

Realtek Semiconductor Corp.
Procedures for Handling Material Inside Information
(Translation)

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Chapter 1 General Principles

Article 1

(Purpose of the Procedures)

The Procedures are specially adopted to establish sound mechanisms for the handling and disclosure of material inside information by the Company, in order to prevent improper information disclosures and to ensure the consistency and accuracy of information released by the Company to the public.

Article 2

(Material inside information shall be handled in accordance with applicable laws and regulations and the Procedures)

This Company shall implement its handling and disclosure of material inside information in accordance with applicable laws and regulations, the rules and regulations of the Taiwan Stock Exchange Corporation, and the Procedures.

Article 3

(Scope of application)

The Procedures shall apply to all directors, officers, and employees of the Company. The Company shall ensure that any other person who acquires knowledge of the Company's material inside information due to his/her position, profession, or relationship of control shall comply with the applicable provisions of the Procedures.

Article 4

(Scope of material inside information)

The material inside information as specified in the Procedures refers to the material information specified by the Securities and Exchange Act and related laws or statutes, and regulations as set forth by the Taiwan Stock Exchange.

Article 5

(Responsible unit in charge of the handling of material inside information)

The Company's responsible units for handling material inside information include the Spokesperson, Finance Division, Administration Department, and Legal Affairs. The responsible units shall have the following functions and authorities:

1. Responsibility for formulating the drafts of the Procedures and any amendments to them.
2. Responsibility for receiving inquiries in connection with the methods of handling material inside information, and for consultation, review, and recommendations relating to the Procedures.
3. Responsibility for receiving reports on unauthorized disclosures of material inside information and formulation of corresponding measures.

4. Responsibility for designing a system for preserving all documents, files, electronic records, and other materials related to the Procedures.
5. Other activities related to the Procedures.

Chapter 2 Material Inside Information Confidentiality Operation Procedures

Article 6

(Confidentiality firewall operations - Personnel)

This Company's directors, officers, and employees shall exercise the due care and fiduciary duty of a good administrator and act in good faith when performing their duties, and shall sign confidentiality agreements.

No director, officer, or employee with knowledge of material inside information of the Company may divulge the information to others.

No director, officer, or employee of the Company may inquire about or collect any non-public material inside information of the Company not related to their individual duties from a person with knowledge of such information, nor may they disclose to others any non-public material inside information of the Company of which they become aware for reasons other than the performance of their duties.

Article 7

(Confidentiality firewall operations - Documents and information)

Proper protection of confidentiality shall be given to files and documents containing the Company's material inside information when transmitted in written form. When transmitted by e-mail or other electronic means, such files and documents must be processed with appropriate security technology such as encryption or electronic signatures.

Files and documents containing the Company's material inside information shall be backed up and stored in a secure location.

Article 8

(Operation of confidentiality firewalls)

The Company shall ensure that the firewalls specified in the preceding two articles are established, and take the following additional steps:

1. Adopt adequate control measures for the firewalls and perform periodic testing.
2. Enhance measures for custody and maintaining the secrecy of files and documents containing non-public material inside information of the Company.

Article 9

(Confidentiality obligations of outside organizations and persons)

Any organization or person outside of the Company that is involved in any corporate action of the Company relating to a merger or acquisition, major memorandum of understanding, strategic alliance, other business partnership plans, or the signing of a major contract shall be required to sign a confidentiality agreement, and may not disclose to another party any material inside information of the Company's thus acquired.

Chapter 3 Procedures of Disclosure of Material Inside Information

Article 10

(Principles of disclosure of material inside information)

The Company shall comply with the following principles when making external disclosures of material inside information:

1. The information disclosed shall be accurate, complete, and timely.
2. There shall be a well-founded basis for the information disclosure.
3. The information shall be disclosed fairly.

Article 10-1 (Review procedures of material information and retention of review records)

When the material decisions or important events of the Company's resolutions are identified to meet the Taiwan Stock Exchange Corporation Procedures for Verification and Disclosure of Material Information of Companies with Listed Securities, or have significant impacts on the Company's finances, business, shareholders' rights or stock prices, the responsible units shall report to the responsible managers and the President on the date of occurrence of the events for their authorization, and release material information within the time limit stipulated by laws or regulations.

The above review documents shall be kept in electronic forms or in written forms for at least five years.

Article 11

(Implementation of the spokesperson system)

Any disclosure of the Company's material inside information, except as otherwise provided by law or regulation, shall be made by the Company's spokesperson, or by a deputy spokesperson acting in such capacity in a confirmed sequential order. When necessary, the disclosure may be made directly by the responsible person of the Company.

The Company's spokesperson or deputy spokesperson shall communicate to outside parties only information within the scope authorized by the Company, and no personnel of the Company other than those serving as the Company's responsible person, spokesperson, or deputy spokesperson may disclose any material inside information of the Company to outside parties without authorization.

Article 12

(Record of disclosure of material inside information)

This Company shall keep records of the following in respect of any disclosure of information to outside parties:

1. The person who discloses the information, the date, and the time.
2. How the information was disclosed.
3. What information was disclosed.
4. What written material or electronic files were delivered.
5. Any other relevant details.

Article 13

(Response to false media coverage)

If a media agency releases information that is in any respect inconsistent with material information disclosed by the Company, the Company shall promptly issue a clarification on the Market Observation Post System (MOPS) and request the media agency to correct the information.

Chapter 4 Handling of Unusual Events

Article 14

(Reporting of unusual events)

Any director, officer, or employee of the Company that becomes aware of any unauthorized disclosure of the Company's material inside information shall report to the responsible units and the internal audit department of the Company as soon as practicable.

Upon receipt of a report made pursuant to the preceding paragraph, the responsible units shall formulate corresponding measures. When necessary, the units may invite members from the internal audit and other departments to meet for discussion of the measures, and shall keep a record of the results of the measures for future reference. The internal auditors shall also perform such audits as their duties may require.

Article 15

(Disciplinary measures)

The Company shall take measures to discover those responsible and take appropriate legal action against any personnel under either of the following circumstances:

1. Personnel of the Company disclose material inside information without authorization to any outside party, or otherwise violate the Procedures or any other applicable law or regulation.
2. A spokesperson or deputy spokesperson of the Company communicates to any outside party any information beyond the scope authorized by the Company, or otherwise violates the Procedures or any other applicable law or regulation.

If any person outside the Company divulges any material inside information of the Company, thereby causing damage to any property or interest of the Company, the Company shall pursue appropriate measures to hold the person divulging the information legally liable.

Chapter 5 Internal Control Operation and Internal Awareness Campaigns

Article 16

(Internal controls)

The Procedures shall be incorporated into the Company's internal control system. The internal auditors shall keep themselves regularly informed of the status of compliance with the Procedures and shall prepare related audit reports, so as to ensure full implementation of the procedures for handling material inside information.

Article 17

(Awareness campaigns)

At least once per year, the Company shall conduct educational campaigns to promote awareness among all directors, officers, and employees with respect to the Procedures and related laws and regulations.

The Company shall also provide educational campaigns to new directors, officers, and employees in a timely manner.

Chapter 6 Supplementary Provisions

Article 18

The Procedures, and any amendments to them, shall be implemented upon approval by the board of directors.