Taiwan Life Insurance Co., Ltd.

Procedures for Ethical Management and Guidelines for Conduct

Document Formulation/Amendment Record

Version of Formulation/ Amendment	Date of Formulation/ Amendment	Description of Document Formulation/Amendment	Author	Remark
V1.0	2016/04/29	Formulation of these Procedures and Guidelines	Chairman Office	Approved on April 29, 2016 by the 13th meeting of the 25th term Board of Directors
V2.0	2017/12/26	Legal Compliance Department coordinated the proposal to amend regulations and systems	Legal Compliance Department	Approved on December 26, 2017 by the 41st meeting of the 25th term Board of Directors
V3.0	2020/10/22	Partial articles of the Procedures and Guidelines hare amended in line with the amendment to the “Procedures for Ethical Management and Guidelines for Conduct” from parent company CTBC Financial Holding Co., Ltd.	Chairman Office	Approved on October 22, 2020 by the 36th meeting of the 26th term Board of Directors
V4.0	2023/07/26	In response to the announcement that the name of " Procedures for Handling Illegal and Unethical or Dishonest Behavior " under the jurisdiction of the Compliance Department has been revised to " Procedures for Handling Reported Cases", the name of the regulations cited in Article 21 of this Operating Procedures and Conduct Guide has been revised.	Chairman Office	Approved on July 26, 2023 by the 39th meeting of the 27th term Board of Directors

V5.0	2023/09/27	With reference to the revised contents of the " Procedures for Ethical Management and Guidelines for Conduct" of the parent company CTBC Financial Holdings, some provisions of this operating procedures are revised.	Chairman Office	Approved on September 27, 2023 by the 43th meeting of the 27th term Board of Directors

Taiwan Life Insurance Co., Ltd.
Procedures for Ethical Management and Guidelines for Conduct

Article 1 Purpose of Adoption and Scope of Application

Taiwan Life Insurance Co., Ltd. (hereinafter, the "Company") engages in commercial activities following the principles of fairness, honesty, faithfulness, and transparency. In order to fully implement a policy of ethical management and actively prevent unethical conduct, these Procedures for Ethical Management and Guidelines for Conduct (hereinafter, the "Procedures and Guidelines") are adopted pursuant to the provisions of the Company's Ethical Corporate Management Best Practice Principles and the applicable laws and regulations of the jurisdictions where the Company operates.

Article 2 Applicable Subjects

For the purposes of these Procedures and Guidelines, the term "Company personnel" refers to directors, managerial officers, employees, mandataries, and persons with substantial control of the Company.

Any provision, promise, request, or acceptance of improper benefits by Company personnel through a third party will be presumed to be an act by Company personnel.

The scope of application of these Procedures and Guidelines includes the subsidiaries of the Company. Directly owned subsidiaries that have not formulated their own Procedures and Guidelines shall comply with the provisions of these Procedures and Guidelines.

Article 3 Unethical Conduct

For the purposes of these Procedures and Guidelines, "unethical conduct" refers to Company personnel, in the course of their duties, directly or indirectly providing, promising, requesting, or accepting improper benefits or committing a breach of ethics, unlawful act, or breach of fiduciary duty for the purpose of acquiring or maintaining benefits.

The counterparties of the unethical conduct described in the preceding paragraph include public officials, political candidates, political parties or their staff, and government-owned or private-owned enterprises or institutions and their directors, supervisors, managerial officers, employees, persons having substantial control of them, and other interested parties.

Article 4 Types of Benefits

For the purposes of these Procedures and Guidelines, the term "benefits" refers to any money, gratuity, gift, commission, position, service, preferential treatment, rebate, facilitating payment, entertainment, meal, or other item of value in any form or name.

