

Wistron NeWeb Corporation
Procedures for Preventing Insider Trading

- Article 1** In order to prevent any person who has gained insider information from engaging in insider trading due to lack of knowledge of relevant regulations and laws, the following Procedures are enacted pursuant to Article 8, paragraph 3 of the Regulations Governing Establishment of Internal Control Systems by Public Companies.
- Article 2** Making a profit is not necessarily the key component of insider trading. According to Article 157-1 of the Securities and Exchange Act, the key components of insider trading include the following:
1. Regulated subjects.
 2. Actual knowledge of any material information that may significantly influence the share price of WNC or that may significantly influence WNC's ability to meet its loan obligations (hereinafter "material information").
 3. After the material information is confirmed as accurate, and prior to the public disclosure of such information or within 18 hours after its public disclosure.
 4. Purchase or sale of, in the person's own name or in the name of another, shares of WNC that are listed on an exchange or an over-the-counter market, any other equity-type security of WNC, or non-equity corporate bonds issued by WNC.
- Article 3** The regulated subjects referred to in Article 2, subparagraph 1 of these Procedures are the following persons who are subject to the restrictions on insider trading:
1. A director, and/or managerial officer of WNC, a shareholder that directly or indirectly holds ten (10) percent or more of WNC's total shares, and/or a natural person designated to exercise powers as a representative pursuant to Article 27, paragraph 1 of the Company Act.
 2. Any related party of the preceding subparagraph (including spouses, minor children, and nominee shareholders).
 3. Any person who has learned the information by reason of an occupational or controlling relationship.
 4. A person who, though no longer among those listed in one of the preceding three subparagraphs, has only lost such status within the last six months.
 5. Any person who has learned the information from any of the persons named in the preceding four subparagraphs.
- Article 4** The shares of WNC that are listed on an exchange or an over-the-counter market, or any other equity-type security of WNC referred to in Article 2, subparagraph 4 of these Procedures are the following:
1. Any listed shares of WNC.
 2. Any equity-type securities such as convertible corporate bonds, corporate bonds with warrants, share subscription warrants, call (put) warrants, certificates of payment of

shares, stock warrant certificates, certificates of entitlement to new shares, certificates of entitlement to new shares from convertible bonds, or any other equity-type security of WNC.

Article 5 Material information referred to in Article 2, subparagraph 2 of these Procedures shall mean:

1. Information relating to the finances or businesses of WNC, the specific content of which will have a material impact on the price of the securities, or will have a material impact on the investment decision of a reasonably prudent investor, including:
 - 1) Matters provided in Article 7 of the Securities and Exchange Act Enforcement Rules.
 - 2) When WNC carries out any material transaction of public offering and issuance or private placement of equity-type securities, capital reduction, corporate merger, acquisition, or split, share exchange, conversion, or transfer of shares from others, direct or indirect investment project, or if there is any material change in any of the above matters.
 - 3) When WNC is involved in proceedings for reorganization, bankruptcy, dissolution, or application for stock delisting, or there is any material change in any of the above matters.
 - 4) When a member of the Board of Directors is subject to a provisional injunction ruling suspending his or her exercise of powers, making it impossible for the Board of Directors to exercise its powers, or all independent directors of WNC are removed from office.
 - 5) The occurrence of a disaster, group protest, strike, environmental pollution, or any other material event, where WNC incurs a material loss, or where a relevant authority orders suspension of work, suspension of business, or termination of business, or revokes or voids a relevant permit.
 - 6) The dishonor of a negotiable instrument, filing for bankruptcy or reorganization, or any other similar event of a material nature, with respect to a related party of WNC or to a principal debtor or a joint and several guarantor of a principal debtor; or inability by a principal obligor, in favor of whom WNC has made an endorsement or guarantee, to settle a matured negotiable instrument, loan, or other obligation.
 - 7) The occurrence of a significant event of internal control-related malpractice, a non-arms-length transaction, or defalcation of company assets.
 - 8) The suspension of part or all of business transactions between WNC and a principal client or supplier.
 - 9) Upon occurrence of any of the following with respect to a financial report of WNC:
 - (1) Failure to make a public announcement or a filing in a manner consistent with the requirements of Article 36 of the Securities and Exchange Act.
 - (2) An error or omission in a financial report prepared by WNC, with respect to Article 6 of the Securities and Exchange Act Enforcement Rules, requires a correction to and further restatement of the financial report.

