

 <b>大江生醫關係企業集團</b> <b>TCI GROUP</b>	內部管理規章 Internal Management Regulations	頁次 Page	頁 1/14
	C0138 誠信經營守則 C0138 Integrity Management Code	版本 Version	4
		日期 Date	111年03月22日 March 22, 2022

### 第一條 訂定目的及適用範圍

為協助本公司建立誠信經營之企業文化及健全發展，提供其建立良好商業運作之參考架構，特訂定本守則。

本守則適用範圍及於其子公司、直接或間接捐助基金累計超過百分之五十之財團法人及其他具有實質控制能力之機構或法人等集團企業與組織（以下簡稱集團企業與組織）。

### Article 1 Purpose and Scope of Application

The Integrity Management Code is hereby formulated to assist the Company to establish a corporate culture of honest operation and development and provide a reference framework for conducting good business operations.

The scope of application of the Integrity Management Code applies to the group and its organizations such as subsidiaries, consortium legal persons with an accumulation of more than 50% of direct or indirect donation funds and other institutions or legal persons with significant control (hereinafter referred to as group companies or organizations).

### 第二條 禁止不誠信行為

本公司之董事、經理人、受僱人、受任人或具有實質控制能力者（以下簡稱實質控制者），於從事商業行為之過程中，不得直接或間接提供、承諾、要求或收受任何不正當利益，或做出其他違反誠信、不法或違背受託義務等不誠信行為，以求獲得或維持利益（以下簡稱不誠信行為）。

前項行為之對象，包括公職人員、參政候選人、政黨或黨職人員，以及任何公、民營企業或機構及其董事（理事）、經理人、受僱人、實質控制者或其他利害關係人。

### Article 2 Prohibition of Dishonest Conduct

The directors, managers, employees, or persons with substantial control ability (hereinafter referred to as “significant controller”) of the Company shall not directly or indirectly offer, accept, promise or demand any illegitimate benefits to obtain or maintain benefits. They shall not engage in other conducts that violate integrity or illegal activities while conducting business or breach of fiduciary duty (hereinafter referred to as dishonest conduct).

The objects of the acts in the preceding paragraph include public officials, political candidates, political parties or party officials, as well as any public or private enterprise or institution and its directors, managers, employees, significant controllers or stakeholders.

### 第三條 利益之樣態

 <b>大江生醫關係企業集團</b> <b>TCI GROUP</b>	內部管理規章 Internal Management Regulations	頁次 Page	頁 2/14
	C0138 誠信經營守則 C0138 Integrity Management Code	版本 Version	4
		日期 Date	111 年 03 月 22 日 March 22, 2022

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

#### Article 3 Benefits

The benefits mentioned in this code refer to any form of value including money, gifts, commissions, positions, services, preferential treatment, rebates, etc. However, this limitation is not applicable if it is a social norm, incidental or does not affect specific rights and obligations.

#### 第四條 法令遵循

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

#### Article 4 Compliance with Laws and Regulations

The benefits mentioned in this code refer to any form of value including money, gifts, commissions, positions, services, preferential treatment, rebates, etc. However, this limitation is not applicable if it is a social norm, incidental or does not affect specific rights and obligations.

#### 第五條 政策

#### Article 5 Policy

本公司應本於廉潔、透明及負責之經營理念，制定以誠信為基礎之政策，並建立良好之公司治理與風險控管機制，以創造永續發展之經營環境。

Based on the business philosophy of integrity, transparency and responsibility, the Company shall formulate policies based on integrity, establish good corporate governance and risk control mechanism to create a sustainable business environment.

#### 第六條 防範方案

本公司依前條之經營理念及政策，訂定防範不誠信行為方案(以下簡稱防範方案)如下：

- 一、不得直接或間接提供、承諾、要求或收受任何形式之不正當利益。
- 二、不得做出違反誠信、不法、或違背受託義務等不誠信行為，以求獲得或維持利益。
- 三、禁止有直接或間接行賄或收賄行為。

 <b>大江生醫關係企業集團</b> <b>TCI GROUP</b>	內部管理規章 Internal Management Regulations	頁次 Page	頁 3/14
	C0138 誠信經營守則 C0138 Integrity Management Code	版本 Version	4
		日期 Date	111 年 03 月 22 日 March 22, 2022