Article 5 Responsible Unit and Duties

The Chairman Office is designated as the solely responsible unit (hereinafter, the "responsible unit") for overseeing the implementation of effective ethical corporate management, and shall submit regular reports (at least once a year) to the Board of Directors:

1. Assist in incorporating ethical values into the Company's business strategy and establish the Procedures and Guidelines to prevent unethical conduct.
2. Promote and coordinate awareness and educational activities regarding the Company's ethics policy.
3. Establish a stakeholder communication platform and provide a whistleblowing channel. Reported cases shall be handled by a dedicated unit.
4. Assist the Board of Directors and management in assessing the effectiveness of prevention measures taken for the purpose of implementing ethical management.
5. Prepare and properly retain relevant information such as ethical management policies and compliance statements as well as the status of undertakings and enforcement efforts.

Article 6 Prohibition Against Providing or Accepting Improper Benefits

Except in any of the circumstances enumerated below, the conduct of Company personnel providing, accepting, promising, or requesting, directly or indirectly, any benefits as specified in Article 4 shall comply with the provisions of the Company's Ethical Corporate Management Best Practice Principles and these Procedures and Guidelines, and relevant procedures shall be carried out:

1. Conduct that is undertaken to meet business needs and that is in accordance with a local courtesy, convention, or custom during a domestic or foreign trip, the reception of foreign guests, the promotion of business, or communication and coordination.
2. Conduct that has its basis in attending or inviting others to

attend social activities in line with accepted social custom, commercial purposes, or relationship development.

3. Invitation of guests to or attendance at commercial activities or factory visits in relation to business needs when the method of fee payment, number of participants, class of accommodation, and the time period for the event or visit have been specified in advance.
4. Attendance at folk festivals that are open to and invite the attendance of the general public.
5. Rewards, emergency assistance, condolence payments, or honorariums from the management.
6. Money, property, or other benefits offered to or accepted from a person other than a relative or friend or gifts given by another party to the majority of Company personnel, with a reasonable market value that does not exceed social norms; property received from the same counterparty or source within a single fiscal year shall be limited to a reasonable market value that does not exceed social norms.
7. Property with a reasonable market value that does not exceed social norms and that is received due to engagement, marriage, maternity, relocation, assumption of a position, promotion or transfer, retirement, resignation, or severance or the injury, illness, or death of the recipient or the recipient’s spouse or immediate family member.
8. Other conduct that complies with the rules of the Company.

Article 7 Procedures for Handling the Acceptance of Improper Benefits

Except in any of the circumstances enumerated in the preceding article, when Company personnel are provided with or promised, either directly or indirectly, any benefit as specified in Article 4 by a third party, the matter shall be handled in accordance with the following procedures:

1. If there is no relationship of interest between the party providing or offering the benefit and the official duties of the Company personnel, the personnel shall report to their immediate supervisor within three days of the acceptance of the benefit, and the responsible 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 personnel, the personnel shall return or refuse the benefit and shall report to their immediate supervisor and notify the responsible unit. When the benefit cannot be returned, the

personnel shall refer the matter to the responsible unit for handling within three days of the acceptance of the benefit.

A relationship of interest between the party providing or offering the benefit and the official duties of the Company personnel, as mentioned in the preceding paragraph, refers to any 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. 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.

Article 8 Prohibition and Handling Procedure for Facilitating Payments

The Company shall neither provide nor promise any facilitating payment.

If Company personnel provide or promise a facilitating payment under threat or intimidation, they shall submit a report to their immediate supervisor stating the facts and shall notify the responsible unit.

Upon receiving a report as mentioned in the preceding paragraph, the responsible unit shall take immediate action and undertake a review of relevant matters in order to minimize the risk of recurrence. Cases involving illegal behavior shall be immediately reported by the responsible unit to the relevant judicial agency.

Article 9 Procedures for Handling Political Donations

Political donations by the Company shall be made in accordance with the Company's Policies of Donations and Sponsorships and shall be made only after approval by the relevant person according to the delegation of authority.

Article 10 Procedures for Handling Charitable Donations or Sponsorships

Charitable donations or sponsorships by the Company shall be provided in accordance with the Company's Policies of Donations and Sponsorships and shall be provided only after approval by the relevant person according to the delegation of authority.