- (3) A certified public accountant issues an audit or review report containing an opinion other than an unqualified or modified unqualified opinion. The same does not apply, however, in cases where the certified public accountant issues a qualified audit or review report for the reason of annual amortization of losses, as permitted by law, or for the reason that an amount of long-term equity investment and profit/loss thereupon presented in the first-quarter, third-quarter, or semiannual financial report is calculated on the basis of financial statements of the investee company that have not been audited or reviewed by a certified public accountant.
 - (4) A certified public accountant issues an audit or review report casting significant doubt upon WNC's ability to continue as a going concern.
 - 10) A significant discrepancy between financial forecasts already publicly disclosed and actual figures or between updated (or corrected) financial forecasts and original forecasts.
 - 11) WNC's operating income or income before tax shows a significant change from the same period of the previous year, or shows a significant change compared with the previous period and the change is not caused by seasonal factors.
 - 12) When any of the following accounting events occurs to WNC, and the event, although it does not affect the profit/loss of the current period, has resulted in a material change in the net worth of the current period:
 - (1) Revaluation of assets
 - (2) Valuation of financial instruments
 - (3) Foreign currency translation adjustments
 - (4) Financial instruments accounted for using hedge accounting
 - (5) Net losses not recognized as retirement fund costs
 - 13) Fundraising plans for corporate bond redemption cannot be carried out.
 - 14) When WNC buys back its own shares.
 - 15) When WNC makes or suspends a public tender offer to acquire securities issued by a public company.
 - 16) When WNC acquires or disposes of a major asset.
 - 17) If WNC has issued securities overseas, the occurrence of a material event that requires prompt public announcement or filing, as provided in the government laws and regulations, or securities exchange market rules and regulations, of the country where the securities are listed.
 - 18) Other matters relating to the finances or businesses of WNC that would have a material impact on its stock price or on the investment decisions of a reasonably prudent investor.
2. Information relating to the supply and demand of WNC's securities on the market, the specific content of which will have a material impact on the price of the securities, or will have a material impact on the investment decision of a reasonably prudent investor,

including:

- 1) When WNC's securities traded on the centralized securities exchange market or the TPEx securities market are subject to a public tender offer or suspension of a public tender offer.
 - 2) Any material change in the shareholding of WNC.
 - 3) When WNC's securities traded on the centralized securities exchange market or the TPEx securities market are subject to an event of bidding, auctioning, material default in settlement, change of the original method of trading, or suspension, limitation, or termination of trading, or there is any circumstance that may lead to any such event.
 - 4) When persons duly charged with exercising searches under the law conduct a search of the company or any of its major subsidiaries as defined in Article 2-1, paragraph 2 of the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants.
 - 5) Other information relating to the supply and demand of WNC's securities on the market, the specific content of which will have a material impact on the price of the securities, or will have a material impact on the investment decision of a reasonably prudent investor.
3. Information that will have a material impact on WNC's ability to meet its loan obligations, including:
- 1) Any matter set out in Article 7, subparagraphs 1 to 3 of the Securities and Exchange Act Enforcement Rules.
 - 2) Any matter set out in items 5 to 8, 9-4, and 13 in subparagraph 1 of these Procedures.
 - 3) When WNC is involved in proceedings for reorganization, bankruptcy, or dissolution.
 - 4) When WNC suffers a material loss, and the loss is likely to result in financial difficulty, suspension of business, or termination of business.
 - 5) When the amount of WNC's current assets, with inventory and prepaid expenses deducted and net cash inflows generated before the maturity date of corporate bonds added is insufficient to cover the principal or interest due in the near future for the most recent period and other current liabilities.
 - 6) The interest of any already issued corporate bonds is calculated at a non-fixed interest rate, and the interest expenses have risen significantly due to market interest rate fluctuations and affect WNC's ability to meet its loan obligations.
 - 7) Any other matter that could affect WNC's ability to meet its loan obligations.
- The provisions of the preceding subparagraph do not apply to companies issuing corporate bonds under a bank guarantee.

