

GlobalWafers Co., Ltd.

Rules of Procedure for Board' Meetings

Article 1: (Basis of Formulation of These Rules)

To establish a strong governance system and sound supervisory capabilities for the Company's Board and to strengthen management capabilities, these Rules are adopted pursuant to Article 2 of the "Regulations Governing Procedure for Board Meetings of Public Companies".

Article 2: (Scope of These Rules)

With respect to the Board meetings of the Company, the main agenda items, working procedures, required content of meeting minutes, public announcements, and other compliance requirements must be handled under the provisions of these Rules.

Article 3: (Notice for the Convening of the Board Meeting)

The Board meetings of the Company must be convened at least once quarterly.

A notice of the reasons for convening a Board' meeting must be given to each director in writing, or via e-mail or facsimile seven days before the meeting is convened. In case of emergency, a Board' meeting may be convened at any time, and the notice of meeting convention may be made in writing, e-mail or facsimile method to inform all directors.

For matters described in subparagraphs of Paragraph 1 of Article 12, all matters must be specified in the notice of the reasons for convening a Board' meeting. None of those matters may be raised by an extraordinary motion.

Article 4: (Meeting Notice and Meeting Materials)

The Board of the Company designates the Office of the President of the Company to be the responsible unit for handling meeting affairs.

The responsible unit for meeting affairs shall draft agenda items and prepare sufficient meeting materials and shall deliver them together with the notice of the meeting.

A director of the opinion that the pre-meeting materials provided are insufficiently comprehensive may request the meeting coordinator to supplement further materials. If a director considers that the information on the relevant proposal is inadequate, the deliberation of the proposal may be postponed upon resolution of the Board.

Article 5: (Preparation of Attendance Books and Attendance of Directors by Proxies)

When a Board' meeting is held, an attendance book must be provided for signing-in by attending directors, which must be made available for future reference.

Directors shall attend Board meetings in person. A director unable to attend in person may appoint another Director as a proxy to attend the meeting on his/her behalf according to the Articles of Incorporation of the Company. Meeting attendance via the virtual method must be deemed to attend the meeting in person.

When a director appoints a proxy to attend a Board' meeting, it is required to issue a power of attorney for each appointment, and the scope of authorization with respect to the reasons for convening the meeting must be stated.

The proxy under Paragraph 2 shall accept a proxy from one person only.

Article 6: (Guidelines for Location and Time of Board Meetings)

Regarding the venue and time of convention of a Board' meeting of the Company, it must be held at a location of the Company and during the business hours of the Company, or at a place and time convenient for all directors to attend and suitable for holding Board meetings.

Article 7: (Chair and Acting Chair of Board' Meeting)

Where the Board meeting of the Company is convened by the Chairman, the meeting must be chaired by the Chairman. However, where the first meeting of each term of the Board meetings is called by the director who received votes representing the largest portion of voting rights at the shareholders' meeting, the director calling the meeting shall act as the chair of the meeting. If there are two or more directors so entitled to call the meeting, they shall choose one person by and from among themselves to do so.

For a Board' meeting held by a majority of directors of the Board under the provisions prescribed in Paragraph 4 of Article 203 or Paragraph 3 of Article 203-1 of the Company Act, the directors shall elect one director to act as the chair of the Board' meeting.

When the Chairman is on leave or for any reason unable to exercise the powers of the Chairman, the Vice Chairman shall act in place of the Chairman; if there is no Vice Chairman or the Vice Chairman is also on leave or for any reason unable to exercise the powers of the Vice Chairman, the Chairman shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors must be appointed to act as chair. Where the Chairman does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as the chair.

Article 8: (Reference Materials for Board' Meetings, Attendees and Convention of the Board' Meeting)

During the convention of a Board' meeting of the Company, the management department (or the meeting coordinator designated by the Board) shall prepare relevant information available to the directors attending the meeting at any time.

When convening a Board' meeting, the Company may, as necessary for the agenda items of the meeting, notify personnel of relevant departments or subsidiaries to attend the meeting as non-voting participants. If necessary, CPAs, attorneys or other professionals may also be invited to attend meetings and to provide explanations. However, they shall leave the meeting during the discussion and voting.

The chair of the Board' meeting shall call the meeting to order immediately when more than half of the directors have attended the meeting. If more than half of all directors are not in attendance at the appointed meeting time, the chair may announce postponement of the meeting time on that day, provided that no more than two such postponements may be made. If the quorum is still insufficient after two postponements, the chair may re-convene under the procedures specified in Paragraph 2 of Article 3.

The terms "all directors" described in the preceding paragraph and Subparagraph 2 of Paragraph 2 of Article 16 must be counted as the actual number of directors currently holding those positions.

Article 9: (Evidence for Audio or Video Recordings of Board' Meetings)

The Company shall record on audio or video tape the entire proceedings of a Board' meeting, and preserve the recordings for at least five years, in electronic form or otherwise.

