

Board meeting procedures

November, 2022

- Article 1 In order to establish a good board of directors governance system, improve the supervision function and strengthen the management function of the company, these rules are formulated in accordance with the "Procedures of the Board of Directors of Publicly Offering Companies" for compliance.
- Article 2 The procedures of the company's board of directors shall be governed by these rules, unless otherwise provided by laws or articles of association.
- Article 3 The company's board of directors shall meet at least once every quarter, and shall be clearly stipulated in the procedures.
When convening the board of directors, the reasons for the convening shall be stated and all directors shall be notified seven days in advance. However, in case of emergency, they may be summoned at any time.
Notices of board meetings may be made electronically with the consent of the counterparty.
The matters in each paragraph of Paragraph 1 of Article 6 shall be listed in the reasons for convening and shall not be raised by temporary motion.
- Article 4 The company's board of directors convenes regularly, and the discussion unit designated by the board of directors is the Finance Department. Directors are consulted in advance to plan and formulate meeting topics and agendas, and sufficient meeting materials are provided and sent together with the convening notice.
If the director believes that the meeting materials are insufficient, he may request the meeting affairs department to make up for them. If the directors believe that the information on the proposal is insufficient, they may postpone the review upon resolution of the board of directors.
- Article 5 The contents of regular board meetings shall at least include the following matters:
1. Report matters:
 - (1) Minutes of the last meeting and execution status.
 - (2) Important financial business reports.
 - (3) Internal audit business report.
 - (4) Other important reporting matters.
 2. Matters discussed:
 - (1) Discussion items retained from the previous meeting.
 - (2) Matters discussed at this meeting.
 3. Temporary motion.
- Article 6 The company should bring the following matters to the board of directors for discussion:
1. The company's operating plan.
 2. Annual financial report and semi-annual financial report.
 3. Establish or amend the internal control system in accordance with Article 14-1 of the Securities and Exchange Act, and assess the effectiveness of the internal control system.

4. Establish or amend the procedures for handling major financial business activities such as acquiring or disposing of assets, engaging in derivatives transactions, lending funds to others, endorsing or providing guarantees for others, in accordance with Article 36-1 of the Securities and Exchange Act.
5. Raising, issuing or privately placing securities of an equity nature.
6. The election or dismissal of the chairman of the board of directors.
7. Appointment and removal of finance, accounting or internal audit supervisors.
8. Donations to related parties or major donations to non-related parties. However, public welfare donations for emergency relief due to major natural disasters may be submitted to the next board of directors for ratification.
9. In accordance with Article 14-3 of the Securities and Exchange Act, other major matters that should be resolved by shareholders' meeting or board of directors in accordance with laws or articles of association or stipulated by the competent authority.

The related party mentioned in subparagraph 8 of the preceding paragraph refers to the related person regulated by the financial report preparation standards of the securities issuer; the so-called major donation to a non-related party refers to the amount of each donation or the cumulative amount of donations to the same object within one year. More than NT\$100 million, or more than 1% of the net operating income or more than 5% of the paid-in capital in the latest year's financial report certified by an accountant.

The term "within one year" mentioned in the preceding paragraph is based on the date of the current board meeting and is calculated retrospectively for one year. Parts that have been approved by the board of directors are not included in the calculation.

If the shares of a foreign company have no par value or the par value per share is not NT\$10, the amount of 5% of the paid-in capital in Paragraph 2 shall be calculated as 2.5% of shareholders' equity.

At least one independent director should attend the board of directors in person; for the first matter that should be submitted to the board of directors for resolution, all independent directors should attend the board of directors. If an independent director is unable to attend in person, he should appoint other independent directors to attend on his behalf. If an independent director has objections or reservations, they should be stated in the minutes of the board of directors meeting; if an independent director is unable to attend the board of directors in person to express objections or reservations, unless there are legitimate reasons, he should issue a written opinion in advance and record it in the minutes of the board of directors meeting. .

Article 7 In addition to the matters that should be brought to the board of directors for discussion in Paragraph 1 of the preceding article, the level, content and other matters authorized to be implemented by the board of directors in accordance with laws or the company's articles of association should be specifically clear.

Article 8 When the board of directors is convened, a signature book shall be set up for the attendance of directors to sign in and for inspection.
Directors should attend the board of directors in person. If they are unable to attend in

person, they may entrust other directors to attend on their behalf in accordance with the company's articles of association. Those who participate in the meeting via video conference will be deemed to have attended in person.

When a director entrusts another director to attend the board of directors as a proxy, he should issue a power of attorney each time and list the scope of authorization for the reasons for the convening.

The agent mentioned in Paragraph 2 is limited to being entrusted by one person.

Article 9 The board of directors shall be held at the company's location and during office hours. However, for business needs, it may be held at other places and times that are convenient for directors to attend and suitable for board meetings.

Article 10 The Board of Directors of the Company is convened by the Chairman and chaired by the Chairman. However, when the first board meeting of each session is convened by the director with the most voting rights represented by the votes received at the shareholders' meeting, the meeting chairperson shall be the person with the right to convene the meeting. If there are two or more persons with the right to convene, one person shall be elected from each other to serve.

Article 11 When the board of directors is convened, the deliberation unit authorized by the board of directors shall prepare relevant information for the attending directors to check at any time. Personnel from relevant departments or subsidiaries may be notified to attend the meeting depending on the content of the motion. When necessary, accountants, lawyers or other professionals may be invited to attend meetings and provide expert opinions for the board of directors' reference, but they should leave during discussions and voting.

