

# **Audit Committee Charter**

(Adopted at the Board of Directors Meeting on March 10, 2022)

## **Article 1**

This charter is established in accordance with Article 3 of the "Regulations Governing the Exercise of Powers by Audit Committees of Public Companies" by the Financial Supervisory Commission.

## **Article 2**

The number of members, term of office, authority, rules of procedure, and resources provided by the company when the Audit Committee (hereinafter referred to as "the Committee") exercises its powers shall be governed by this charter unless otherwise provided by law or the company's articles of incorporation.

## **Article 3**

The purpose of the Committee is to supervise the following matters:

1. The fair presentation of the company's financial statements.
2. The selection, dismissal, independence, and performance of the company's certified public accountants (CPAs).
3. The effective implementation of the company's internal control system.
4. The company's compliance with relevant laws and regulations.
5. The control and management of existing or potential risks in the company.

## **Article 4**

The Committee shall be composed entirely of independent directors, with no fewer than three members, one of whom shall serve as the convener, and at least one member shall have expertise in accounting or finance.

The term of office for independent directors on the Committee is three years, and they may be re-elected. In the event of dismissal causing the number of members to fall below the legal requirement or the company's articles of incorporation, a by-election should be held at the next shareholders' meeting. If all independent directors are dismissed, a special shareholders' meeting shall be convened within 60 days of the occurrence.

## **Article 5**

The powers previously exercised by supervisors in accordance with the Securities and Exchange Act, the Company Act, and other laws shall now be exercised by the Committee, except for the authority outlined in Paragraph 4, Article 14-4 of the Securities and Exchange Act.

The provisions regarding supervisors in the Company Act and other relevant laws shall apply mutatis mutandis to the independent directors who are members of the Committee.

## **Article 6**

The powers of the Committee include:

1. Establishing or revising internal control systems in accordance with Article 14-1 of the Securities and Exchange Act.
2. Evaluating the effectiveness of the internal control systems.
3. Establishing or revising procedures for handling significant financial business actions, including acquisition or disposal of assets, derivative trading, lending of funds to others, and providing endorsements or guarantees, as required by Article 36-1 of the Securities and Exchange Act.
4. Handling matters involving conflicts of interest with directors.
5. Major transactions of assets or derivatives.
6. Significant lending of funds, endorsements, or guarantees.
7. The issuance, offering, or private placement of equity securities.
8. The appointment, dismissal, or remuneration of CPAs.
9. The appointment, dismissal, or remuneration of financial, accounting, or internal audit officers.
10. Annual financial reports and second-quarter financial reports audited by CPAs, signed or stamped by the chairman, manager, and accounting officer.
11. Other significant matters as stipulated by the company or regulatory authorities.

The resolutions of the preceding matters must be approved by more than half of all members of this committee and submitted to the board of directors for approval.

The matters listed in Article 1, except for Item 10, may be carried out with the consent of more than two-thirds of all directors, if not approved by more than half of all members of this committee.

For the purposes of this charter, "all members" refers to those who are currently in office. The convener of this committee represents the committee externally.

## **Article 7**

This committee shall meet at least once every quarter, and may call meetings at any time as necessary.

The notice of a meeting must specify the purpose of the meeting and be sent to all independent directors of the committee at least seven days prior to the meeting. However, in case of emergency, this requirement may be waived.

The committee shall elect one of its members as the convener and meeting chairperson. If the convener is on leave or unable to convene the meeting for any reason, they shall designate another independent director to act as the proxy. If the convener fails to designate a proxy, the committee's independent directors shall elect one of their members to serve as the proxy.

This committee may invite relevant managers, internal auditors, accountants, legal advisors, or other personnel from the company to attend the meeting and provide necessary information. However, they must leave the meeting when discussions and votes are held. Relevant materials must be provided to the committee members for review at the time of the meeting.

## **Article 8**

When the committee meets, the company shall provide a sign-in sheet for independent directors to sign in, which shall be available for inspection.

Independent directors must attend meetings in person. If they cannot attend, they may authorize another independent director to attend as their proxy. If they attend via video conference, it shall be considered as attending in person.

