

Sustainability and Nominating Committee Charter

Article 1.

To achieve the sustainable development goals and enhance sustainable governance, the company has reorganized the original “Nominating Committee” into the “Sustainability and Nominating Committee” (hereinafter referred to as “the Committee”) in accordance with Article 27, Paragraph 3 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies and Article 9, Paragraph 1 of the Sustainable Development Best Practice Principles for TWSE/TPEX Listed Companies, and established the Charter of the Committee for compliance. (hereinafter referred to as “this Charter”)

Article 2.

Except as otherwise provided by law and regulation or by the articles of incorporation, matters relating to the official powers of the Committee shall be handled in accordance with this Charter.

Article 3.

This Company shall make the content of this Charter available on its website and the Market Observation Post System for public reference.

Article 4.

The members of the Committee shall be appointed by the board of directors, with a minimum of three members, of which the majority must be independent directors. All members of the Committee shall possess the ability to perform his or her duties such as expertise in corporate governance or work experience in the area of commerce, law, finance or accounting, or otherwise necessary for company business.

The term of a Committee member, except as otherwise provided by law and regulation or this Company’s articles of incorporation or bylaws, shall extend from the date of the director’s selection as Committee member by the board 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 selected as Committee member by the board.

Article 5.

The operation of the Committee shall adhere to the principle of sustainable business practices, with the main purpose of guiding the implementation of the following matters:

1. Exercise corporate governance.
2. Foster a sustainable environment.
3. Preserve public welfare.
4. Enhance disclosure of corporate sustainable development information.

If a member of the Committee has a stake in performing the duties in the preceding paragraph, he/she shall state the important aspects of its stake in the meeting of the Committee concerned, and where there is a likelihood that the interests of this Company would be prejudiced, he/she may not participate in discussion or voting, shall recuse himself/herself from any such discussion and voting, and may not exercise voting rights as proxy on behalf of another member of the Committee. A member of the Committee is deemed to have a stake in a matter in which his/her spouse, a blood relative of the member's within the second degree of kinship, or a company in a controlling/subordinate relationship with the member has a stake.

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

Article 6.

Pursuant to the preceding Article, Paragraph 1, the Committee shall undertake the following tasks:

1. Prescribing and reviewing before the expiry of each term the number and qualifications of the directors based on the scale and business nature of the Company, taking into account the expertise, skills, experience, gender and independence required of them.
2. Identifying qualified candidates for director positions based on the number and qualifications prescribed pursuant to the preceding subparagraph, presenting a list of such candidates to the board, conducting careful reviews of the qualifications of the nominees and the existence of any matters set forth in Article 30 of the Company Act, and acting in accordance with Article 192-1 of the Company Act.
3. In nominating independent directors, the Committee shall take note of the experience, professional qualifications, and integrity of the nominee (compared to other candidates), any concurrent position of director, supervisor, committee member or chairperson that the nominee may hold in another company, as well as whether the nominee meets the requirements for independent director set out in the Securities and Exchange Act and the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and as set by the Taiwan Stock Exchange Corporation or Taipei Exchange; the prime consideration shall be that the nominee will act in the long-term interests of shareholders.
4. Review proposals submitted by shareholders for the shareholders meeting and director candidate qualifications.
5. Prescribing standards for establishment and qualifications for members and recommending an organizational charter for each committee under the board of directors, reviewing these standards and charters at least once every year.

6. Review the amendment of the “Corporate Governance Practical Rules” at least once a year and explain the reasons for the amendment to the board of directors.
7. Supervising the condition of compliance with “Corporate Governance Practical Rules.”
8. Annual planning the composition of the board and each committee, and evaluating the performance of the board and functional committees.
9. Review the establishment and amendment of the relevant regulations for the operation of the board of directors of the company, including but not limited to “Procedures for Election of Directors,” “Rules for Performance Evaluation of Board of Directors and Functional Committees,” “Rules for Independent Director’s Scope of Duties,” “Standard Operating Procedures for Handling Requirements of Directors,” etc.
10. Examine company policies and practices related to major issues such as sustainability, environment, social, and governance, as well as public issues affecting investors and other key stakeholders.
11. Other matters instructed by the board of directors.