Article 12 If half of all directors are not present at the meeting time, the chairman may announce the postponement of the meeting, and the number of postponements is limited to two. If the meeting is still insufficient after two postponements, the chairman may reconvene the meeting in accordance with the procedures stipulated in Paragraph 2 of Article 3.

The total number of directors referred to in the preceding paragraph and Article 17, Paragraph 2, Paragraph 2, shall be calculated based on those who are actually in office.

Article 13 The board of directors shall conduct its proceedings in accordance with the procedures scheduled in the meeting notice. However, it may be changed with the consent of more than half of the directors present.

The chairman shall not declare a meeting to adjourn without the consent of more than half of the directors present.

During a board meeting, if the number of directors present does not constitute more than half of the directors present, upon the proposal of the directors present, the chairman shall declare the meeting to be suspended, and the provisions of Paragraph 1 of the preceding article shall apply *mutatis mutandis*.

Article 14 When the chairman considers that the discussion of a bill has reached a point where it can be put to a vote, he may announce that the discussion will be stopped and the bill will be put to a vote.

When a proposal is voted on, if all the directors present have no objections after consulting the chairman, it will be deemed to be passed, and its effect will be the same as

that of passing a vote. If there is any objection after being consulted by the chairman, it shall be put to a vote.

The voting method shall be decided by the chairman according to the following provisions. However, if there is any objection from the attendees, the decision shall be made by seeking the opinion of the majority:

1. Voting by show of hands.
2. Roll call voting.
3. Voting.
4. Vote on the company's own choice.

If it is necessary to set up scrutineers and counting personnel for voting on matters, they shall be designated by the chairman, but the scrutineers shall have the status of directors.

The results of the voting shall be reported on the spot and recorded.

The term "all directors present" as mentioned in the preceding two paragraphs does not include directors who are not allowed to exercise voting rights in accordance with the provisions of Article 16, paragraph 1.

Article 15 Voting on proposals, unless otherwise provided by the Company Law and the Articles of Association of the Company, shall require the presence of more than half of the directors, and the resolution shall be passed with the consent of more than half of the directors present.

If the matters resolved by the board of directors are significant information stipulated by law or the Taiwan Stock Exchange Corporation, the company shall transmit the content to the public information observatory within the specified time.

Article 16 Directors who have an interest in meeting matters, or the legal person they represent, shall explain the important content of their interests to the current board meeting. If there is a risk of harm to the interests of the company, they shall not participate in discussions and votes, and They should abstain from discussions and voting, and are not allowed to exercise their voting rights on behalf of other directors.

If a director's spouse, second-degree blood relative, or a company that has a controlling or subordinate relationship with the director has an interest in a matter at the meeting, the director will be deemed to have an interest in the matter.

The resolution of the board of directors shall be handled in accordance with Paragraph 4 of Article 206 of the Company Law and the provisions of Paragraph 2 of Article 180 shall apply mutatis mutandis to directors who are not allowed to exercise voting rights according to regulations.

Article 17 Article 17 The proceedings of the board of directors shall be kept in minutes, and the minutes shall record the following matters in detail:

1. The session (or year), time and place of the meeting.
2. The name of the chairman.
3. Attendance status of directors, including the names and number of those present, on leave and absent.
4. Names and professional titles of those present.
5. Name recorded.

6. Reporting matters.
7. Discussion matters: resolution methods and results of each proposal, summaries of speeches made by directors, experts and other personnel, names of directors involved in interests in accordance with Paragraph 1 of the preceding article, explanations of important contents of interests, and reasons why they should recuse themselves or not. Recusal, objection or reservation with records or written statements and written opinions issued by independent directors in accordance with Paragraph 4 of Article 6.
8. Temporary motion: the name of the proposer, the resolution method and result of the motion, the summary of the speeches of directors, experts and other personnel, the name of the directors involved in the interest in accordance with the provisions of Paragraph 1 of the preceding article, the explanation of the important contents of the interest, and whether they should recuse themselves or not. Reasons for recusal, circumstances of recusal, objections or reservations and records or written statements.
9. Other matters that should be recorded.

If any of the following matters are resolved by the board of directors, in addition to being stated in the minutes, an announcement must be made on the information reporting website designated by the competent authority within two days from the date of the board of directors:

1. The independent directors have objections or reservations and have records or written statements.
2. For a company to set up an audit committee, it must be approved by more than two-thirds of all directors without the approval of the audit committee.

The board of directors sign-in book is part of the minutes and should be properly kept during the existence of the company.

The minutes must be signed or stamped by the chairman of the meeting and the record-keeper, and distributed to all directors and supervisors within 20 days after the meeting. They must be included in the company's important files and properly kept during the company's existence.

The production and distribution of the proceedings mentioned in Paragraph 1 may be done electronically.

Article 18 The company shall record or videotape the entire meeting of the board of directors as evidence and keep it for at least five years. The preservation shall be done electronically. Before the retention period in the preceding paragraph expires, if a lawsuit occurs regarding relevant resolutions of the board of directors, the relevant audio or video evidence materials shall continue to be preserved until the conclusion of the litigation. If the board of directors is convened by video conference, the video and audio data shall be part of the minutes and shall be properly preserved during the existence of the company.

Article 19 The formulation and amendment of these rules of procedure shall be approved by the board of directors.