If before the end of the preservation period referred to in the preceding paragraph any litigation arises in connection with a resolution of a Board' meeting, the relevant audio or video recordings shall continue to be preserved until the litigation is concluded.

If a virtual meeting is convened, the video and audio data must be an integral part of the meeting minutes and must be properly kept by the Company during the existence of the Company.

Article 10: (Agenda Contents)

The agenda contents of the Company's regular Board meetings shall at least include the following items:

I. Report Items:

- (I) Minutes of the previous meeting and their implementation.
- (II) Important financial and business reports.

- (III) Internal audit report.
- (IV) Other important matters.
- II. Discussions:
 - (I) Discussion items reserved from the previous meeting.
 - (II) Predefined items for discussion at the present meeting.
- III. Extraordinary motions.

Article 11: (Proposal Discussion)

A Board' meeting shall follow the agenda given in the meeting notice. However, the agenda may be changed with the approval of a majority of directors in attendance at the Board' meeting.

The chair may not declare the meeting closed without the approval of a majority of directors present at the meeting.

At any time during the course of a Board' meeting, if the number of directors sitting at the meeting does not constitute a majority of the attending directors, then upon the motion by a director sitting at the meeting, the chair shall declare a suspension of the meeting, in which case Paragraph 3 of Article 8 must be applied mutatis mutandis.

During the proceedings of a Board' meeting, if the chair is unable to chair the meeting or fails to declare the meeting closed as provided in Paragraph 2, the provisions of Paragraph 3 of Article 7 must be applied mutatis mutandis to the selection of the deputy to act in place thereof.

Article 12: (Matters Required for Submission to Board for Discussion)

The following matters must be proposed in a Board' meeting of the Company for discussion:

- I. The Company's business plan.
- II. Annual financial statements and financial statements of the second quarter requiring audit by CPAs.
- III. Adoption of or amendments to the internal control system of the Company pursuant to Article 14-1 of the Securities and Exchange Act and an assessment on the effectiveness of the internal control system.
- IV. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others.
- V. Offering, issuance, or private placement of any equity-type securities.
- VI. Election or dismissal of the Chairman.

VII. Appointment and dismissal of financial, accounting or internal auditing officers.

VIII. A donation to a related party or a major 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' meeting for retroactive recognition.

IX. Remuneration recommendations submitted by the Remuneration Committee, including the performance evaluation and remuneration policies, systems, standards, and structures for directors and managerial officers.

If the Board does not accept the remuneration of directors and managerial officers recommended by the Remuneration Committee or revise the recommendation of the Remuneration Committee, it shall require the consent of a majority of the directors in attendance at a meeting attended by two-thirds or more of the entire Board, and shall provide a complete and satisfactory explanation on whether the remuneration approved by the Board is superior to the recommendation of the Remuneration Committee.

X. Any matter required by Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders' meeting or to be approved by resolution at a Board' meeting, or any such significant matter as may be prescribed by the competent authority.

The term "related party" referred to in Subparagraph 8 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NT\$100 million or more, or at an amount equal to or greater than 1% of net operating revenue or 5% of paid-in capital as stated in the financial report for the most recent year audited by CPA.

The term "within one-year period" in the preceding paragraph means a period of one year calculated retroactively from the date on which the current Board' meeting is convened. The amounts already submitted to and passed by a resolution of the Board are exempted from inclusion in the calculation.

At least one independent director shall attend the Board' meeting in person. For the matters required to be approved by resolutions of a Board' meeting described in Paragraph 1, all independent directors shall attend the meeting. Where an independent director is unable to attend the meeting, such independent director shall appoint another independent director to attend the meeting as a proxy thereof. If an independent director expresses any objection or reservation about a matter, it must be recorded in the meeting minutes. An independent director intending to express an objection or reservation but unable to attend the meeting in person shall, unless there

is some legitimate reason to do otherwise, issue a written opinion in advance, which must be recorded in the Board meeting minutes.

Article 13: (Voting (1))

When the chair at a Board' meeting is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call a vote.

When a proposal comes to a vote at a Board' meeting, if no attending director voices an objection following an inquiry by the chair, the proposal must be deemed approved. If there is an objection following an inquiry by the chair, the proposal must be brought to a vote.

One of the following voting methods for proposals at a Board' meeting must be selected by the chair, provided that when an attending director has an objection, the chair shall seek the opinion of the majority to make a decision:

- I. Vote by showing of hands or vote by voting machine.
- II. Vote by roll call.
- III. Vote by balloting.
- IV. Voting method self-selected by the Company.

The term "all directors present at the meeting" described in the two preceding paragraphs excludes directors that are prohibited from exercising voting rights according to Paragraph 1 of Article 15.

Article 14: (Voting (2) and Methods of Vote Monitoring and Counting)

Unless otherwise specified in the Securities and Exchange Act and the Company Act, resolutions of Board meetings of the Company must be adopted by a majority of the directors at a meeting attended by a majority of directors.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they must be put to a vote. However, if any one of the proposals on a particular item has been passed, other proposals on that item must be deemed rejected and no further voting is required.

