

# **GlobalWafers Co., Ltd.**

## **Rules for Election of Directors**

### **Article 1**

Unless otherwise provided in the Company Law, or the Securities and Exchange Act, or related laws, or the Articles of Incorporation of this Company, the independent and non-independent Directors of this Company shall be elected in accordance with the rules specified herein.

### **Article 2**

Election of Directors of this Company shall be held at the shareholders' meeting. The Board of Directors shall prepare ballots which to be numbered based on the attendance card number. Each ballot shall contain the votes that the voter is entitled to in the election.

### **Article 3**

The election of directors shall adopt a disclosed cumulative voting method. Each share represents a weighted number of voting rights equivalent to the number of directors to be elected; such voting rights may be exercised to collectively elect a single candidate or may be distributed among several candidates. Those persons with the greatest numbers of ballots representing voting rights shall be elected as director in order of number of ballots received. Each voter will be identified by his/her attendance card number as printed on his/her ballot.

### **Article 4**

The Company's directors elections shall be conducted in accordance with the candidate nomination system specified in Article 192-1 of the Company Act.

### **Article 5**

In the election of directors of this Company, independent directors and non-independent directors should be elected from the same election with the effective seats calculated specifically. Candidates who acquire more votes should individually win the seats of directors. If two or more persons acquire the same number of votes and the number of such persons exceeds the specified seats available, such persons acquiring the same votes shall draw lots to decide who should win the seats available, and the Chairman shall draw lots on behalf of the candidate who is not present.

### **Article 6**

Before the beginning of the election, the Chairperson shall appoint several persons to record the ballots and appoint several persons with shareholder status to perform the respective duties.

## **Article 7**

The ballot box used for voting shall be prepared by this Company and checked in public by the person to check the ballots before voting.

## **Article 8**

Ballots shall be deemed void under the following conditions:

1. The ballot was not prepared by a person with the right to convene;
2. A blank ballot is placed in the ballot box;
3. The handwriting on the ballots is too illegible to be identified or is altered;
4. The candidate filled in the ballot inconsistent is the list of director candidates;
5. In addition to filling in the allotted voting rights, ballots contain other written characters;
6. Fill in two or more candidates on one ballot.

## **Article 9**

The ballots should be calculated during the meeting right after the vote casting, the results of the election and the numbers of voting rights with which they were elected should be announced by the Chairperson or the designee at the meeting.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

## **Article 10**

This Company shall issue notifications to the directors elected, who shall also sign the "Consent to Act as (Independent) Director"

## **Article 11**

These rules and any revision thereof shall become effective after approval at the shareholders' meeting.

## **Article 12**

This Procedure was enacted on January 19, 2015.

The 1<sup>st</sup> amendment was made on June 25, 2019

The 2<sup>nd</sup> amendment was made on August 24, 2021