Article 11 Conflicts of Interest

When a Company director, manager, or other stakeholder attending or present at a Board meeting, or the juristic person represented thereby, has a stake in a matter at the meeting, that director, manager, or stakeholder shall state the material aspects of the stake at 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/herself from any discussion and voting, and may not exercise voting rights as a proxy on behalf of another director. Directors shall also practice self-discipline and may not support one another in improper dealings.

Board directors participating in or attending a Board meeting shall remain highly disciplined. If a proposal involves an interest of theirs or a legal entity they represent, they shall explain to the Board meeting the key details of the interest. If the interest is harmful to the Company’s interests, they shall recuse themselves from the discussion and voting on the proposal and shall avoid such discussion and voting, and they shall not exercise their voting rights as a proxy on behalf of other directors. Directors shall also practice self-discipline and may not support one another in improper dealings.

Where the spouse or a blood relative within the second degree of kinship of a director, or a company with which a director has a controlling or subordinate relationship, has an interest in a matter under discussion at a meeting as described in paragraph 1 of this Article, such director shall be deemed to have a personal interest in the matter.

If, in the course of conducting Company business, Company personnel discover that a potential conflict of interest exists involving themselves or the juristic person they represent, or that they or a spouse, parent, child, or person with whom they have a relationship of interest is likely to obtain improper benefits, they shall report the relevant matters to both their immediate supervisor and the responsible unit, and the immediate supervisor shall provide the personnel with proper instructions.

Company personnel may not use Company resources for commercial activities other than those of the Company. Furthermore, the job performance of personnel may not be affected by their involvement in commercial activities other than those of the Company.

Article 12 Prohibition Against Infringing Commercial Secrets and Intellectual Property

Company personnel shall faithfully follow the operating regulations pertaining to intellectual property and may neither disclose to any other party any trade secrets, trademarks, patents, works, or other intellectual property of the Company of which they have learned nor inquire about or collect any trade secrets, trademarks, patents, or other intellectual property of the Company unrelated to their individual duties.

Article 13 Prohibition Against Engaging in Acts of 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 business.

Article 14 Preventing Products or Services from Posing Harmful Effects on Stakeholders

The Company shall collect and gain a thorough understanding of the applicable laws and regulations and international standards governing its products and services. It shall observe these guidelines and publish them for Company personnel to ensure the transparency of information regarding, and the safety of, the products and services in the course of their research and development, procurement, manufacture, provision, and sale.

The Company shall adopt and publish on its website a policy on the protection of the rights and interests of consumers and other stakeholders in order to prevent its products and services from directly or indirectly infringing on the rights and interests or health and safety of consumers or other stakeholders.

Where there are media reports or sufficient facts indicating that a Company product or service likely poses a hazard to the health and safety of consumers or other stakeholders, the Company shall recall the product or suspend the service, verify the facts, and present a review and improvement plan.

The responsible unit of the Company shall report events described in the preceding paragraph to its Board of Directors, along with how they were handled and any subsequent reviews and corrective measures taken.

Article 15 Prohibition Against Insider Trading and Non-disclosure Agreements

Company personnel shall adhere to the provisions of the Securities and Exchange Act and may not use their knowledge of undisclosed information to engage in insider trading. Personnel are also prohibited from divulging undisclosed information to any other party, in order to prevent other parties from using such information to engage in insider trading.

Any organization or person outside the Company that is involved in any merger, demerger, acquisition and share transfer, major memorandum of understanding, strategic alliance, other business partnership plan, or major contract signing by the Company shall be required to sign a non-disclosure agreement binding them to not disclose to any other party any trade secret or other material Company information and to not use such information without the prior consent of the Company.

Article 16 Compliance and Announcement of Ethical Management Policy

The Company shall request its directors and senior management to issue a statement of compliance with its ethical management policy and require in the terms of employment that employees comply with such policy.

The Company shall disclose its ethical management policy in its internal rules, Annual Reports, websites, and other promotional materials, and shall make timely announcements of the policy in events held for outside parties such as product launches and investor press conferences, in order to make its suppliers, its customers, and other business-related institutions and personnel fully aware of its principles and rules regarding ethical management.