Article 7.

The Committee shall convene at least once a year, and may call a meeting at its discretion whenever necessary.

In calling a Committee meeting, a notice setting out the reasons for the meeting shall be given to the Committee members earlier than seven days in advance of the meeting. In emergency circumstances, however, the meeting may be called on shorter notice.

The convener and chairperson of a Committee meeting shall be an independent director. If the Committee convener is on leave, unable to convene a meeting for any reason, or required to recuse himself/herself pursuant to Article 5, Paragraph 2, the convener shall appoint another independent director on the Committee to act as a convener, or, when necessary, may appoint another member of the Committee to act as a convener. If the convener does not make such an appointment, the other Committee members shall select one independent director to serve as a convener.

The Committee may request management-level personnel of relevant departments, internal auditors, accountants, legal consultants or other personnel of the Company to attend the meeting and provide related information as required, provided such delegates shall leave upon any discussion or voting being conducted.

Article 8.

The Committee’s meeting agenda shall be drafted by the convener. Other members may also propose motions to the Committee for discussion. The meeting agenda shall be provided to members of the Committee in advance.

When a Committee meeting is convened, the Company shall make available an attendance book for attending members to sign and also for reference.

Committee members shall attend meetings in person. If a Committee member is unable to do so, it may appoint another member to do so as its proxy. Attendance via videoconferencing is deemed attendance in person.

A Committee member appointing another member to attend a meeting as its proxy shall issue a letter of authorization for each such appointment setting out the authorization in regard to matters for which the meeting is convened.

The proxy mentioned in Paragraph 3 above may accept the appointment by one person only.

Article 9.

Except as otherwise provided by law and regulation or by this Company's articles of incorporation and bylaws, a resolution of the Committee requires the approval of a majority of the members present at the meeting attended by two-thirds or more of all Committee members.

The proceedings of a Committee meeting shall be recorded in minutes, which shall specify the following matters in detail:

1. Session, time, and place of the meeting
2. Chairperson's name
3. Attendance of members, including names and numbers of members who are present at the meeting, on leave or absent from the meeting
4. Names and titles of nonvoting delegates at the meeting
5. Name of minutes taker
6. Matters reported on
7. Matters for discussion: the resolution method and outcome of each motion, and any objections or reservations expressed by any Committee member
8. Extempore motions: the name of the person submitting the motion, the resolution method and outcome of the motion, and summary of statements and objections or reservations expressed by members of the Committee, experts and other persons
9. Other matters required to be recorded.

The attendance book of the meeting, and the video and audio record in the event of a videoconference convened, are an integral part of the minutes of the proceedings.

Minutes of the proceedings must be signed or sealed by the chairperson and the minute taker of the meeting, and copies thereof shall be distributed to all Committee members within 20 days after the meeting. The minutes shall also be submitted to the board and be deemed important files of the Company, and shall be retained for five years. Preparation and distribution of the minutes of the proceedings may be done electronically.

In the event of a suit in respect of a matter concerning the Committee before the retention period in the preceding paragraph expires, the minutes shall be retained until the conclusion of the litigation.

Article 10.

The Committee may resolve to retain the service of an attorney, professional human resources agency, investment bank, certified public accountant, or other professionals to provide advice with respect to matters in connection with Articles 5 and 6. The costs of their services shall be borne by this Company.

Article 11.

The Company shall disclose, in the annual report, information relevant to the Committee and its operations, including the composition of the Committee, number of meetings held, and attendance of members.

The operation of the Committee as mentioned in the preceding paragraph shall be disclosed on the Market Observation Post System.

Article 12.

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

Article 13.

This Charter, and any amendments hereto, shall come into force after approval by the board of directors.

This Charter was established by the board of directors on 23 February 2018.

This Charter was amended by the board of directors on 11 April 2019.

This Charter was amended by the board of directors on 6 November 2020.

This Charter was amended by the board of directors on 24 February 2022.

This Charter was amended by the board of directors on 24 May 2024.