Vote monitoring and counting personnel, if necessary, must be appointed by the chair, provided that all monitoring personnel must be directors.

Voting results must be made known on-site immediately and recorded in writing.

Article 15: (Recusal from Conflict of Interest of Directors)

If any director or a juristic person represented by a director is an interested party with respect to any agenda item, the director shall state the important aspects of the

interested party relationship at the respective meeting. When the relationship is likely to prejudice the interests of the company, the director may not participate in discussion or voting on that agenda item, and further, shall recuse himself/herself during discussion and voting on that item and may not act as another director's proxy to exercise voting rights on that matter.

Where the spouse or a relative by blood within the second degree of kinship of a director, or a company having a controlling or subordinate relationship with a director, is an interested party with respect to said agenda item, the director must be deemed to be an interested party with respect to that agenda item.

The provisions of Paragraph 2 of Article 180 of the Company Act, as applied mutatis mutandis under Paragraph 4 of Article 206 of the same Act, must be applied to resolutions of the Board meetings when a director is prohibited from exercising voting rights according to the preceding two paragraph.

Article 16: (Meeting Minutes and Signatures)

Discussions at a Board' meeting of the Company must be recorded in the meeting minutes, and the minutes shall fully and accurately state the matters listed below:

- I. The session (or year) and the term, and the place and time of the meeting.
- II. Name of the chair.
- III. Attendance of directors at the meeting, specifying the names and number of members present, excused, and absent.
- IV. Names and titles of those attending the meeting as nonvoting participants.
- V. Name of minutes taker.
- VI. Report items.
- VII. Discussions matters: The method of resolution and the result for each proposal; a summary of the comments made by directors, supervisors, experts and other persons; the name of any director that is an interested party described in Paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the independent directors were required or not required to enter recusal, the status of their recusal, opinions expressing objections or reservations at the meeting that are included in records or stated in writing, and any opinion issued in writing by an independent director according to Paragraph 4 of Article 12.
- VIII. Extraordinary motions: The name of the mover; the method of resolution and the result for each motion; a summary of the comments made by directors, experts, supervisors, experts and other persons; the name of any director that is an interested party described in Paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons

why the independent director is required or not required to enter recusal, the status of their recusal, and opinions expressing objections or reservations that are included in records or stated in writing.

IX. Other matters required to be recorded.

In any of the following circumstances, decisions made by the Board must be noted in the meeting minutes, and publicly announced and filed on the MOPS designated by the Financial Supervisory Commission (FSC) within two days from the date of the Board of the Directors' meeting:

- I. An independent director has a dissenting or qualified opinion which is on record or stated in a written statement.
- II. A resolution is adopted with the approval of two-thirds or more of all directors, without having been passed by the Audit Committee of the Company.
- III. If the remuneration approved by the Board is superior to the remuneration recommended by the Remuneration Committee, the difference and reasons must be specified.

The attendance book constitutes part of the minutes for each Board' meeting and must be appropriately preserved during the existence of the Company.

The minutes of a Board' meeting must bear the signature or seal of both the chair and the minutes taker. A copy of the minutes must be distributed to each director within twenty days after the meeting. The minutes must be deemed important records of the Company and must be appropriately preserved during the existence of the Company. The meeting minutes described in Paragraph 1 may be produced and distributed in electronic form.

Article 17: (Principle of Authorization by the Board)

Except for matters that must be submitted to the Board for discussion under Paragraph 1 of Article 12, the Board may authorize the Chairman to exercise of the power of the Board under laws and regulations or the Articles of Incorporation of the Company, and the content of authorization must be as follows:

- I. To have the full authority on handling the limits and terms of loans with financial institutions depending upon the Company's capital needs, and to report the implementation status to the Board.
- II. To handle endorsement and guarantee matters under the "Procedures for Providing Endorsements/Guarantees to Others" of the Company, and to report the implementation status to the Board.
- III. To handle transactions under the "Procedures for Acquisition or Disposal of Assets" of the Company, and to report the implementation status to the Board.

- IV. Appointment of corporate representative candidates of subsidiaries (including overseas branches), and the same for re-appointment thereof.
- V. Organizational adjustments of the Company.
- VI. Review and approval of various important contracts.
- VII. Appointment of directors and supervisors of investees.
- VIII. Resolution on ex-rights and ex-dividends.

Article 18: (Supplementary Provisions)

The adoption of, and amendments to, the These Rules of Procedures must be approved by the Company's Board.

Article 19: (Implementation Date)

These Rules of Procedures were implemented on October 25, 2011.

The first amendment was made on March 26, 2013.

The second amendment was made on August 12, 2014.

The third amendment was made on November 13, 2014.

The fourth amendment was made on December 12, 2017.

The fifth amendment was made on August 4, 2020.

The sixth amendment was made on November 1, 2022.

The seventh amendment was made on February 27, 2024.