If an independent director authorizes another independent director to attend as a proxy, they must issue a proxy letter for each meeting, specifying the scope of authorization and the reasons for the meeting.

Resolutions of the committee must be approved by more than half of all members. The result of the vote shall be reported on the spot and recorded. If a legitimate reason prevents the committee from convening a meeting, the matter may be decided by more than two-thirds of the board of directors. However, for matters outlined in Item 10 of Article 6, the independent directors must still issue their opinion on whether they agree or disagree.

The agent in Item 2 shall only be entrusted by one person.

## **Article 9**

The Committee's discussions shall be documented in meeting minutes, which should include the following:

1. Session number, time, and venue of the meeting.
2. Name of the chairperson.
3. Attendance status of independent directors, including names and numbers of those attending, excused, or absent.
4. Names and titles of attendees.
5. Name of the recorder.
6. Reporting items.
7. Discussion items: the resolution methods and results of each agenda item, a summary of statements by the committee's independent directors, experts, and other personnel, the names of independent directors involved in matters with a potential conflict of interest as per Article 11, Section 1, explanations of the conflict of interest, reasons for recusal or non-recusal, recusal situations, and any opposing or reserved opinions.
8. Any motions raised during the meeting: the name of the proposer, the resolution methods and results, a summary of statements by independent directors, experts, and other personnel, the names of independent directors involved in matters with a potential conflict of interest as per Article 11, Section 1, explanations of the conflict of interest, reasons for recusal or non-recusal, recusal situations, and any opposing or reserved opinions.
9. Other items that should be recorded:

The sign-in sheet of this committee shall be part of the meeting minutes and shall be kept properly during the company' s existence.

The meeting minutes must be signed or stamped by the meeting chairperson and the recorder, and distributed to all independent directors within 20 days after the meeting. The minutes should be included in the company' s important files and stored properly during the company's existence. The preparation and distribution of the minutes may be done electronically.

## **Article 9, Section 1**

The company shall record the entire meeting process of this committee by audio or video for archival purposes and retain the recording for at least five years. The recording may be stored electronically.

If, before the expiration of the retention period, a lawsuit arises related to the committee's resolutions, the relevant audio or video recordings shall be retained until the lawsuit is concluded.

If the committee meeting is held via video conference, the video and audio materials shall be part of the meeting minutes and must be properly preserved during the company' s

existence.

#### **Article 10**

The agenda of this committee's meetings shall be set by the convener, but other members may also propose agenda items for discussion by the committee.

#### **Article 11**

Independent directors of this committee who have a personal interest in the matters being discussed at the meeting shall disclose the significant content of their interest. If such interest may be detrimental to the company's interests, they shall not participate in the discussion or voting, and must recuse themselves from both the discussion and the vote. They shall not appoint a proxy to vote on their behalf.

If the spouse or a blood relative within the second degree of an independent director has an interest in the matters discussed, the independent director shall be deemed to have a personal interest in the matter.

If the committee is unable to make a resolution due to the above provisions, the matter shall be reported to the board of directors, which will make the decision.

#### **Article 12**

This committee may, by resolution, appoint lawyers, accountants, or other professionals to conduct necessary audits or provide consultations on matters related to Article 6. The costs incurred shall be borne by the company.

#### **Article 13**

Members of this committee shall perform their duties with the care of a good manager, faithfully fulfilling the responsibilities stipulated in this charter, and shall be accountable to the board of directors. They shall submit their proposed resolutions to the board of directors for approval.

#### **Article 14**

This committee shall regularly review the provisions of this charter and propose any amendments to the board of directors. Matters resolved by this committee may be delegated to the convener or other members of the committee for further action. During the execution of such tasks, the responsible party shall provide the committee with either written or oral reports. If necessary, the committee may seek the board's ratification or report the matter at the next meeting.

**Article 15**

This charter shall take effect after being approved by the board of directors, starting from the shareholders' meeting in 2022. Any future amendments shall take effect after being approved by the board of directors.