Article 6 The date of existence of the material information described in Article 2, subparagraph 2 of these Procedures shall be the date of the fact, agreement, contract signature, payment, request, execution of transaction, transfer of title, resolution of the Audit Committee or

Board of Directors, or other precise date based on concrete evidence, whichever comes first.

Article 7

1. Public disclosure of material information referred to in Article 5, subparagraphs 1 and 3 of these Procedures means WNC enters such information into the Market Observation Post System.
2. Public disclosure of material information referred to in Article 5, subparagraph 2 of these Procedures means WNC enters such information into the Market Observation Post System, the Market Information System website of the Taiwan Stock Exchange Corporation, or by two or more daily national newspapers on non-local news pages, national television news, or electronic newspapers issued by the aforesaid media.
3. In the case of information publicly disclosed “by two or more daily national newspapers on non-local news pages, national television news, or electronic newspapers issued by the aforesaid media” in the preceding paragraph, the period of 18 hours referred to in Article 2, paragraph 3 of these Procedures shall begin with the later of the time of delivery of the newspaper, first broadcasting of the television news, or posting of the news on an electronic website, as the case may be.
4. The time of delivery of a newspaper referred to in the preceding paragraph means 6 AM for morning newspapers and 3 PM for evening newspapers.

Article 8

Upon obtaining actual knowledge of any material information that will have an impact on the price of the securities of WNC, after the information is clarified, and prior to the public disclosure of such information or within 18 hours after its public disclosure, the persons referred to in Article 3 of these Procedures shall not purchase or sell, in the person’s own name or in the name of another, shares of WNC that are listed on an exchange or an over-the-counter market, or any other equity-type security of WNC.

Upon obtaining actual knowledge of any material information that will have an impact on the ability of WNC to meet its loan obligations, after the information is clarified, and prior to the public disclosure of such information or within 18 hours after its public disclosure, the persons referred to in Article 3 of these Procedures shall not sell, in the person’s own name or in the name of another, the non-equity-type corporate bonds of WNC that are listed on an exchange or an over-the-counter market.

Article 8-1

To enhance control measures over stock trading, WNC’s directors and managers are prohibited from trading listed shares of WNC or any other equity-type securities of WNC owned by the said persons during the closed period of 30 days prior to the announcement date of annual financial statements and 15 days prior to the announcement date of quarterly financial statements.

The announcement date referred to in the preceding paragraph is the date on which WNC announces material information in accordance with regulations stipulated by the Taiwan Stock Exchange Corporation.

Article 9

The stock affairs specialists of WNC shall set up promptly and maintain periodically the

records of the persons referred to in Article 3 of these Procedures and provide to them the relevant laws and regulations with respect to insider trading.

Article 10 Should any WNC employee violate any rules within these Procedures, subsequent punishment is subject to WNC's rules for rewards and disciplinary actions for employees, depending on the seriousness of the violation.

Article 11 Any other matters not set forth in these Procedures shall be dealt with in accordance with the applicable laws, rules, and regulations.

Article 12 These Procedures, and any amendment thereto, shall take full force and effect upon the approval of the Board of Directors.

Article 13 These Procedures were enacted on April 23, 2009.
The first amendment was made on August 18, 2010.
The second amendment was made on March 16, 2011, and the amendment was effective after the approval of the Shareholders' Meeting in the same year.
The third amendment was made on March 14, 2018.
The fourth amendment was made on December 21, 2022.