Article 17 Ethical Management Evaluation Prior to the Development of Commercial Relationships

Before developing a commercial relationship with another party, such as an agent, supplier, customer, or other counterparty in commercial dealings, the Company shall evaluate the legality and ethical management policy of the party and ascertain whether the party has a record of involvement in unethical conduct, in order to ensure that the party conducts business in a fair and transparent manner and will not request, offer, or accept bribes.

When the Company conducts an evaluation as described in the preceding paragraph, it may adopt appropriate audit procedures for the review of the counterparty with which it will have commercial dealings regarding the following matters, in order to gain a comprehensive knowledge of its ethical management:

1. The enterprise’s home country, location of business operations, organizational structure, management policy, and payment location.
2. Whether the enterprise has adopted an ethical management

policy, and the status of its implementation.

3. Whether the enterprise's business operations are located in a country with a high risk of corruption.
4. Whether the business operated by the enterprise is in an industry with a high risk of bribery.
5. The long-term business condition and degree of goodwill of the enterprise.
6. Consultation with the enterprise's business partners on their opinion of the enterprise.
7. Whether the enterprise has a record of involvement in unethical conduct such as bribery or illegal political contributions.

Article 18 Statement of Ethical Management Policy to Counterparties in Commercial Dealings

Company personnel, when engaging in commercial activities, shall inform trading counterparties of the Company's ethical management policy and related rules, and shall clearly refuse to provide, promise, request, or accept, directly or indirectly, any improper benefit in any form or name.

Article 19 Avoidance of Commercial Dealings with Unethical Operators

Company personnel shall avoid business transactions with any agent, supplier, customer, or other counterparty that is involved in unethical conduct. If a counterparty or partner in cooperation is found to have engaged in unethical conduct, Company personnel shall immediately cease dealing with the counterparty and blacklist it for any further business interaction, thereby effectively implementing the Company's ethical management policy.

Article 20 Stipulation of Ethical Management in Contracts

Before entering into a contract with another party, the Company shall gain a thorough understanding of the status of that party's ethical management practices. It is also advised to make observance of the ethical management policy of the Company part of the terms and conditions of the contract, stipulating at the least the following matters:

1. When a party to the contract becomes aware that a person has violated the terms and conditions pertaining to the prohibition of accepting commissions, rebates, or other improper benefits, the party shall immediately notify the other party of the violator's identity; the manner in which the provision, promise, request, or acceptance was made; and the monetary amount or

other improper benefit that was provided, promised, requested, or accepted. The party shall also provide the other party with pertinent evidence and cooperate fully with the investigation. If damage has resulted for either party, that party may request damages from the other party.

2. Where a party is discovered to be engaged in unethical conduct in its commercial activities, the other party may terminate or rescind the contract unconditionally at any time.
3. State specific and reasonable payment terms, including the place and method of payment and the requirement for compliance with related tax laws and regulations.

Article 21 Handling of Unethical Conduct by Company Personnel

The Company shall encourage Company personnel and the public to inform it of any unethical or unseemly conduct. All reported cases shall be handled according to the Company's Procedures for Handling Reported Cases.

Article 22 Handling of Unethical Conduct by Others Toward the Company

If Company personnel discover that another party has engaged in unethical conduct toward the Company, and that such unethical conduct involved illegal behavior, 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 also notify the governmental anti-corruption agency.

Article 23 Internal Awareness Sessions and Establishment of a System for Incentives, Penalties, Appeal, and Related Disciplinary Measures

The responsible unit of the Company shall arrange for the Chairman, President, or senior management to communicate the importance of ethics to its directors, employees, and mandataries.

The Company shall link ethical management to its employee performance evaluations and human resources policy, and establish clear and effective systems for incentives, penalties, and appeals.

If Company personnel commit a serious ethical conduct violation, the Company shall strip the personnel of their duties or terminate their employment in accordance with applicable laws and regulations or the personnel policy and procedures of the Company.

The Company shall disclose on its intranet the name and title of violators, the dates and details of their violations, and the actions taken in response.

Article 24 Enforcement

These Procedures and Guidelines, and any amendments hereto, shall be implemented after approval by the Board of Directors.