四、禁止提供非法政治獻金。

五、禁止不當慈善捐贈或贊助。

六、禁止提供或接受不合理禮物、款待或其他不正當利益。

本公司所訂防範方案之相關作業程序、行為指南及教育訓練等，應依本守則第九條至第十四條規定辦理。

本公司訂定防範方案，應符合本公司及集團企業與組織營運所在地之相關法。

本公司於訂定防範方案過程中，宜與員工、重要商業往來交易對象或其他利害關係人溝通。

#### Article 6 Prevention Plan

In accordance with the business philosophy and policies of the preceding article, the Company has formulated a plan for preventing dishonest conduct (hereinafter referred to as the “prevention plan”) as follows:

1. Do not directly or indirectly offer, promise, demand or accept any illegitimate benefits of any form.
2. Do not engage in dishonest conduct, such as breach of good faith, illegality, or breach of fiduciary duty, in order to obtain or maintain benefits.
3. Direct or indirect bribery is prohibited.
4. Illegal political contributions are prohibited.
5. Illegitimate charitable donations or sponsorships are prohibited.
6. Giving or accepting unreasonable gifts, entertainment or other illegitimate benefits are prohibited.

The relevant operating procedures, conduct guidelines and training of the prevention plan formulated by the Company shall be handled in accordance with the provisions of Articles 9 to 14 of this Code.

The prevention plan formulated by the Company shall comply with the relevant local laws where the Company and its group companies and organizations operate.

In the process of formulating the prevention plan, the Company shall communicate with employees, important business partners or other stakeholders.

#### 第七條 防範方案之範圍

 <b>大江生醫關係企業集團</b> <b>TCI GROUP</b>	內部管理規章 Internal Management Regulations	頁次 Page	頁 4/14
	C0138 誠信經營守則 C0138 Integrity Management Code	版本 Version	4
		日期 Date	111 年 03 月 22 日 March 22, 2022

本公司訂定防範方案時，應分析營業範圍內具較高不誠信行為風險之營業活動，並加強相關防範措施。

本公司訂定防範方案至少應涵蓋下列行為之防範措施：

- 一、行賄及收賄。
- 二、提供非法政治獻金。
- 三、不當慈善捐贈或贊助。
- 四、提供或接受不合理禮物、款待或其他不正當利益。
- 五、侵害營業秘密、商標權、專利權、著作權及其他智慧財產權。
- 六、從事不公平競爭之行為。
- 七、產品及服務於研發、採購、製造、提供或銷售時直接或間接損害消費者或其他利害關係人之權益、健康與安全。

#### Article 7 Scope of the Prevention Plan

When the Company formulates a prevention plan, it shall analyze the business activities with a higher risk of dishonest behavior within the business scope, and strengthen relevant preventive measures.

The prevention plan formulated by the Company shall at least cover the prevention measures of the following conducts:

1. Bribery
2. Illegal political donations.
3. Illegitimate charitable donations or sponsorships.
4. Offer or accept unreasonable gifts, entertainment or other illegitimate benefits.
5. Infringement of trade secrets, trademarks, patents, copyrights and other intellectual property rights.
6. Engage in unfair competition.
7. Products and services that directly or indirectly harm the rights, health and safety of consumers or other stakeholders during research development, procurement, manufacture or sales.

#### 第八條 承諾與執行

 <b>大江生醫關係企業集團</b> <b>TCI GROUP</b>	內部管理規章 Internal Management Regulations	頁次 Page	頁 5/14
	C0138 誠信經營守則 C0138 Integrity Management Code	版本 Version	4
		日期 Date	111 年 03 月 22 日 March 22, 2022

本公司及其集團企業與組織應於其規章及對外文件中明示誠信經營之政策，以及董事會與管理階層積極落實誠信經營政策之承諾，並於內部管理及商業活動中確實執行。

#### Article 8 Commitment and Implementation

The Company and its group companies and organizations shall state the integrity management policy in their regulations and external documents. Additionally, the Board of Directors and management's commitment to actively implement the integrity management policy to internal management and business activities shall be stated in the regulations and external documents.

