

KGI LIFE INSURANCE CO., LTD

Procedures for Integrity and Ethics Management and Guidelines for Conduct

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Article 1 (Purpose of adoption and scope of application)

The Company engages in commercial activities based on fairness, honesty, trustworthiness, and transparency principles. In order to implement integrity and ethics management policies and prevent unethical conduct, the Company has formulated Procedures for Integrity and Ethics Management and Guidelines for Conduct (hereinafter referred to as the "Guidelines") based on the Company's "Integrity and Ethics Management Best Practice Principles" and relevant laws of the region in which the business group and its organization operates. This Guidelines regulates matters that the Company's personnel shall pay attention to when performing business duty.

Article 2 (Terminology and definitions)

The terms "The Company's personnel" and "Benefits" in this Guidelines referred to the definition in Articles 2 and 3 of the Company's "Integrity and Ethics Management Best Practice Principles" (hereinafter referred to as the "Principles").

The term "the unethical conducts" and "parties of unethical conducts" in this Guidelines referred to the definition in Articles 2 of the Principles.

Article 3 (Prohibition of illegal political donations, charitable donations, and sponsorships)

When directly or indirectly offering a donation to political parties or organizations or individuals participating in political activities or making or offering donations and sponsorship, the Company's personnel shall comply with relevant laws and regulations and internal operational procedures. Donations and sponsorships in exchange for commercial gains, business advantages, or surreptitious engagement in bribery are strongly prohibited.

Article 4 (Prohibition of offering or accepting inappropriate benefits and relevant handling procedures)

With the exception of situations described in the following paragraphs, the Company's personnel directly or indirectly providing, accepting or promising benefits shall comply with the Company's Principles and this Guidelines and follow the relevant procedures:

1. The conduct is based on business needs and is in accordance with local courtesy, convention, or custom during domestic (or foreign) visits, reception of guests,

promotion of business, and communication and coordination.

2. Participating in or inviting others to participate in normal social activities based on normal social custom, commercial purposes or to promote relationships.
3. Inviting customers or participating in specific business activities, factory visits, etc. due to business needs, and payment method, number of participants, accommodation level and period for the previous activities are clearly determined in advance.
4. Participating in traditional festivals that are held and open to public.
5. Rewards, emergency assistance, condolence payments, or honorariums from the management.
6. Providing or accepting money, property or other benefits from people other than relatives or friends, the market value of which is less than NT\$5,000. For property provided to the same person or donated property from the same source in the same year, the total market value shall be capped at NT\$10,000.
7. The market value of the property received as a gift does not exceed NT\$5,000 in the event of engagement, marriage, childbirth, relocation, employment, promotion, retirement, resignation, illness or death of the person, spouse or immediate family member.
8. Other conducts that comply with the Company's regulations.

Except under any of the circumstances set forth in the preceding articles, when any personnel of the Company are provided with or are promised, either directly or indirectly, any benefits by a third party, the following procedures shall be followed:

1. If there is no relationship of interest between the party providing or offering the benefit and the official duties of the Company's personnel, the personnel shall report to their immediate supervisor within three days from the acceptance of the benefit, and the staff unit shall be notified if necessary.
2. If a relationship of interest does exist between the party providing or offering the benefit and the official duties of the Company's personnel, the personnel shall return or refuse the benefits. His or her immediate supervisor and the staff unit shall be notified immediately. If the benefit cannot be returned, it should be handed over to the the staff unit for processing within three days from the date of acceptance.

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

1. When the two parties have commercial dealings, a relationship of direction and

supervision, or subsidies (or rewards) for expenses.

2. When a contracting, trading, or other contractual relationship is being sought, is in progress, or has been established.
3. 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.

If the person to whom the benefits are provided with is an employee of the Company other than the President or director, the Company's staff unit shall assess the nature and value of the benefits and provide appropriate suggestions, for example, return, accept with payment, deem as the Company's property, donate to charity institutions, and report to the President for approval before implementation. If the person to whom the benefits are provided with is the President or a director of the Company, it shall be reported to the Integrity and Ethics Management Committee for approval before implementation.

Article 5 (Prohibition of and handling procedure for facilitating payments)

The Company shall neither provide nor promise any facilitating payment.

If any personnel of the Company provides or promises a facilitating payment under threat or intimidation, they shall submit a report to their immediate supervisor stating the facts and shall notify the Company's staff unit.

Upon receipt of the report under the preceding paragraph, the staff unit shall review the relevant situation to reduce the risk of recurrence.

