

Corporate Governance and Nominating Committee Charter

- Article 1. Objective and Basis
The Company establishes the Corporate Governance and Nominating Committee (hereinafter referred to as the “Committee”) pursuant to Article 25-1, 25-4 of the Articles of Incorporation and Article 27 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies, and establishes the Corporate Governance and Nominating Committee Charter (hereinafter referred to as the “Charter”) to ensure the soundness of the Board of Directors and to strengthen the management mechanism of the Company.
- Article 2. Scope of Application
Except as otherwise provided by laws, regulations or the Articles of Incorporation, matters relating to the powers of the Committee shall be subject to the Charter.
- Article 3. Formation, Term of Office and By-election
The Committee shall be composed of at least three directors (hereinafter referred to as the “Members”) and a majority of the Members shall be independent directors. The Members shall be appointed by the Board of Directors via resolution.
The term of a Member referred to in the preceding paragraph, except as otherwise provided by laws, regulations, or the Articles of Incorporation or bylaws of the Company, shall extend from the date of resolution on appointment made by the Board of Directors to the date of expiration of the director's term, the director's resignation from the Committee or the directorship, or the director's replacement by another director appointed as a Member by the Board of Directors.
Where any Member referred to in Paragraph 1 is dismissed for whatever reason and the Committee has less than three Members as a result, a Board of Directors meeting shall be held within three months after the date on which the dismissal occurred for a new appointment. Where the number of independent directors in the Committee is insufficient, the Company shall conduct a by-election of independent directors pursuant to laws, and hold a Board of Directors meeting for a new appointment.
- Article 4. Organizational Structure
The Committee sets up different groups in charge of corporate governance, promotion of corporate social responsibility, ethical management, environmental sustainability, and risk management. The President designates the supervisors of related departments to take responsibility for the duties of each group and implement related operation plans.
The groups shall report their respective work plans and implementation results to the Committee.
- Article 5. Duties
Members shall exercise the due care of a good administrator, faithfully perform the following duties, and be accountable to the Board of Directors. The proposals (resolutions) of the Committee shall be submitted to the Board of Directors on a regular basis for reporting or adoption:
I. Establishment and review of implementation effectiveness of the Corporate

Governance Practice Principles and related rules.

- II. Establishment, supervision and review of the CSR policy, system or related management guidelines.
- III. Establishment, supervision and review of the ethical management and preventive plans.
- IV. Establishment, supervision and review of environmental sustainability (climate change management) in terms of its systems and goals.
- V. Establishment, supervision and review of risk management policy and management mechanisms.
- VI. Recommendation list of director candidates.
- VII. Establishment and regular review of a continuous education plan for directors and a succession plan for directors and top managers.
- VIII. Building and development of the organizational structures of the Board of Directors and each functional committee.
- IX. Matters assigned to the Committee upon resolution of the Board of Directors.

Article 5-1. Nomination Instructions

The Committee shall pay attention to the following circumstances pursuant to Subparagraph 6 of the preceding article:

- I. Whether the director candidates meet the requirements for diversified background in expertise, skill, experience and gender needed for the operation of the Company.
- II. Whether the independent candidates meet the requirements of the Securities and Exchange Act, Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and the regulations of Taiwan Stock Exchange in terms of their seniority, professionalism, independency, integrity, and the number of companies for which they are working concurrently.
- III. Whether the qualifications of the director candidates meet relevant regulations and whether they are involved in any matters set forth in the subparagraphs under Article 30 of the Company Act. Article 192-1 of the Company Act shall apply.

The Committee shall perform the following duties pursuant to Subparagraph 8 of the preceding article:

- I. Establish setup standards for the functional committees under the Board of Directors, and member qualifications.
- II. Review member candidates of the functional committees for qualifications and potential conflicts of interest, and recommend candidates to the Board of Directors.

Article 6. Convention of Meetings

The Committee holds at least two meetings every year. When convening a meeting, the reasons for the meeting shall be indicated and the Members shall be notified seven days prior to the meeting. However, this is not applicable in emergency circumstances. The Committee shall elect one of the Members to act as the convener and chair of the meeting. Where the convener takes leave or cannot convene the meeting for whatever reasons, the Member designated by the convener shall act as his/her deputy. Where the convener does not designate a deputy, the Members of the Committee shall elect a deputy from among themselves.

The Committee may invite related personnel, CPAs, legal advisors, or other professionals to attend the meeting and provide required information.

Article 7. Agenda and Meeting Rules

The Committee decides on the agenda of the meeting. Other Members may provide proposals as a reference for the Committee.

