

# Nomination Committee Organizational Rules

Name	Nomination Committee Organizational Rules	Document NO.	
<p data-bbox="204 327 323 360">Article 1</p> <p data-bbox="204 405 1382 618">In order to improve the functions of the company's board of directors and strengthen the management mechanism, the organizational rules of the committee (hereinafter referred to as the organizational rules) are formulated in accordance with the provisions of Article 27, Paragraph 3 of the Code of Practice for the Governance of Listed Over-the-Counter Companies (hereinafter referred to as the organizational rules) for compliance.</p> <p data-bbox="204 696 323 730">Article 2</p> <p data-bbox="204 775 1382 875">Matters related to the duties and powers of the Company's Nomination Committee shall be in accordance with the provisions of the Organization's Articles of Association, unless otherwise provided by laws or articles of association.</p> <p data-bbox="204 954 323 987">Article 3</p> <p data-bbox="204 1032 1318 1099">The company should post the contents of this organizational procedure on the company's website and public information observatory for inquiry.</p> <p data-bbox="204 1178 323 1211">Article 4</p> <p data-bbox="204 1256 1382 1570">This committee is composed of at least three directors recommended by the board of directors, among whom more than half of the independent directors should participate. Unless otherwise provided by laws or the company's articles of association or rules, the term of office for a director to join this committee shall be from the date of election by the board of directors until the expiration of the director's term, his resignation from the committee or his position as a director, or the board of directors' election to replace the original director. As of the date of membership of this committee.</p> <p data-bbox="204 1648 323 1682">Article 5</p> <p data-bbox="204 1727 1382 1827">In accordance with the authorization of the Board of Directors, the Committee shall faithfully perform the following duties and powers with the care of a good manager, and submit its suggestions to the Board of Directors for discussion:</p> <ol data-bbox="268 1839 1382 2007" style="list-style-type: none"> <li>1. Establish standards for diversity of backgrounds and independence in terms of professional knowledge, skills, experience, gender, etc. required by board members and senior managers, and use this to identify, review and nominate candidates for directors and senior managers. Senior managers are defined as group managers and above.</li> </ol>			

2. Construct and develop the organizational structure of the board of directors and committees, conduct performance evaluations of the board of directors, committees, directors and senior managers, and evaluate the independence of independent directors.
3. Formulate and regularly review director training plans and succession plans for directors and senior managers.
4. Formulate the company's corporate governance code of practice.

Members of this committee who have an interest in performing the functions and powers specified in the preceding paragraph shall explain the important contents of their interests at the current committee meeting. If there is a risk of harm to the interests of the company, they shall not participate in the discussion and voting, and the discussion and voting must be shall be recused and shall not act on behalf of other committee members to exercise their voting rights. Spouses, blood relatives within the second degree of consanguinity of members of this committee, or companies that have a controlling or subordinate relationship with committee members who have an interest in matters at the meeting shall be deemed to have a personal interest in the matter.

If the board of directors does not adopt the recommendation of this committee, more than two-thirds of all directors must be present, and more than half of the directors present must agree to do so. The company shall not only record the differences and reasons in the minutes of the board of directors, but also shall pass it through the board of directors. Announcement declaration must be made at the Public Information Observation Station within two days starting from now.

#### Article 6

In accordance with the provisions of Paragraph 1, Paragraph 1 of the preceding Article, this Committee shall handle the following matters:

1. Based on the company's scale and business nature, taking into account the professional knowledge, skills and experience required by the company's directors and senior managers, as well as their gender and independence, determine and regularly review the number of directors and senior managers and the number of directors and senior managers that should meet the requirements conditions.
2. Based on the number of people and conditions stipulated in the preceding paragraph, search for suitable director candidates, submit a list of director candidates to the board of directors, and carefully evaluate the qualifications of the nominees and whether they have the conditions listed in Article 30 of the Company Law and other matters, and shall be handled in accordance with Article 192-1 of the Company Law.
3. When nominating a list of independent director candidates, attention should be paid to the qualifications, professionalism, integrity and concurrent service of the nominee as a director, committee member or chairman of other companies (compared to other candidates) and whether it complies with the Securities and Exchange Act and public offering requirements. The company's establishment of independent directors and matters to be followed, as well as the conditions for independent directors stipulated by the Taiwan Stock Exchange or the Over-the-Counter Securities Trading

Center of the Republic of China, must be in line with the long-term interests of shareholders.

