

GlobalWafers Co., Ltd.

Rules Governing the Scope of Duties of Independent Directors

- Article 1 To establish sound corporate governance and an independent director system, and to ensure that independent directors fulfill their functions for the Board of Directors and the Company's operations, these Regulations are enacted with reference to Paragraph 1, Article 26 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.
- Article 2 Unless otherwise stipulated by law, regulations, or the Articles of Incorporation, matters concerning the duties and responsibilities of independent directors shall be governed by these Rules.
- Article 3 At least one independent director shall attend each meeting of the Board of Directors in person. The following matters shall be submitted to the Board of Directors for resolution, and all independent directors must be present. If an independent director is unable to attend the meeting in person, he/she shall designate another independent director as a proxy. If an independent director expresses objections or reservations, such opinions shall be documented in the Board meeting minutes. If an independent director is unable to attend the meeting to express such objections or reservations, he/she shall, unless there is a legitimate reason, submit a written opinion in advance, which shall be recorded in the Board of Directors' meeting minutes:
- I. The Company's business plan.
 - II. Annual financial reports signed or sealed by the Chairman of the Board, senior management, or the head of accounting, as well as second- quarter financial reports that required audited and certification by a Certified Public Accountant (CPA).
 - III. Formulation or amendment of the internal control system in accordance with Article 14-1 of the Securities and Exchange Act, as well as assessments of its on the effectiveness.
 - IV. Establishment or amendment of policies governing major financial or business transactions, including acquisitions or disposals of assets, derivatives trading, lending of funds to third parties, and providing endorsements or guarantees for third parties, pursuant to Article 36-1 of the Securities and Exchange Act.

- V. Matters in which a director is an interested party.
- VI. Asset transactions or derivatives trading of a material nature.
- VII. Loans of funds, endorsements, or provision of guarantees of a material nature.
- VIII. Offering, issuance or private placement of equity-type securities.
- IX. Hiring or dismissal of CPAs and their compensation.
- X. Appointment and dismissal of financial, accounting or internal auditing officers.
- XI. A donation to a related party or a significant donation to a non-related party. However, a public-interest donation of disaster relief that is made for a major natural disaster may be submitted to the following Board of Directors' meeting for retroactive recognition.
- XII. Other matters required by laws, regulations, or the Articles of Incorporation to be approved by resolution at a shareholders' meeting or a Board of Directors' meeting, or any matter of a material nature as prescribed by the competent authority.

The term "related party" referred to in Subparagraph 11 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "significant donation to a non-related party" refers to a individual donation, or cumulative donations within a one-year period to a same recipient, amounting to NT\$100 million or more, or at an amount equal to or exceeding 1% of net operating revenue or 5% of paid-in capital, based on the most recent CPA-audited financial statements.

The term "within one-year period" in the preceding paragraph shall be calculated retroactively from the date of the current Board of Directors meeting, excluding amounts previously approved by the Board of Directors.

- Article 4 The Company shall procure liability insurance for all independent directors during their tenure to cover potential legal liabilities arising from their duties. The Company shall report the policy details, including coverage amount, insured risks, premium rate, and other key terms, to the Board of Directors at the nearest scheduled meeting after the policy is procured or renewed.
- Article 5 Remuneration of the independent directors shall be determined by the Articles of Incorporation or by resolution of a shareholders' Meeting, and may set at a reasonable level distinct from that of non-independent directors. Independent directors may also receive a fixed monthly remuneration rather than



participating in profit-sharing, in accordance with applicable legal and procedural requirements.

- Article 6 All independent directors of the Company shall undertake continuous professional education, including participation in mandatory and relevant training programs.
- Article 7 The Company shall not obstruct, refuse, or evade independent directors in execution of their duties. If independent directors deem it necessary, they may request the Board to assign relevant personnel or engage external experts to assist them, with all necessary expenses to be borne by the Company.
- Article 8 These Rules shall take effect upon approval by the Board of Directors. The same shall apply to any amendments.
- Article 9 These Rules were established on November 13, 2014.
The first amendment was made on December 12, 2017.
The second amendment was made on August 4, 2020.