#### 第九條 誠信經營商業活動

本公司應本於誠信經營原則，以公平與透明之方式進行商業活動。

本公司於商業往來之前，應考量其代理商、供應商、客戶或其他商業往來交易對象之合法性及是否涉有不誠信行為，避免與涉有不誠信行為者進行交易。

本公司與其代理商、供應商、客戶或其他商業往來交易對象簽訂之契約，其內容應包含遵守誠信經營政策及交易相對人如涉有不誠信行為時，得隨時終止或解除契約之條款。

#### Article 9 Integrity Conduct of Business Activities

The Company shall conduct business activities in a fair and transparent manner based on the principle of integrity management.

Before conducting business, the Company shall consider the legality of its agents, suppliers, customers or other business partners and whether there is any dishonest conducts. The Company shall avoid conducting business with those involved in dishonest conducts.

The contract signed by the Company with its agents, suppliers, customers or other business partners shall contain the terms of compliance of the integrity management policy. The terms should include if any party is involved in dishonest conduct, the other party may terminate or end the contract at any time.

#### 第十條 禁止行賄及收賄

本公司及其董事、經理人、受僱人、受任人與實質控制者，於執行業務時，不得直接或間接向客戶、代理商、承包商、供應商、公職人員或其他利害關係人提供、承諾、要求或收受任何形式之不正當利益。

#### Article 10 Prohibition of Bribery

When conducting business, the Company and its directors, managers, employees and significant controllers shall not directly or indirectly provide, promise, demand, or accept any

 <b>大江生醫關係企業集團</b> <b>TCI GROUP</b>	內部管理規章 Internal Management Regulations	頁次 Page	頁 6/14
	C0138 誠信經營守則 C0138 Integrity Management Code	版本 Version	4
		日期 Date	111 年 03 月 22 日 March 22, 2022

illegitimate benefits from customers, agents, contractors, suppliers, public officials or other stakeholders.

#### 第十一條 禁止提供非法政治獻金

本公司及其董事、經理人、受僱人、受任人與實質控制者，對政黨或參與政治活動之組織或個人直接或間接提供捐獻，應符合政治獻金法及公司內部相關作業程序，不得藉以謀取商業利益或交易優勢。

#### Article 11 Prohibition of Illegal Political Donations

Donations made directly or indirectly by the Company and its directors, managers, employees and significant controllers to political parties or organizations or individuals participating in political activities shall comply with the Political Donations Act and relevant internal operating procedures of the Company. Donations made shall not be for commercial gain or trading advantages.

#### 第十二條 禁止不當慈善捐贈或贊助

本公司及其董事、經理人、受僱人、受任人與實質控制者，對於慈善捐贈或贊助，應符合相關法令及內部作業程序，不得為變相行賄。

#### Article 12 Prohibition of Improper Charitable Donations or Sponsorships

The Company and its directors, managers, employees and significant controllers shall comply with relevant laws and internal operating procedures for charitable donations or sponsorships, and shall not offer bribes in disguised form.

#### 第十三條 禁止不合理禮物、款待或其他不正當利益

本公司及其董事、經理人、受僱人、受任人與實質控制者，不得直接或間接提供或接受任何不合理禮物、款待或其他不正當利益，藉以建立商業關係或影響商業交易行為。

#### Article 13 Prohibition of Unreasonable Gifts, Hospitality or Other Illegitimate Benefits

The Company and its directors, managers, employees and significant controllers shall not directly or indirectly offer or accept any unreasonable gifts, entertainment or other illegitimate benefits in order to establish business relationships or influence business transactions.

#### 第十四條 禁止侵害智慧財產權

本公司及其董事、經理人、受僱人、受任人與實質控制者，應遵守智慧財產相關法規、公司內部作業程序及契約規定；未經智慧財產權所有人同意，不得使用、洩漏、處分、毀損或有其他侵害智慧財產權之行為。

 <b>大江生醫關係企業集團</b> <b>TCI GROUP</b>	<b>內部管理規章</b> Internal Management Regulations	頁次 Page	頁 7/14
	C0138 誠信經營守則 C0138 Integrity Management Code	版本 Version	4
		日期 Date	111年03月22日 March 22, 2022

#### Article 14 Prohibition of Infringement of Intellectual Property Rights

The Company and its directors, managers, employees and significant controllers shall abide by relevant laws and regulations on intellectual property, the Company's internal operating procedures and contractual provisions. Without the consent of the owner of intellectual property rights, use, leak, disposal of, damage or infringement on intellectual property rights is prohibited.

