



DELPHA CONSTRUCTION CO., LTD.

Integrity Management Principles

Article 1. Purpose and Scope of Application

This Principles is adopted to establish a culture of ethical corporate management and to promote sound corporate development.

This Principles applies to the Company's subsidiaries, foundations to which the Company has directly or indirectly donated over fifty percent of total funds, and other group enterprises or organizations over which the Company has substantive control (hereinafter referred to as the “Group Enterprises and Organizations”).

Article 2. Prohibition of Unethical Conduct

The Company’s directors, managerial officers, employees, appointees, or any persons having substantive control (hereinafter referred to as “Controllers”) shall not directly or indirectly offer, promise, request, or accept any undue benefits, or engage in other acts that violate ethical conduct, are unlawful, or breach fiduciary duties, in order to obtain or maintain benefits in the course of business conduct (hereinafter referred to as “Unethical Conduct”).

The parties involved in the preceding conduct include public officials, political candidates, political parties or their personnel, and any public or private enterprise or institution, including its directors, supervisors, managerial officers, employees, controllers, or other stakeholders.

Article 3. Forms of Benefits

As used in this Principles, the term “benefits” refers to anything of value, including money, gifts, commissions, positions, services, preferential treatment, rebates, etc., regardless of form or name. However, normal social etiquette that is occasional and does not affect specific rights or obligations shall be excluded.

Article 4. Compliance with Laws and Regulations

The Company shall comply with the Company Act, Securities and Exchange Act, Business Accounting Act, Political Donations Act, Anti-Corruption Act, Government Procurement Act, Act on Recusal of Public Servants Due to Conflicts of Interest, applicable listing rules, and other laws related to commercial conduct as the fundamental basis for implementing ethical business practices.

**Article 5. Policy**

The Company, based on the management philosophy of integrity, transparency, and accountability, has formulated a policy founded on ethical practices. This policy is approved by the Board of Directors, with robust corporate governance and risk control mechanisms established to foster a sustainable business environment.

Article 6. Preventive Programs

The ethical management policy adopted by the Company clearly and comprehensively specifies the practices for ethical conduct and the programs to prevent unethical behavior (hereinafter referred to as the “Preventive Programs”), which include operating procedures, Principles of conduct, and training programs.

The Preventive Programs established by the Company comply with applicable laws and regulations of the jurisdictions where the Company and its group enterprises operate.

During the formulation of the Preventive Programs, when necessary, the Company will communicate with employees, labor unions, key business partners, or other stakeholders.

Article 7. Scope of the Preventive Programs

When formulating preventive programs, the Company shall analyze operational activities with a higher risk of unethical conduct and strengthen corresponding preventive measures.

The preventive programs shall at a minimum include measures to prevent the following conduct:

1. Bribery and accepting bribes.
2. Offering illegal political donations.
3. Improper charitable donations or sponsorship.
4. Offering or accepting unreasonable gifts, hospitality, or other improper benefits.
5. Infringement of trade secrets, trademark rights, patent rights, copyrights, or other intellectual property rights.
6. Acts of unfair competition.
7. Activities during the procurement, production, provision, or sale of products or services that directly or indirectly harm the interests, health, or safety of consumers or other stakeholders.

Article 8. Commitment and Implementation

The Company shall disclose its ethical management policy on its official website, demonstrating the Board of Directors' and senior management's commitment to implementing the policy. The policy shall be faithfully executed through internal management and business operations.

**Article 9. Ethical Conduct in Business Activities**

The Company conducts business activities in accordance with the principles of integrity, fairness, and transparency.

Before engaging in business transactions, the Company shall evaluate the legitimacy and ethical standing of its agents, suppliers, customers, or other counterparties and avoid conducting business with those involved in unethical behavior.

Contracts engaged in agents, suppliers, customers, or other counterparties shall include clauses requiring adherence to ethical business policies and granting the Company the right to terminate or rescind the contract at any time upon discovery of unethical conduct.

Article 10. Prohibition of Bribery and Acceptance of Bribes

The Company, along with its directors, managerial officers, employees, appointees, and controllers, shall not, in the performance of business activities, directly or indirectly offer, promise, request, or accept any form of improper benefits from customers, agents, contractors, suppliers, public officials, or other stakeholders.

