www.ilo.org/public/english/standards/norm/whatare/fundam/index.htm

National Fire Protection Association www.nfpa.org/catalog/home/AboutNFPA/index.asp

OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict- Affected and High Risk Areas <http://www.oecd.org/corporate/mne/mining.htm>

OECD Guidelines for Multinational Enterprises <http://www.oecd.org/investment/mne/1903291.pdf>

United Nations Convention Against Corruption <https://www.unodc.org/unodc/en/treaties/CAC/>

United Nations Global Compact www.unglobalcompact.org

Universal Declaration of Human Rights www.un.org/Overview/rights.html

United States Federal Acquisition Regulation www.acquisition.gov/far/

ISO 14001 www.iso.org

ISO 45001 www.iso.org

OHSAS 18001 <http://www.bsigroup.com/en-GB/ohsas-18001-occupational-health-and-safety/>

SA 8000 <http://www.sa-intl.org/index.cfm?fuseaction=Page.ViewPage&PageID=937>

Social Accountability International (SAI) www.sa-intl.org