#### 第十五條 禁止從事不公平競爭之行為

本公司應依相關競爭法規從事營業活動，不得固定價格、操縱投標、限制產量與配額，或以分配顧客、供應商、營運區域或商業種類等方式，分享或分割市場。

#### Article 15 Prohibition of Unfair Competition

The Company shall conduct business activities in accordance with relevant competition laws and regulations. The Company shall not fix prices, manipulate bids, limit production and quotas, or share or divide the market by allocating customers, suppliers, operating areas or business types.

#### 第十六條 防範產品或服務損害利害關係人

#### Article 16 Prevent Products or Services from Harming Stakeholders

本公司及其董事、經理人、受僱人、受任人與實質控制者，於產品與服務之研發、採購、製造、提供或銷售過程，應遵循相關法規與國際準則，確保產品及服務之資訊透明性及安全性，制定且公開其消費者或其他利害關係人權益保護政策，並落實於營運活動，以防止產品或服務直接或間接損害消費者或其他利害關係人之權益、健康與安全。有事實足認其商品、服務有危害消費者或其他利害關係人安全與健康之虞時，原則上應即回收該批產品或停止其服務。

The Company and its directors, managers, employees and significant controllers shall comply with relevant regulations and international standards in the process of research development, procurement, manufacture, or sales of products and services to ensure information transparency and safety; formulate and disclose the protection policy of consumers or other stakeholders; and implement it in the operational activities to prevent products or services from directly or indirectly harming the rights, health and safety of consumers or other stakeholders. If there are sufficient facts to verify that the Company's products and services may harm the safety and health of consumers or other stakeholders, the batch of products shall be recalled or the services shall be terminated.

 <b>大江生醫關係企業集團</b> <b>TCI GROUP</b>	內部管理規章 Internal Management Regulations	頁次 Page	頁 8/14
	C0138 誠信經營守則 C0138 Integrity Management Code	版本 Version	4
		日期 Date	111 年 03 月 22 日 March 22, 2022

#### 第十七條 組織與責任

本公司之董事、經理人、受僱人、受任人及實質控制者應盡善良管理人之注意義務，督促公司防止不誠信行為，並隨時檢討其實施成效及持續改進，確保誠信經營政策之落實。

本公司為健全誠信經營之管理，本公司董事長室負責誠信經營政策與防範方案之制定及監督執行，主要掌理下列事項，並定期向董事會報告：

- 一、協助將誠信與道德價值融入公司經營策略，並配合法令制度訂定確保誠信經營之相關防弊措施。
- 二、訂定防範不誠信行為方案，並於各方案內訂定工作業務相關標準作業程序及行為指南。
- 三、規劃內部組織、編制與職掌，對營業範圍內較高不誠信行為風險之營業活動，安置相互監督制衡機制。
- 四、誠信政策宣導訓練之推動及協調。
- 五、規劃檢舉制度，確保執行之有效性。
- 六、協助董事會及管理階層查核及評估落實誠信經營所建立之防範措施是否有效運作，並定期就相關業務流程進行評估遵循情形，作成報告。

#### Article 17 Organization and Responsibilities

The directors, managers, employees and significant controllers of the Company shall urge the Company to prevent dishonest conduct and review the effectiveness of the implementation. Continuous improvement shall be made at any time to ensure the implementation of the integrity management policy.

To improve the management of integrity management of the Company, the President's Office of the Company is responsible for the formulation and supervision of the implementation of integrity management policies and prevention plans. They are mainly in charge of the following matters and regularly report to the Board of Directors.

1. Assist in the implementation of integrity and moral values into the Company's business strategy, and formulate relevant fraud prevention measures to ensure that the operation is in accordance with laws and regulations.
2. Formulate plans for preventing dishonest behavior, and formulate business-related standard operating procedures and conduct guidelines for each plan.



