



**GLOBAL UNICHIP CORPORATION  
PROPRIETARY INFORMATION PROTECTION POLICY**

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## **Section 1. INTRODUCTION.**

- 1.1. This Policy (“PIP Policy” or “Policy”) generally governs GUC matters related to the protection of Proprietary Information (as defined below) at Global Unichip Corp. (“GUC”) and its Subsidiaries. Furthermore, in order to reaffirm and clarify GUC’s commitment to the protection of Proprietary Information, this Policy amends and restates the existing PIP policy in its entirety. This Policy is to be implemented more specifically with PIP Rules, which are incorporated herein by reference.
- 1.2. The PIP Policy applies to all Employees (as defined below), GUC Board of Directors members, as well as all GUC agents, subcontractors, designees and any other third parties having access to Proprietary Information.

## **Section 2. DEFINITIONS.**

- 2.1. “Confidential Information” means all information of GUC that has not been publicly disclosed by GUC, regardless of the media or manner in which it is used, stored or conveyed. More specifically, “Confidential Information” includes information created, derived, developed at or acquired by, or under the control of GUC, including, but not limited to:
  - (a) *Technology*—such as methods, techniques, processes, recipes, formulas, SPICE decks and models, design rules, programs, patterns, compilations, algorithms, designs, specifications, software, patent applications, knowhow – including innovations, inventions, R&D and test results, and knowledge of what & works and does not, and other trade secrets, and intellectual property;
  - (b) *Financial information*—such as forecasts, budgets, accounting information, revenues capex information, loans, and related data;
  - (c) *Corporate records*—such as information relating to GUC stock, debt, other securities, Board of Director records, shareholder records, financial controls, assets, mergers or acquisitions or disposition of assets; and information regarding PIP Policy and PIP Rules;
  - (d) *Sales and Marketing information*—such as GUC plans and strategies, customer plans and lists, customer derived information, roadmaps, costs, pricing, offers, bids, terms and other competitive information;
  - (e) *Employment and Personnel information*—such as National ID #, names, addresses, Telephone #, compensation, specific capabilities, medical files and information, employment evaluations of GUC personnel, employee training material(s), hiring and firing information, and information relating to stock ownership;
  - (f) *Contact information*—such as GUC organization charts, the identities of key decision makers at GUC customers, suppliers or other business associates, the preferences and needs of GUC’s business associates, and GUC’s methods and strategies for satisfying those needs and preferences; and
  - (g) *Business Operations information*—such as contracts, credit terms, business methods, research and development plans, best known methods, and equipment and material suppliers, and supplier pricing information.



- 2.2. “Employee” means all people employed, hired or retained by GUC, including without limitation, GUC officers, full-time employees, temporary or part time employees, contract workers, and “work-for-hire” consultants.
- 2.3. “PIP” means “Proprietary Information Protection.”
- 2.4. “PIP Committee” means the GUC organization responsible for the management and enforcement of PIP at GUC.
- 2.5. “PIP Officer” means the designated responsible representative or manager of the GUC PIP Committee or other organizations.
- 2.6. “PIP Rules” means guidelines, implementing rules and enforcement rules promulgated from time-to-time by GUC or the PIP Committee for the interpretation, protection, control and management of PIP matters and related issues.
- 2.7. “Proprietary Information” means information, including Confidential Information and Third Party Information, that is owned, controlled, or under the care or responsibility of GUC.
- 2.8. “Subsidiaries” means entities in which GUC either owns 50% or more of the entity’s outstanding equity, or maintains a controlling interest in the entity.
- 2.9. Third Party Information – means all information obtained or derived from a third party (including without limitation, vendors, suppliers, customers, joint development partners, academia, consultants, advisors), that is designated by the third party as being “confidential,” regardless of the media or manner in which it is received, stored or conveyed, (“Third Party Information”).

### **Section 3. NON-DISCLOSURE, ACCESS, USE AND CLASSIFICATION.**

- 3.1. The unauthorized use or unauthorized disclosure of Proprietary Information is strictly prohibited.
- 3.2. GUC, its Board members, Employees, agents, subcontractors and other designees must strictly preserve and protect all Proprietary Information under this Policy and the PIP Rules.
- 3.3. The PIP Rules are to define a clear classification and labeling system to enforce the protection of Proprietary Information. The failure to classify or label documents as proprietary or confidential does not exempt the documents or its contents from protection nor justify its unauthorized disclosure or use.
- 3.4. All GUC Employees, Board members, Supervisors, agents, subcontractors and designees are only to have access to Proprietary Information consistent with their job requirements and responsibilities as provided in any applicable contracts.
- 3.5. Any use, transmission and/or storage of Confidential Information, in any form, whether paper, electronically, digitally or otherwise must include adequate protection against subsequent unauthorized disclosure, including but not limited to affixing the proper security classification and the labeling of confidentiality/warning notices in digital and other transmissions.
- 3.6. Any and all documents, writings, records, statements, computers, PDAs, or similar devices including cell phones or other communication devices, removable discs, DVDs, CDs, or other electronic equipment or digital memory/information storage devices containing Proprietary Information are not to be removed from GUC unless properly authorized.
- 3.7. Any and all devices with photograph and recording functions being carried into the company are not allowed to take photos or record voice and video.
- 3.8. Each GUC business unit, group, division, other organization, and business entities will establish



appropriate rules and regulations as necessary for each work area under its responsibility consistent with this Policy and the PIP Rules.

#### **Section 4. PIP ORGANIZATIONAL RESPONSIBILITY.**

GUC president shall designate an internal GUC organization (the “PIP Committee”) to be responsible for: (a) implementation and enforcement of the PIP Policy and the PIP Rules; (b) enactment, enforcement and amendment of the PIP Rules; (c) establishing a classification system for Proprietary Information; (d) approval, supervision and enforcement of PIP-related projects initiated under the PIP Rules; (e) investigating compliance with and enforcement of the Policy and PIP Rules; (f) establishing disciplinary actions jointly with the HR under the PIP Policy and PIP Rules; and (g) creating and implementing PIP awareness, training programs and materials.

#### **Section 5. ENFORCEMENT.**

- 5.1. Prior to employment, and from time to time thereafter, GUC’s HR Organization must reasonably inform employment candidates and employees of the PIP Policy and PIP Rules, including but not limited to advising them of: (i) Employees’ obligations to protect Proprietary Information both during and after employment; (ii) GUC’s right to undertake disciplinary action; and (iii) GUC’s right to deny any Employees access to Proprietary Information.
- 5.2. All violations and any suspected violations of this PIP Policy, including suspected unauthorized use or disclosure of Confidential Information, are to be reported to the PIP Committee.
- 5.3. Employee violations of the PIP Policy, including PIP Rules, will result in disciplinary action, including the possibility of termination of employment and/or loss of benefits. The Company may consider other action that may be appropriate for violations by non-employee of the Company.
- 5.4. Violation of the PIP Policy including the PIP Rules by an Employee, Board member, agent, subcontractor, or other third party may result in legal action by GUC.

#### **Section 6. AUDITS.**

Compliance and enforcement of this Policy is subject to periodic internal audits.

#### **Section 7. OTHER GUC POLICIES.**

From time-to-time, other GUC policies may address related issues or matters including, but not limited to: Ethics and Business Conduct; Records Retention; Use of Electronic Systems; Guidelines Regarding the Use and Development of Third Party Technology.