4. Based on the number of people and conditions stipulated in the first paragraph, search for suitable candidates for senior managers, conduct a preliminary review, and submit the review results and a reference list of senior managers recommendations to the board of directors for approval.

#### Article 7

In accordance with the provisions of Article 5, Paragraph 1, Paragraph 2, this Committee shall handle the following matters:

1. Formulate establishment standards and member qualifications for each committee affiliated to the board of directors, recommend their organizational rules, and propose amendments to the board of directors in a timely manner.
2. Review the qualifications and potential conflicts of interest of each committee member candidate, and recommend to the board of directors candidates for new members and conveners of each committee.
3. Conduct annual performance evaluations of directors, conveners of each committee and their members, and senior managers, and recommend to the board of directors whether replacement is needed. The term of office of the convener of each committee and its members shall be consistent with the term of directors, with a three-year term as the principle.

#### Article 8

This committee may convene meetings at any time as necessary.

The convening of this committee shall state the reasons for the convening and notify the members of this committee seven days in advance. However, this does not apply to emergencies.

An independent director shall serve as the convener and chairman of the meeting of the Committee. If the convener takes leave, is unable to convene the meeting for any reason, or is required to withdraw in accordance with the provisions of Article 5, Paragraph 2, he shall designate other independent directors of the Committee to act on his behalf when necessary. If the convener fails to designate an agent, the other members of the committee shall nominate an independent director to act as the agent.

The committee may invite relevant department managers, internal auditors, accountants, legal advisors or other personnel of the company to attend the meeting and provide relevant necessary information, but they shall leave the meeting during discussion and voting.

#### Article 9

The meeting agenda of this committee is set by the convener, and other members may also provide proposals for discussion by this committee.

The meeting agenda should be provided to committee members in advance.

When this committee is held, the company should set up a signature book for attendance members to sign in and make it available for inspection.

Members of this committee shall attend the committee in person. If they are unable to attend in person, they may entrust other members to attend on their behalf; those who participate in the meeting via video conference shall be deemed to have attended in person.

When a member of this committee entrusts another member to attend the committee on his or her behalf, he or she shall issue a power of attorney each time and list the scope of authorization for the reason for the convening.

The agent in Paragraph 3 is limited to being entrusted by one person.

#### Article 10

When the committee makes a resolution, unless otherwise provided by laws or the company's articles of association or rules, more than two-thirds of the committee members must be present, and more than half of the members present must agree to the decision.

The proceedings of this committee shall be kept in minutes, and the minutes shall record the following matters in detail:

1. Session, time and place of the meeting.
2. The name of the chairman.
3. Member attendance status, 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 motion, objections or reservations of committee members.
8. Temporary motion: name of the proposer, resolution method and result of the motion, members of the committee, experts and summaries of speeches, objections or reservations made by others.
9. Other matters that should be recorded.

The sign-in book of this committee is part of the minutes; if the meeting is held by video conference, the video and audio data are also part of the minutes.

The minutes must be signed or stamped by the chairman of the meeting and the recorder, distributed to the members of the committee within 20 days after the meeting, and should be submitted to the board of directors and included in the company's important files, and should be kept for five years; the production and distribution of the minutes, This can be done electronically.

Before the retention period in the preceding paragraph expires, if a lawsuit occurs regarding matters related to this committee, it shall be preserved until the litigation is terminated.

#### Article 11

The Committee may, by resolution, appoint lawyers, professional manpower agencies, investment banks, accountants or other professionals to provide

consultation and assistance on matters related to Articles 5 and 6. The expenses incurred shall be borne by the Company. .

The circumstances in which professionals or institutions are appointed to assist in the performance of duties, the relationship between the appointees and the company, and the expenses incurred in the preceding paragraph shall be disclosed in the corporate governance operation schedule of the annual report.

#### Article 12

The company's annual report should disclose relevant information about the committee, including the procedures for recommending a list of candidates, the standards that candidates should meet, the board diversity policy, and the status of the achievement of previous procedures, standards, and policies, as well as the operation of the committee, including the composition of the committee, the number of meetings, and the attendance of committee members.

The operation status of the committee mentioned in the preceding paragraph shall be disclosed on the public information observatory.

#### Article 13

Matters decided by this committee and related implementation work may be authorized to the convener or other members of this committee to continue handling, and report to this committee in writing or verbally during the implementation period. If necessary, they shall be submitted to this committee for ratification at the next meeting. or report.

#### Article 14

These organizational regulations shall come into effect after being approved by the board of directors, even if they are revised.