 <b>大江生醫關係企業集團</b> <b>TCI GROUP</b>	內部管理規章 Internal Management Regulations	頁次 Page	頁 9/14
	C0138 誠信經營守則 C0138 Integrity Management Code	版本 Version	4
		日期 Date	111年03月22日 March 22, 2022

3. Plan the internal organization, authorizations and responsibilities, and establish a mutual supervision of a check and balance mechanism for business activities with a high risk of dishonest conduct within the business scope.
4. Promotion and coordination of integrity policy advocacy training.
5. Plan the whistleblower system to ensure the effectiveness of the implementation.
6. Assist the Board of Directors and management to audit and evaluate whether the preventive measures established by the implementation of integrity management are operating effectively. Additionally, assist in routine evaluation of relevant business processes and create reports.

#### 第十八條 業務執行之法令遵循

本公司之董事、經理人、受僱人、受任人與實質控制者於執行業務時，應遵守法令規定及防範方案。

#### Article 18 Compliance with Laws and Regulations when Conducting Business

The directors, managers, employees, employees and substantial controllers of the Company shall abide by laws and regulations and preventive measures when conducting business.

#### 第十九條 利益迴避

本公司應制定防止利益衝突之政策，據以鑑別、監督並管理利益衝突所可能導致不誠信行為之風險，並提供適當管道供董事、經理人及其他出席或列席董事會之利害關係人主動說明其與公司有無潛在之利益衝突。

本公司董事、經理人及其他出席或列席董事會之利害關係人對董事會所列議案，與其自身或其代表之法人有利害關係者，應於當次董事會說明其利害關係之重要內容，如有害於公司利益之虞時，不得加入討論及表決，且討論及表決時應予迴避，並不得代理其他董事行使其表決權。董事間亦應自律，不得不當相互支援。

本公司董事、經理人、受僱人、受任人與實質控制者不得藉其在公司擔任之職位或影響力，使其自身、配偶、父母、子女或任何他人獲得不正當利益。

#### Article 19 Avoiding Conflicts of Interest

The Company shall formulate policies to prevent conflicts of interest, so as to identify, monitor and manage the risks of dishonest conduct that may result from conflicts of interest. Additionally, provide appropriate channels for directors, supervisors, managers and other

 <b>大江生醫關係企業集團</b> <b>TCI GROUP</b>	內部管理規章 Internal Management Regulations	頁次 Page	頁 10/14
	C0138 誠信經營守則 C0138 Integrity Management Code	版本 Version	4
		日期 Date	111年03月22日 March 22, 2022

stakeholders to attend the Board of Directors meeting and proactively state any potential conflicts of interest.

Directors, managers and other stakeholders present at the Company's Board of Directors interested in the proposals listed by the Board of Directors, themselves or the legal person they represent, shall explain the important matters of their interest at the current Board of Directors meeting. If it is harmful to the interests of the Company, they shall not participate in discussion and voting; shall abstain from discussion and voting; and shall not exercise their voting rights on behalf of other directors. Directors should also be self-disciplined and improper mutual support is prohibited.

The directors, managers, employees and significant controllers of the Company shall not use their positions or influence in the Company to obtain illegitimate benefits for themselves, their spouses, parents, children or any other person.

#### 第二十條 會計與內部控制

本公司應就具較高不誠信行為風險之營業活動，建立有效之會計制度及內部控制制度，不得有外帳或保留秘密帳戶，並應隨時檢討，俾確保該制度之設計及執行持續有效。

本公司內部稽核單位應定期查核前項制度遵循情形，並作成稽核報告提報董事會，且得委任會計師執行查核，必要時，得委請專業人士協助。

#### Article 20 Accounting and Internal Management

The Company shall establish an effective accounting system and internal management system for business activities with high risk of dishonest conduct. The Company shall not have external accounts or keep secret accounts, and shall review it at any time to ensure that the design and implementation of the system continues to be effective.

The internal audit unit of the Company shall regularly verify the compliance system in the preceding paragraph, prepare an audit report and submit it to the Board of Directors. Additionally, they may appoint an accountant to perform the audit, and may entrust professional assistance when necessary.