If any illegal matter is discovered, the legal unit shall be immediately reported to notify the judicial agency.

Article 6 (Recusal)

When a director, supervisor, officer or other stakeholder of the Company attending or present at a board meeting, or the juristic person represented thereby, has a stake in a matter under discussion in the meeting, that director, supervisor, officer or stakeholder shall state the important aspects of the stake in the meeting and, where there is a likelihood that the interests of the Company would be prejudiced, may not participate in the discussion or vote on that proposal, shall recuse himself or herself from any discussion and voting, and may not exercise voting rights as proxy on behalf of another director. 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 or her immediate supervisor and the responsible unit, and the immediate supervisor shall provide the personnel with proper instructions.

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

Article 7 (Prohibition of infringement on intellectual property rights)

The Company's relevant departments shall properly manage, preserve, and protect the Company's trade secrets, trademarks, and other intellectual property right. Annual review on the implementation status shall be conducted.

The Company's personnel shall abide by relevant operating regulations governing intellectual property rights and are prohibited from leaking the Company's trade secrets, trademarks, patents and other intellectual property to others. Inquiring or collecting the Company's trade secrets, trademarks, patents and other intellectual property rights that are irrelevant to the personnel's work duties is also prohibited.

Article 8 (Prohibition against unfair competition)

The Company shall follow the Fair Trade Act and applicable competition laws and regulations when engaging in business activities, and may not fix prices, make rigged bids, establish output restrictions or quotas, or share or divide markets by allocating customers, suppliers, territories, or lines of commerce.

Article 9 (Prevention of damage caused by products and services to stakeholders)

The Company 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 the Company 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.

Article 10 (Prohibition against insider trading and non-disclosure agreement)

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 by the Company shall be required to sign a non-disclosure agreement in which they undertake not to disclose to any other party any trade secret or other material information of the Company acquired as a result, and that they may not use such information without the prior consent of the Company.

All personnel of the Company 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.

Article 11 (Announcement of ethical management policy)

The Company shall disclose its policy of ethical management in its internal rules, annual reports, on the Company's websites, and in other promotional materials, in order to make its suppliers, customers, and other business-related institutions and personnel fully aware of its principles and rules with respect to ethical management.

Article 12 (Integrity and Ethical Management Assessment)

Before developing a commercial relationship with another party, the Company shall comply with the Principles.

When engaging in business activities, the Company's personnel shall clearly state the Company's integrity and ethics management policies and relevant regulations to the other party. The Company's personnel shall also explicitly reject direct or indirect offering, promises, demands, or acceptances of any form of inappropriate benefits.

The Company's personnel shall avoid business transactions with an agent, supplier, customer, or other counterparty involved in unethical conducts. When the counterparty or partner in cooperation is found to have engaged in unethical conducts, the personnel shall immediately cease transaction with the counterparty and blacklist it for any further business interaction after evaluation on a case-by-case basis in order to effectively implement the Company's integrity and ethics management policy.

When the Company enters into a contract with the other party, a comprehensive

knowledge of its ethical management is required. The processing unit shall incorporate the Company's integrity and ethics management policies into contract articles. For parties that have engaged in unethical conducts, the purchasing unit should monitor the parties in accordance with the Company's purchasing regulations, which is then used as reference for future purchasing operations.

Article 13 (Report and handling measures of violations to this Guidelines)

When the Company's internal and external personnel report unethical conducts, the relevant procedures shall be in accordance with the Company's "Rules Governing Whistleblowing of Illegal, Immoral, or Unethical Conducts".

Article 14 (Actions upon event of unethical conduct by others towards the Company)

If any personnel of the Company discovers that another party has engaged in unethical conduct towards the Company, and such unethical conduct involves alleged illegality, 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 15 (Disciplinary Measures)

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.

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

Article 16 (Integrity and ethical corporate management policy statement)

The Company's directors and senior management shall issue a statement on the compliance of the integrity and ethical management policy every year, and abide by the statement to prohibit conflicts of interest, inappropriate benefits, offering or accepting bribery, infringement of intellectual property rights, and follow Fair Trade Acts and other regulations.

The signing and preservation of the Compliance Statement are handled by the Board Secretary Office and the Human Resources Department respectively.

Article 17 (Enforcement)

For matters not stated in this Guidelines, relevant laws and the Company's relevant regulations shall prevail.

This Guidelines, and any amendments hereto, shall be implemented after adoption by resolution of the Integrity Management Committee and the Board.