Article 11. Prohibition of Illegal Political Donations

The Company, along with its directors, managerial officers, employees, appointees, and people with substantive control shall not directly or indirectly make donations to political parties, political organizations, or individuals participating in political activities, unless such donations comply with the Political Donations Act and the Company's internal operating procedures. No such donations shall be made in exchange for business advantages or commercial benefits.

Article 12. Prohibition of Improper Charitable Donations or Sponsorships

The Company, along with its directors, managerial officers, employees, appointees, and people with substantive control shall ensure that all charitable donations or sponsorships comply with applicable laws and internal procedures. Such donations or sponsorships shall not be used as a disguised form of bribery.

Article 13. Prohibition of Unreasonable Gifts, Hospitality, or Other Improper Benefits

The Company, and its directors, managerial officers, employees, appointees, and controllers, shall not directly or indirectly offer or accept any unreasonable gifts, hospitality, or other improper benefits for the purpose of establishing a business relationship or influencing a business transaction.

**Article 14. Prohibition of Infringement of Intellectual Property Rights**

The Company and its directors, managerial officers, employees, appointees, and people with substantive control shall comply with applicable intellectual property laws, internal procedures, and contractual obligations. Without the authorization of the intellectual property owner, they shall not use, disclose, dispose of, damage, or otherwise infringe upon such rights.

Article 15. Prevention of Harm to Stakeholders from Products or Services

The Company and its directors, managerial officers, employees, appointees, and persons with substantive control shall, during the procurement, manufacturing, provision, or sale of products and services, comply with relevant laws and international standards. They shall ensure transparency and safety of product and service information, establish and disclose policies for the protection of consumer and stakeholder rights, and implement such policies to prevent any direct or indirect harm to the rights, health, or safety of consumers or other stakeholders.

If there is factual evidence indicating that the Company's products or services may pose a threat to the safety or health of consumers or other stakeholders, such products shall, in principle, be recalled or the services suspended immediately.

Article 16. Organization and Responsibilities

The Company's directors, managerial officers, employees, appointees, and people with substantive control shall fulfill the duty of care of a good administrator to prevent unethical conduct, continuously review the effectiveness of implementation, and ensure the ongoing improvement and enforcement of the ethical management policy.

To strengthen the management of ethical corporate conduct, the Company has established an Ethical Management Promotion Task Force under the Board of Directors, responsible for formulating and supervising the implementation of the ethical management policy and preventive programs. The Task Force shall be responsible for the following duties and report regularly to the Board:

1. Assisting in integrating integrity and ethical values into the Company's business strategy and establishing relevant preventive measures in line with legal and regulatory frameworks to ensure ethical corporate management.
2. Promoting the formulation of preventive programs against unethical conduct.
3. Promoting organizational structure, staffing, and role planning for business activities with higher risks of unethical conduct and embedding mutual supervision and checks-and-balances mechanisms.
4. Promoting and coordinating advocacy and training on the ethical management policy.



5. Designing and ensuring the effective implementation of a whistleblowing system.
6. Assisting the Board of Directors and management in auditing and evaluating the effectiveness of the implemented preventive measures and regularly assessing compliance within relevant business processes and preparing reports accordingly.

Article 17. Compliance with Laws in Business Operations

The Company's directors, managerial officers, employees, appointees, and persons with substantive control shall comply with applicable laws and the Company's preventive programs when conducting business operations.

Article 18. Avoidance of Conflicts of Interest

The Company shall adopt a conflict-of-interest policy to identify, monitor, and manage risks of unethical conduct arising from conflicts of interest. It shall also provide appropriate channels for directors, managerial officers, and other stakeholders attending or sitting in Board meetings to proactively disclose any potential conflicts of interest with the Company.

Any director, managerial officer, or other stakeholder attending or sitting in Board meetings who has a conflict of interest with respect to a proposal on the agenda, either personally or on behalf of the represented legal entity, shall disclose the material facts of such interest at that meeting. Where such conflict may harm the Company's interest, the person shall not participate in the discussion or voting of the proposal, must recuse themselves from the deliberation and vote, and shall not act as a proxy for other directors. Directors shall self-regulate and refrain from inappropriate mutual support.