#### 第二十一條 作業程序及行為指南

本公司應依第六條規定訂定作業程序及行為指南，具體規範董事、經理人、受僱人及實質控制者執行業務應注意事項，其內容至少應涵蓋下列事項：

- 一、提供或接受不正當利益之認定標準。
- 二、提供合法政治獻金之處理程序。

 <b>大江生醫關係企業集團</b> <b>TCI GROUP</b>	內部管理規章 Internal Management Regulations	頁次 Page	頁 11/14
	C0138 誠信經營守則 C0138 Integrity Management Code	版本 Version	4
		日期 Date	111 年 03 月 22 日 March 22, 2022

- 三、提供正當慈善捐贈或贊助之處理程序及金額標準。
- 四、避免與職務相關利益衝突之規定，及其申報與處理程序。
- 五、對業務上獲得之機密及商業敏感資料之保密規定。
- 六、對涉有不誠信行為之供應商、客戶及業務往來交易對象之規範及處理程序。
- 七、發現違反企業誠信經營守則之處理程序。
- 八、對違反者採取之紀律處分。

#### Article 21 Operating Procedures and Behavioral Guidelines

The Company shall formulate operating procedures and conduct guidelines in accordance with the provisions of Article 6. The Company shall specifically regulate matters that directors, supervisors, managers, employees and significant controllers shall follow when conducting business. The content shall at least cover the following matters:

1. Standards for offering or accepting illegitimate benefits.
2. Procedures for providing legal political donations.
3. Standards for providing legitimate charitable donations or sponsorship procedures and amount.
4. Provisions on the avoiding conflicts of interest related to job duties, and procedures for reporting and handling them.
5. Confidentiality requirements for confidential and commercially sensitive information.
6. Regulations and handling procedures for suppliers, customers and business partners involved in dishonest conduct.
7. Procedures for discovering violations of the Integrity Management Code.
8. Disciplinary actions for violators.

#### 第二十二條 教育訓練及考核

本公司之董事長、總經理或高階管理階層應定期向董事、受僱人及受任人傳達誠信之重要性。

本公司應定期對董事、經理人、受僱人、受任人及實質控制者舉辦教育訓練與宣導，並邀請與公司從事商業行為之相對人參與，使其充分瞭解公司誠信經營之決心、政策、防範方案及違反不誠信行為之後果。

 <b>大江生醫關係企業集團</b> <b>TCI GROUP</b>	內部管理規章 Internal Management Regulations	頁次 Page	頁 12/14
	C0138 誠信經營守則 C0138 Integrity Management Code	版本 Version	4
		日期 Date	111年03月22日 March 22, 2022

本公司應將誠信經營政策與員工績效考核及人力資源政策結合，設立明確有效之獎懲制度。

## Article 22 Education Training and Assessment

The Chairman, general manager or senior management of the Company shall regularly communicate the importance of integrity to directors and employees.

The Company shall regularly conduct training and advocate the Company's commitment policies, prevention plan, and consequences of breach of dishonesty to directors, managers, employees and significant controllers, and business partners.

The Company shall incorporate the integrity management policy with employee performance appraisal and human resource policies, and establish a clear and effective reward and punishment system.

### 第二十三條 檢舉制度

本公司應訂定具體檢舉制度，並應確實執行，其內容至少應涵蓋下列事項：

- 一、建立並公告內部獨立檢舉信箱、專線或委託其他外部獨立機構提供檢舉信箱、專線，供公司內部及外部人員使用。
- 二、指派檢舉受理專責人員或單位，檢舉情事涉及董事或高階主管，應呈報至獨立董事，並訂定檢舉事項之類別及其所屬之調查標準作業程序。
- 三、檢舉案件受理、調查過程、調查結果及相關文件製作之紀錄與保存。
- 四、檢舉人身分及檢舉內容之保密。
- 五、保護檢舉人不因檢舉情事而遭不當處置之措施。
- 六、檢舉人獎勵措施。

本公司受理檢舉專責人員或單位，如經調查發現重大違規情事或公司有受重大損害之虞時，應立即作成報告，以書面通知獨立董事。

## Article 23 Whistleblower System

The Company shall formulate a specific whistleblower system and implement it. The contents shall at least cover the following matters:

1. Establish and announce the internal independent reporting mailbox and special-purpose phone line on the Company website and internal website, or entrusts external independent agencies to provide a reporting mailbox and special-purpose phone line for the Company's internal and external personnel to use.
2. Designate a person or unit in charge of handling such reports. The reports involving directors or senior executives shall be reported to independent directors or supervisors. In

 <b>大江生醫關係企業集團</b> <b>TCI GROUP</b>	內部管理規章 Internal Management Regulations	頁次 Page	頁 13/14
	C0138 誠信經營守則 C0138 Integrity Management Code	版本 Version	4
		日期 Date	111 年 03 月 22 日 March 22, 2022

addition, formulate the standard operating procedures of the categories of the reported matters.