The Committee shall prepare an attendance book for the attending Members to sign when the meeting is held. The attendance book shall be retained for reference.

The Members of the Committee shall be present at the meeting personally. A Member who cannot attend the meeting personally for whatever reasons may authorize another Member to attend the meeting as his/her deputy. A Member who participates in a video conference is deemed to be present in person at the meeting.

A Member who authorizes another Member to attend the meeting as his/her deputy shall present a letter of attorney on a case by case basis. The scope of authority shall be indicated based on the reasons for convening the meeting.

Except as otherwise provided by laws, regulations, or the Articles of Incorporation or bylaws of the Company, a resolution of the Committee requires the approval of a majority of the Members present at a meeting attended by two-thirds or more of all members. Voting results shall be reported on the spot and records shall be kept.

When a Member is an interested party with respect to a given matter under discussion at the meeting the Member shall explain the material aspects of the interest at the meeting. Where such a relationship is likely to prejudice the interests of the Company, the Member shall not participate in the discussion or voting, and shall recuse himself or herself therefrom. In addition, the Member shall not exercise the voting right for and on behalf of another Member. Where the spouse, blood relative within the second degree of kinship of a Member, or any company which has a controlling or subordinate relation with a Member has interests in a given matter under discussion at the meeting, such Member shall be deemed to have a personal interest in the matter. If, for the reason stated in the preceding paragraph, an agenda item cannot be resolved at a meeting of the Committee, it shall be reported to the Board of Directors to make a resolution.

To refuse a recommendation of the Committee, the Board of Directors shall require the agreement of a majority of the directors present at a meeting attended by two-thirds or more of the directors. In such event, the Company shall specify the details and causes of the discrepancy in the board meeting minutes, and, within two days counting inclusively from the date of the board meeting resolution, shall carry out a public announcement and reporting on the Market Observation Post System.

Article 8. Meeting Minutes

The proceedings of Committee meeting shall be recorded in minutes and shall detail the following matters:

- I. Session, time, and place of the meeting.
- II. The name of the chair.
- III. Attendance of Members, including the name and number of the Members who are present at the meeting, on leave or absent from the meeting.
- IV. The names and titles of nonvoting delegates at the meeting.
- V. The name of the minutes taker.
- VI. Reported matters.
- VII. Matters for discussion: the resolution method and outcome of each motion, and any objections or reservations expressed by any Committee member.
- VIII. Extempore motions: the name of the person submitting the motion, the

resolution method and outcome of the motion, and a summary of statements and objections or reservations expressed by members of the Committee, experts and other persons.

IX. Other matters required to be recorded.

The attendance book of the Committee and a video and audio record in the event of a video conference are an integral part of the minutes.

The minutes must be signed or sealed by the chair and the minute taker of the meeting, and copies thereof shall be distributed to all Members within 20 days after the meeting. The minutes shall be deemed important files of the Company and must be retained for five years. Preparation and distribution of the minutes may be conducted electronically.

The execution of tasks relating to resolutions adopted by the Committee may be delegated to the convener or other Members of the Committee for follow-up, and a written or verbal report shall be submitted to the Committee during the implementation period. When necessary, the matters concerned shall be submitted for ratification or a report shall be made at the next meeting of the Committee.

Article 9. Resources for Exercise of the Committee's Powers and Agenda Working Group

The Committee may resolve to authorize an attorney, CPA, or other professional to provide required investigation or advice with respect to matters in connection with exercise of the Committee's powers. The costs of their services shall be borne by the Company.

In the event that a professional or institution is retained pursuant to the preceding paragraph to assist with the performance of duties, the relationship between such appointee and the Company and the costs arising out of the retention shall be disclosed in the attached corporate governance operation table in the annual report.

The agenda working group of the Committee is the Administration Division. It shall assist the Committee in planning the agenda and in notification, proceeding, recording, and other related matters of the meeting.

Article 9-1 Information Disclosure

The Company shall disclose the formation, responsibility, and operation of the Committee as well as the diversity policy, concrete management objective and implementation status of the Board of Directors in the annual report and on the website of the Company. The formation and operation of the Committee shall also be disclosed on the Market Observation Post System.

Article 10. The Charter shall come into force after being approved by the Board of Directors and shall be disclosed on the website of the Company and the Market Observation Post System. The same is applicable to the amendments of the Charter.

Article 11. The Charter is announced and comes into force on September 26, 2019. The first amendment was made on July 15, 2021.