The Company's directors, managerial officers, employees, appointees, and people with substantive control shall not exploit their position or influence within the Company to obtain improper benefits for themselves, their spouses, parents, children, or any other party.

Article 19. Accounting and Internal Controls

The Company shall establish effective accounting and internal control systems for business activities with higher risks of unethical conduct. It should not maintain off-the-book accounts or secret accounts and should continuously review the systems to ensure their effective design and implementation.

The Company's Internal Audit Office shall periodically audit the effectiveness of compliance with the above systems and prepare audit reports to be submitted to the Board of Directors. External auditors may be engaged to perform the audit, and professional consultants may be retained if necessary.

**Article 20. Operating Procedures and Principles of Conduct**

In accordance with Article 6, the Company has established operating procedures and a principle of conduct that specifically outlines matters requiring attention for directors, managerial officers, employees, and people with substantive control when performing business duties. These procedures cover the following:

1. Standards for identifying improper benefits offered or received.
2. Procedures for handling lawful political donations.
3. Procedures and monetary thresholds for making legitimate charitable donations or sponsorships.
4. Regulations for avoiding conflicts of interest related to one's duties, and procedures for declaration and handling thereof.
5. Confidentiality rules regarding confidential and commercially sensitive information obtained during business.
6. Rules and procedures for handling suppliers, customers, and business counterparties involved in unethical conduct.
7. Procedures for handling violations of the Company's Principles of Ethical Corporate Management.
8. Disciplinary measures to be imposed on violators.

Article 21. Education, Training, and Evaluation

The Chairperson, President, or senior management of the Company shall regularly convey the importance of ethical conduct to directors, employees, and appointees.

The Company shall regularly conduct training and advocacy programs for directors, managerial officers, employees, appointees, and persons with substantive control. Business counterparties may also be invited to participate to ensure they fully understand the Company's commitment to ethical management, its policies, preventive programs, and the consequences of engaging in unethical conduct.

The Company shall integrate its ethical management policy into employee performance evaluation and human resource policies and establish a clear and effective system of rewards and disciplinary actions.

Article 22. Whistleblowing Mechanism

The Company shall establish and effectively implement a concrete whistleblowing mechanism, covering the following:

1. Establishment and public disclosure of internal independent whistleblowing mailboxes



and hotlines, or engagement of independent external institutions to provide such channels, for use by internal and external personnel.

2. Designation of responsible personnel or units to handle whistleblowing cases. If a case involves directors or senior management, it shall be reported to the independent directors. Categories of cases and corresponding standard investigation procedures shall be defined.
3. Establishment of follow-up measures after investigation, based on the severity of the case. If necessary, the matter should be reported to the competent authority or referred to judicial investigation.
4. Proper recording and preservation of the acceptance, investigation process, results, and relevant documentation of whistleblowing cases.
5. Confidentiality of the whistleblower's identity and the whistleblowing content; anonymous reporting shall be permitted.
6. Measures to protect whistleblowers from retaliation or improper treatment because of their reports.
7. Reward measures for whistleblowers.

Where the designated personnel or unit handling whistleblowing cases discovers, through investigation, a major violation or a potential risk of significant harm to the Company, they shall promptly prepare a report and notify the independent directors in writing.

Article 23. Disciplinary and Appeal System

The Company shall establish and announce a disciplinary and appeal system for violations of the ethical management policy. It shall promptly disclose, via its internal website, information regarding violators, including their position, name, date of violation, nature of the violation, and disciplinary action taken.

Article 24. Information Disclosure

The Company shall develop quantitative metrics for promoting ethical corporate management, continuously analyze and evaluate the effectiveness of the policy, and disclose its adopted measures, implementation status, and results—including said metrics—on its official website, annual report, and public prospectus. The content of these Principles of Ethical Corporate Management shall also be published on the Market Observation Post System (MOPS).

Article 25. Review and Revision of Ethical Management Policies and Measures

The Company shall remain informed of developments in domestic and international ethical management standards and encourage directors, managerial officers, and employees to provide



recommendations. Such input shall serve as a basis for reviewing and improving the Company's ethical management policies and promotion measures to enhance implementation effectiveness.

Article 26. Implementation

This Principles of Ethical Corporate Management shall be implemented upon approval by the Board of Directors. The same shall apply to any amendments.

This Principles was adopted on April 15, 2021.