3. Documentation of the acceptance report, investigation process, and the investigation results shall be kept.
4. The identity of the whistleblower and content exposed shall be kept confidential.
5. Protective measures for whistleblowers to prevent improper handling.
6. Incentive measures for whistleblowers.

The Company shall make a report immediately and notify the independent directors in writing if the Company finds a major violation of regulations or the Company is likely to suffer major damage after investigation.

#### 第二十四條 懲戒與申訴制度

本公司應明訂及公布違反誠信經營規定之懲戒與申訴制度，並即時於公司內部網站揭露違反人員之職稱、姓名、違反日期、違反內容及處理情形等資訊。

#### Article 24 Disciplinary and Complaint System

The Company shall clearly define and announce the punishment and appeal system for violations of the integrity management regulations. The Company shall immediately disclose information such as the job title, name, date of violation, content of violation and handling of the violation on the Company's internal website.

#### 第二十五條 資訊揭露

本公司應建立推動誠信經營之量化數據，持續分析評估誠信政策推動成效，於公司網站、年報及公開說明書揭露其誠信經營採行措施、履行情形及前揭量化數據與推動成效，並於公開資訊觀測站揭露誠信經營守則之內容。

#### Article 25 Information Disclosure

The Company shall establish quantitative data to continuously analyze and evaluate the effectiveness of the integrity policy to promote honest management. The Company shall disclose the integrity management measures, implementation status, quantitative data and results on the Company's website, annual report and prospectus. In addition, the information shall be disclosed on the Market Observation Post System.

#### 第二十六條 誠信經營政策與措施之檢討修正

 <b>大江生醫關係企業集團</b> <b>TCI GROUP</b>	內部管理規章 Internal Management Regulations	頁次 Page	頁 14/14
	C0138 誠信經營守則 C0138 Integrity Management Code	版本 Version	4
		日期 Date	111 年 03 月 22 日 March 22, 2022

本公司應隨時注意國內外誠信經營相關規範之發展，並鼓勵董事、經理人及受僱人提出建議，據以檢討改進公司訂定之誠信經營政策及推動之措施，以提昇公司誠信經營之落實成效。

#### Article 26 Review and Amendment of Integrity Management Policies and Measures

The Company shall always follow the development of relevant norms for domestic and international integrity management, and encourage directors, supervisors, managers and employees to make suggestions. Thus, review and improve the integrity management policy and promotion measures formulated by the Company, and improve the Company's integrity management implementation.

#### 第二十七條 施行

本公司之誠信經營守則經董事會通過後實施，並提報股東會報告，修正時亦同。

本公司依前項規定將誠信經營守則提報董事會討論時，應充分考量各獨立董事之意見，並將其反對或保留之意見，於董事會議事錄載明；如獨立董事不能親自出席董事會表達反對或保留意見者，除有正當理由外，應事先出具書面意見，並載明於董事會議事錄。

本守則訂立於中華民國 102 年 3 月 5 日。

第一次修訂於中華民國 104 年 3 月 10 日。

第二次修訂於中華民國 109 年 03 月 18 日。

第三次修訂於中華民國 111 年 03 月 22 日。

#### Article 27 Implementation

The Company's Integrity Management Code will be implemented after being approved by the Board of Directors and submitted to the shareholders' meeting.

When the Company submits the Integrity Management Code to the Board of Directors for discussion in accordance with the provisions of the preceding paragraph, it shall fully consider the opinions of independent directors, and record their objections or reservations in the meeting minutes of the Board of Directors meeting. If an independent director cannot attend the Board of Directors meeting in person to express his or her objection or reservation, unless there are justifiable reasons, he or she shall issue a written opinion in advance, which shall be recorded in the meeting minutes of the board meeting.

This Code was formulated on March 5, 2013.

The first amendment was made on March 10, 2015.

The second amendment was made on March 18, 2020.

The third amendment was made on March 22, 2022.