



AUO Corporation

Guidelines for the Adoption of Codes of Ethical Conduct for Directors and Senior Management

Article 1 Purpose

To assist the Company's directors and managerial officers (including the general manager and his or her counterparts, deputy general managers and their counterparts, assistant presidents and their counterparts, supervisors of financial department and accounting department, and those who manage the Company's affairs and are entitled to sign documents on behalf of the Company) in complying with the Company's ethical standards and help the Company's stakeholders better understand the Company's ethical standards, the Guidelines are established for compliance.

Article 2 Applicable scope

The purpose of the Guidelines is to prevent inadequate conduct and help the Company's directors and managerial officers meet the following requirements:

1. Prevent conflict of interest.
2. Avoid private profiteering.
3. Confidentiality obligation.
4. Fair trade.
5. Protect and appropriately use the Company's assets.
6. Comply with statutory laws and regulations.
7. Encourage reporting any conduct which is unlawful or breaches the Guidelines.

Article 3 Prevention of conflict of interest

The Company's directors or managerial officers shall objectively and efficiently handle business affairs and avoid inadequate benefits gained by themselves or their relatives within third degree of kinship due to their position in the Company. The Company shall pay special attention to capital lending or guarantee provision to the preceding personnel's affiliated enterprises, material asset transactions with them and goods purchase from them or sale to them.

In case that any of the Company's directors or managerial officers is likely to be involved in conflict of interest, the director in question shall report to the audit committee, whereas the managerial officer in question shall submit the details as a confidential case via e-submission system.

Article 4 Avoidance of private profiteering

The Company's directors or managerial officers shall not have any of the following conduct:



1. Seek any opportunity to pursue personal gain by using the Company's properties or information or by taking advantage of their position in the Company.
2. Acquire personal gain by using the Company's properties or information or by taking advantage of their position in the Company.
3. Compete with the Company.

When the Company has the opportunity to gain a profit, the Company's directors or managerial officers are liable to maximize the adequate and legal profit that can be acquired by the Company.

Article 5 Confidentiality obligation

Unless otherwise authorized or stated by law for information disclosure, the Company's directors or managerial officers shall be liable to keep the following information in secret: the Company's trade secret, intellectual properties, operating and financial reports, supplier and client information and the undisclosed information which may result in damage to the Company or its clients after being used or leaked by the Company's competitors.

Article 6 Fair trade

The Company's directors or managerial officers shall treat its suppliers and clients, competitors and employees fairly. They shall not manipulate, hide or abuse the information acquired due to their position, and shall not obtain inadequate benefits by making misrepresentation for important matters or through other unfair trading ways.

Article 7 Protection and appropriate use of the Company's assets

The Company's directors or managerial officers are all liable to protect the Company's assets, and ensure that the assets can be effectively and lawfully used in the Company's business, so as not to directly or indirectly reduce the Company's profitability as a result of infringement, theft, negligence or squander.

Article 8 Law and regulation compliance

The Company's directors or managerial officers shall comply with the Securities and Exchange Act, other laws and regulations required for the Company's activities, and the Company's policy.

Article 9 Encourage reporting of any conduct which is unlawful and breaches the codes of ethical conduct

In addition to reinforcing its promotion of the ethic concept, the Company shall also encourage its personnel to report to the appropriate personnel when suspecting or discovering any violation of laws and regulations or the Guidelines, and make its personnel aware that the Company will ensure the safety of the whistle-blower and protect them from reprisal. The Company has the "Procedure to Handle Accounting,

Internal Control and Audit Related Complaints“ and the reporting channels, such as the complaint box, supplier complaint box, general manager box, etc. are available for complaint reporting.

Article 10 Disciplinary measures

In addition to being disciplined as required by the personnel regulations, any violation of the Guidelines by a managerial officer shall also be reported to the board of directors if it is a serious violation. The personnel committing the violation may lodge their complaint in accordance with the personnel regulations and system. If any of the Company’s directors or managerial officers breaches the Guidelines, the relevant information shall be disclosed in real time according to statutory laws and regulations, competent authorities’ requirements, or when it is necessary.

Article 11 Exemption

In the case that any of the Company’s directors and managerial officers plans to be exempted from applicability of the Guidelines, they shall elaborate in advance on the content to the board of directors and convince the board of directors that such exemption will not be against the Company’s interests, and the exemption shall be approved through the resolution of the board of directors, whereas the Company shall disclose the relevant information on the Market Observation Post System.

Article 12 Implementation

The Guidelines shall be implemented after adoption by the board of directors, and the same shall apply to the revisions.

Article 13 The Guidelines were set up on November 14, 2014.