

Remuneration Committee Charter

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Article Amendment			
Rev	Pages	Description	Approved Date
1	-	Article Establishment.	2023/8/10
2			
3			
4			
5			
6			
7			
8			
9			
10			

Remuneration Committee Charter

Article 1 (Purpose and Basis)

In order to improve the remuneration system for directors and managerial officers and the management of the remuneration committee of the Company, this Remuneration Committee Charter (“this Charter”) has been established in accordance with the “Regulations Governing Establishment of Internal Control Systems by Public Companies” and Article 3 of the “Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Taiwan Stock Exchange or the Taipei Exchange” (“Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee”).

Article 2 (Scope)

The power, operation and management of the Company’s Remuneration Committee (“the Committee”) are subject to this Charter, except where otherwise specified by the laws or bylaws of the Republic of China. The Human Resource Div.is the responsible division for the formulation and execution of this Charter.

Article 3 (Announcement for Reference)

The Company shall announce this Charter on the Company's website and “Public Information Observation System” for public access and reference.

Article 4 (Function)

The function of the committee is to assess the remuneration policies and systems for the directors and managerial officers of the Company from a professional and objective standpoint. It provides recommendations to the board of directors for their decision-making.

Article 5 (Composition)

The number of the Committee members shall not be fewer than three, as appointed by resolution of the board of directors. A majority of the members should be independent directors.

The professional qualifications and independence of the Committee members shall meet the criteria set forth in Article 5 and 6 of the “Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee”.

Article 6 (Term and Replacement)

The term of the Committee members shall end at the same time as that of the board of directors that appointed the members.

When a member of the Committee is dismissed for any reason, resulting in there being less than 3 members, a board of directors meeting shall be held within 3 months counting from the date of occurrence of the event to appoint a replacement. However, in the event that an independent director is removed and there are no other independent directors available, the Company may appoint a non-independent director as a member of the Committee temporarily, until the appointment of a new independent director through the regular process for replacement.

Article 7 (Responsibilities)

The Committee shall exercise the care of a good administrator in faithfully performing the official powers listed below, and shall submit its recommendations for deliberation by the board of directors:

1. Regularly review this Charter and propose amendment suggestions.
2. Prescribe and periodically review the performance review standards, annual and long-term performance goals, and remuneration policy, system, standards, and structure for directors and managerial officers. Disclose the content of performance review criteria in the annual report.
3. Regularly assess the achievement of performance goals for directors and managerial officers of the Company. Determine the content and amount of individual remuneration based on the evaluation results derived from the performance review. The individual performance evaluation results of directors and managerial officers, as well as the content, amount, and rationale for individual remuneration in relation to the performance evaluation results should be disclosed in the annual report . This information should also be included in the shareholder meeting report.

When performing the official powers of the preceding paragraph, the Committee shall follow the principles listed below:

1. Ensure that the remuneration arrangements of the Company comply with relevant laws and regulations of the Republic of China and are sufficient to attract exceptional talent.
2. With respect to the performance assessment and remuneration of directors and managerial officers of the Company, it shall refer to the typical pay levels adopted by peer companies, and take into consideration such as individual performance evaluation results, time

commitment, responsibilities, achievement of personal goals, performance in other positions, remuneration given to individuals in similar positions in recent years, as well as the reasonableness of the correlation between remuneration and individual performance, the company's business performance, and future risk exposure evaluating through the attainment of short-term and long-term business objectives and the financial condition of the Company.

3. It shall not produce an incentive for the directors or managerial officers to engage in activity to pursue remuneration exceeding the risks that the Company may tolerate.
4. It shall take into consideration the characteristics of the industry and the nature of the Company's business when determining the ratio of bonus payout based on the short-term performance of its directors and senior management and the time for payment of the variable part of remuneration.
5. The establishment of the content and amount of remuneration for directors and managerial officers should consider reasonableness. The determination of remuneration for directors and managerial officers should not significantly deviate from the financial performance. In the event of significant profit decline or long-term losses, their remuneration should not exceed the previous fiscal year. If it still exceeds the previous fiscal year, a reasonable explanation should be disclosed in the annual report and reported in the shareholder meeting.
6. The members of the Committee shall not participate in discussions or voting regarding their own individual remuneration decisions.

"Remuneration" as used in the preceding two paragraphs includes cash compensation, stock options, profit sharing and stock ownership, retirement benefits or severance pay, allowances or stipends of any kind, and other substantive incentive measures. Its scope shall be consistent with that of remuneration for directors and managerial officers as set out in the "Regulations Governing Information to be Published in Annual Reports of Public Companies".

If decision-making and handling of any matter relating to the remuneration of directors and managerial officers of a subsidiary is delegated to the subsidiary but requires ratification by the board of directors of the Company, the Committee shall be asked to make recommendations before the matter is submitted to the board of directors for deliberation.

