

GlobalWafers Co., Ltd.

Nomination and Sustainability Committee Charter

Article 1

To strengthen the functions of the Board of Directors and enhance the Company's governance mechanism, the Nomination Committee Charter (hereinafter referred to as the "Charter") is established in accordance with Paragraph 3, Article 27 of the *Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies*.

Article 2

Unless otherwise provided by laws, regulations, or the Articles of Incorporation, matters related to the duties and powers of the Nomination and Sustainability Committee (hereinafter referred to as the "Committee") shall be handled in accordance with this Charter.

Article 3

This Charter shall be published on the Company's official website and the Market Observation Post System (MOPS) for public access.

Article 4

The Committee shall consist of at least three directors appointed by the Board of Directors, with a majority of members being independent directors. Unless otherwise stipulated by applicable laws, regulations, or the Articles of Incorporation, the term of office of Committee members shall commence on the date of their appointment by the Board and continue until the expiration of their directorship, resignation from the Committee or the Board, or replacement by Board resolution.

Article 5

Under the authorization of the Board of Directors, the Committee shall exercise the following duties with due care and loyalty and submit its recommendations to the Board for deliberation:

- I. Seek, evaluate and nominate candidates for directors and senior managers based on diverse requirements such as professional expertise, experience, gender, and independence.
- II. Develop the organizational structure of the Board and its committees; evaluate the performance of the Board, committees, and individual directors; and assess the independence of independent directors.
- III. Formulate and review training programs and succession plans for directors and senior managers.
- IV. Oversee the Company's fulfillment of corporate social responsibility and the formulation

and execution of corporate sustainability strategies, covering environmental, social, and governance (ESG) dimensions.

V. Other matters resolved by the Board of Directors.

If a Committee member has a conflict of interest regarding any matter discussed, the member shall disclose the material facts at the meeting. Where such interest may harm the Company, the member shall refrain from discussion and voting, recuse themselves, and may not act as a proxy. Where the interested party is the member's spouse, a relative within the second degree, or a company with a control/subordinate relationship, the member shall also be deemed as having a conflict of interest.

If the Board of Directors does not adopt the Committee's recommendation, the matter shall require the consent of a majority of the attending directors at a meeting attended by at least two-thirds of all directors. The Company shall record the reasons for the disagreement in the meeting minutes and publicly disclose the information on the MOPS within two days from the date of the Board resolution..

Article 6

In accordance with Article 5, Paragraph 1, Subparagraph 1, the Committee shall:

- I. Establish and review the number and qualification criteria for directors and senior managers, considering the Company's scale, business nature, and the required expertise, skills, experience, gender diversity, and independence.
- II. Identify qualified director candidates based on the criteria above, submit a nomination list to the Board of Directors, and thoroughly assess their qualifications, including any disqualifications under Article 30 of the Company Act, in accordance with Article 192-1 of the same Act.
- III. When nominating independent directors, evaluate candidates' credentials, professionalism, integrity, and concurrent roles in other companies. Ensure compliance with the Securities and Exchange Act, relevant regulations governing independent directors, and the standards set by the TWSE or TPEx, with primary consideration given to shareholders' long-term interests.
- IV. Identify suitable senior management candidates based on the prescribed criteria, conduct preliminary reviews, and submit the results and a reference list of recommended candidates to the Board of Directors for approval.

Article 7

In accordance with Article 5, Paragraph 1, Subparagraph 2, the Committee shall:

- I. Define the establishment criteria and qualification requirements for each Board committee, recommend their organizational charters, and propose amendments to the Board when

necessary.

- II. Review the qualifications and potential conflicts of interest of committee member candidates, and recommend new members and conveners to the Board.
- III. Assess the performance of directors, committee conveners, and members, and recommend replacements if warranted. The term of office for conveners and members shall generally align with that of the directors, with a standard term of three years.

Article 8

In accordance with Article 5, Paragraph 1, Subparagraph 4, the Committee shall:

- I. Oversee the Company's sustainability policies and strategies.
- II. Supervise the establishment and implementation of sustainability goals.
- III. Review the Company's Sustainability Report.
- IV. Oversee the execution of other sustainability-related matters as resolved by the Board of Directors.

Article 9

The Committee shall convene at least twice a year and may convene meetings at any time as needed.

A notice stating the purpose of the meeting shall be delivered to all members at least seven days in advance, unless in the case of an emergency. The convener and chair shall be elected by all Committee members. If the convener is on leave, unable to convene the meeting, or required to recuse under Article 5, Paragraph 2, another Committee member shall be appointed as acting convener. If no such appointment is made, the other members shall elect an independent director to act as convener. The Committee may invite relevant managers, internal auditors, CPAs, legal advisors, or other personnel to attend the meeting and provide necessary information. However, they must leave during discussions and voting.

Article 10

The meeting agenda shall be set by the convener, with other members entitled to propose items for discussion. The agenda shall be distributed to Committee members in advance. An attendance register shall be provided at each meeting for members to sign and for recordkeeping purposes. Committee members shall attend meetings in person. If unable to attend, a member may appoint another member as proxy. Participation via video conference shall be deemed as attendance in person. A written proxy specifying the scope of authorization and the purpose of the meeting must be submitted for each instance of proxy attendance. A proxy may only act on behalf of one member.

Article 11

Unless otherwise provided by laws, the Articles of Incorporation, or Company rules, resolutions of the Committee shall require the attendance of at least two-thirds of all members and the approval of a majority of those present. Minutes shall be prepared for each meeting and must include the following:

- I. Meeting session, date, time, and location
- II. Name of the chair
- III. Attendance status of members, including names and number of those present, on leave, or absent
- IV. Names and titles of attendees without voting rights
- V. Name of minutes taker
- VI. Report items
- VII. Discussion items: resolution methods, voting results, and any dissenting or reserved opinions of members
- VIII. Extraordinary motions: name of the proposer, resolution method and result, and summaries of comments from members, experts, and other participants, including any dissenting or reserved opinions
- IX. Other matters required to be recorded

The attendance register shall form part of the meeting minutes. For virtual meetings, audio and video recordings shall also be deemed part of the minutes. The minutes shall be signed or sealed by both the chair and the minute taker, distributed to all Committee members within 20 days after the meeting, submitted to the Board of Directors, and filed as an important corporate record for a minimum of five years. Meeting minutes may be prepared and distributed electronically. If any legal proceedings related to the Committee arise before the expiration of the retention period, the relevant records shall be preserved until the conclusion of the litigation.

Article 12

The Committee may, by resolution, retain legal counsel, professional search firms, investment banks, CPAs, or other professionals to provide advice on matters related to Articles 5 and 6. All related expenses shall be borne by the Company.

Article 13

Matters resolved by the Committee may be delegated to the convener or other Committee members for execution. A written or oral report shall be presented to the Committee during the implementation process, and, if necessary, submitted at the next meeting for ratification or reporting.

Article 14



The Charter shall take effect upon approval by the Board of Directors. The same shall apply to any amendments.

Article 15

The Charter was established on December 9, 2020.

The first amendment was made on August 5, 2025.

The second amendment was made on November 4, 2025.