

Nanya Technology Corp.

The Codes of Ethics of Directors and Managers

Amended by the Board of Directors on June 22, 2016

CHAPTER I GENERAL PRINCIPLES

Article 1

To establish the codes to avoid immoral behavior and activities resulting damages to the interests of company and shareholders in order to enable Directors and Managers (including President, Executive Vice Presidents, Senior Vice Presidents, Vice Presidents, Assistant Vice Presidents, Financial Officer, Accountant Officer and those who can manage affairs for and sign documents on behalf of the company) to conduct business activities on their duties and power for the company ethically.

CHAPTER II CONTENTS OF THE CODES OF ETHICS

Article 2

Directors and Managers should manage affairs of the company honestly, faithfully, lawfully, fairly, justly and ethically.

Article 3

Directors and Managers should avoid to intervene conflicts with personal interests or interests of the company, including but not limited to unable managing affairs objectively and effectively, or letting themselves, spouse, parents, children or a blood relation within the second degree get improper interests for their position. To avoid conflicts, expansion monetary loans or guarantees and acquisition or disposition of major assets to the preceding persons or their affiliated enterprises shall be approved by the Board of Directors. Creating the greatest interests for the Company should be concerned while purchase or sale between these companies.

Article 4

When the company has a chance to gain profit, Directors and Managers should guard interests for Company legally. Directors and Managers can't gain personal profit by their duties or from using properties or information of the Company. Directors and Managers can't do anything that is within the scope of the company's business except for complying the regulations of Company Law or Articles of Incorporation.

Article 5

Directors and Managers should keep secret for any information of Company's customers and suppliers unless they are authorized or permitted by law. Confidential information includes all undisclosed information that can be used by competitors or will be harmful to the company or customers after disclosure.

Article 6

Directors and Managers should treat customers, suppliers, competitors and employees fairly. They can't gain improper interests by controlling, hiding, or abusing information given by their duties, describing major affairs unreally or transacting unfairly.

Article 7

Directors and Managers should protect and properly utilize properties of the Company, and they should avoid the properties of the company being stolen, neglected or wasted and then affecting profitability.

Article 8

Directors and Managers should follow laws and rules of the Company.

Article 9

When employees find that Directors and Managers violate laws, regulations or the codes, they should provide sufficient evidence to the Audit Committee, Direct Managers, personnel officers, internal control officers or other appropriate persons. Once the report is certified correct, the company should give a reward in accordance with the personal management regulation.

The Company should deal with the said report properly, confidentially and conscientiously, and the Company should protect the reporter's safety from all kinds of retaliation.

Article 10

If Directors and Managers violate the codes, the Company should punish them in accordance with the personal management regulation and report to the Board of Directors after certification. The related violators should take civil and criminal responsibility and the Company should disclose dates of events, reasons of violation, items of violation and handling situation on the Market Observation Post System.

CHAPTER III PROCEDURES OF APPLICATION OF EXEMPTION

Article 11

When the Company proposes to exempt Directors or Managers from complying the codes under special circumstances, the issue shall be determined by the Board of Directors by a resolution adopted by a majority vote at the Board Meeting by over two-thirds of the Directors attendance. The Company should immediately disclose dates of approval by the Board, any opposing or qualified opinion expressed by the independent directors, terms of exemption, reasons of exemption and items of exemption on the Market Observation Post System so as to be assessed the appropriateness by the shareholders and to protect the interests of the Company.

CHAPTER IV WAYS OF DISCLOSURE

Article 12

The codes should be disclosed on the Company's website, annual report, prospectus and the Market Observation Post System. The same shall apply to any amendments to the codes.

CHAPTER ANCILLARY RULES

Article 13

The codes shall take effect after approval by the Board of Directors and be reported to

the Shareholders' Meeting. The same shall apply to any amendments to the codes.