Article 8 (Convening and Calling of the Meeting)

The Committee shall convene at least twice a year. In calling a meeting of the Committee, a notice setting forth therein the subject(s) to be discussed at the meeting shall be given to each member at least 7 days in advance. In emergency circumstances, however, the meeting may be convened at any time. The entire membership of the Committee shall unanimously elect the independent director to serve as the convener and meeting chair. When the convener goes on leave or otherwise for any reason whatsoever is unable to convene a meeting, the meeting shall be convened by another independent director of the committee designated by the convener, or if there is no other independent director on the committee, by another member elected by and from among the other members of the committee.

Article 9 (Establishment of Meeting Agenda)

The Committee meeting agenda shall be drawn up by the convener. Other members also may submit motions for deliberation by the committee. The meeting agenda shall be provided to the Committee members in advance. When the Committee is held, the Company shall provide an attendance book for signature by the members attending the meeting and thereafter made available for reference.

The Committee members shall attend the Committee in person; a member who cannot attend in person may appoint another member to attend as their proxy. Attendance via tele- or video-conference is deemed as attendance in person. The Committee member appointing another member to attend the Committee meeting in his or her place shall in each instance issue a written proxy stating the scope of authorization with respect to the reasons for the meeting. A proxy under paragraph 3 may accept a proxy from one person only.

Article 10 (Resolution Method)

A resolution of the Committee shall require the approval of one-half or more of all of the members. During voting, if the Committee chair solicits and receives no dissents, the motion is deemed passed, with equivalent force as a resolution by vote.

The results of voting as mentioned in the preceding paragraph shall be made known immediately, and recorded in writing.

Article 10-1 (Recusal of Interest Conflicts)

When a meeting of the Committee will discuss the remuneration of any

member of the Committee, it will be clearly stated at the meeting. If there is likely to be any prejudice to the interests of the Company, that member may not participate in the discussion or voting and shall enter recusal during the discussion and voting. The member also may not act as another remuneration committee member's proxy to exercise voting rights on that matter.

Article 11 (Minutes)

Minutes shall be prepared of the discussions at the Committee, and the minutes shall record the matters listed below in a detailed and accurate manner:

1. Session, time, and place of the meeting.
2. Name of the meeting chair.
3. Member attendance, specifying the names and number of members in attendance, excused, and absent.
4. Names and titles of those present at the meeting as nonvoting participants.
5. Name of minutes taker.
6. Matters reported on.
7. Agenda items: the resolution method and outcome of each motion; the name of any member whose own remuneration comes under discussion, the content of the discussion about the member's remuneration, and the specifics regarding recusal of the member; and any objections or reservations expressed by any member.
8. Extraordinary motions: the name of the mover, the resolution method and outcome of the motion; summary of the comments made by any member, expert, or other person; the name of any member whose own remuneration comes under discussion, the content of the discussion about the member's remuneration, and the specifics regarding recusal of the member; and any objections or reservations expressed by any member.
9. Other matters required to be recorded.

If with respect to any resolution of the Committee, any member has a dissenting or qualified opinion that is on record or stated in a written statement, the opinion shall be stated in the meeting minutes by the Human Resource Div., and additionally, within two days counting inclusively from the date of occurrence, shall be publicly disclosed and reported on the information reporting website designated by the authority by the Investor Relations Div. The Committee attendance book constitutes an integral part of the minutes of each meeting of the Committee. If a remuneration committee meeting is

convened by video conference, the video conference audiovisual data constitute an integral part of the meeting minutes.

The meeting minutes shall bear the signature or seal of the chair and the minute taker. The minutes shall be distributed to each committee member within 20 days after the meeting, and shall be submitted to the Board of Directors and treated as important records of the Company, and shall be preserved for 5 years. The meeting minutes may be produced and distributed in electronic form.

If before the end of the preservation period under the preceding paragraph, any litigation arises with respect to any matter in connection with the Committee, the minutes shall be preserved until the litigation is concluded.

Article 12 (Resolution of the Meeting)

The execution of tasks relating to matters stipulated in Article 7, or resolutions to appoint professional personnel as specified in paragraph 2 of Article 13, resolved by the Committee may be delegated to the convenor or other member or members of the Committee for follow-up and handling. And they shall make written reports to the Committee during the period in which they are handling such tasks. When necessary, they shall submit them for ratification, or report them, to the Committee at the subsequent meeting.

Article 13 (Resources for Power Exercise)

The Committee may invite directors, managerial officers of relevant departments, internal auditors, certified public accountants, legal consultants, or other personnel to attend meetings as nonvoting participants and provide relevant necessary information, provided that they shall leave the meeting when deliberation and voting take place.

The Committee may by resolution, at the cost of the company, engage an attorney, certified public accountant, or other professional to conduct a necessary audit or provide advice with respect to any matter related to the exercise of the Committee's powers.

Article 14 (Implementation and Amendment)

This Charter is implemented after the resolution by the Board of Directors; the same is true for any amendment and repeal.

This Charter was established on 2023/8/10.