

GlobalWafers Co., Ltd.

Rules for Performance Evaluation of Board of Directors and Functional Committees

Article 1: (Purpose of Formulation and Basis)

To implement corporate governance, enhance the functions of the Company's Board of Directors and functional committees, and establish performance objectives to improve operational efficiency, these regulations are formulated in accordance with the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies to ensure compliance.

Article 2: (Compliance Requirements)

The performance evaluation of the Board of Directors and functional committees shall be conducted in accordance with these regulations, covering the evaluation cycle, evaluation period, scope and methods, execution unit, evaluation procedures, and other compliance matters.

The Company's functional committees include the Compensation Committee, the Audit Committee, and other committees established in accordance with the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.

Article 3: (Evaluation Cycle and Period)

The Company shall conduct an annual performance evaluation of the Board of Directors and functional committees based on the procedures and indicators specified in Articles 5 and 6. The evaluation results shall be completed and submitted to the Board of Directors by the end of the first quarter of the following year.

The performance evaluation of the Board of Directors shall be conducted by an external professional independent institution or external experts and scholars at least once every three years. The evaluation results shall be submitted to the Board of Directors.

Article 4: (Evaluation Scope, Method and Execution Unit)

The performance evaluation of the Board of Directors and functional committees shall encompass the overall performance of the Board, the performance of individual directors, and the performance of functional committees.

The evaluation methods shall include internal self-evaluation of the Board of Directors, self-evaluation by individual directors, and internal self-evaluation of functional committees. Additionally, the Company may engage external professional institutions, experts, or adopt other appropriate methods to conduct the performance evaluation.

The execution of internal performance evaluations for the Board of Directors and functional committees shall be coordinated and managed by the respective responsible meeting units.



Article 5: (Evaluation Procedures)

The performance evaluation of the Board of Directors shall follow these steps:

- I. Determine the evaluation units, period, and scope for the year (e.g., overall Board of Directors, individual directors, functional committees, etc.).
- II. Determine the method of evaluation, e.g. internal evaluation of the Board, self-evaluation by the Board members of themselves or peers, peer evaluation, and evaluation by an appointed external professional institution and experts, etc.
- III. Select the units appropriate to conduct the evaluations.
- IV. The units performing evaluations will collect information about the activities of the Board of Directors, individual Board members and functional committees, and distribute self-evaluation questionnaires such as the “Questionnaire of Self-Performance Evaluation of the Board”, the “Questionnaire of Self-Performance Evaluation of Board Members”, and the “Questionnaire of Self-Performance Evaluation of the Functional Committee” to be completed. The unit responsible for evaluation or the secretariat of the Board will then collect all information, give scores based on the evaluation indexes in Article 7, record the evaluation results in a report, and submit the report to the Board of Directors for discussion and improvement.

Article 6: (External Professional Institutions/Experts)

When appointing an external evaluation institution or a panel of external experts and scholars to conduct evaluations of the Board's performance, the Company shall comply with the following guidelines:

- I. The external evaluation institution or panel of external experts and scholars shall possess professionalism and independence.
- II. The external evaluation institution shall be a professional organization or management consulting firm primarily engaged in providing services related to educational and training programs for Boards of Directors and the enhancement of corporate governance.
- III. The panel of external experts and scholars shall consist of at least three experts or scholars with specialization in Board governance or corporate governance, who shall conduct evaluations of the Board's performance and prepare an external evaluation analysis report.

Article 7: (Evaluation Indexes and Scoring Criteria)

The Company shall take into account its circumstances and needs when establishing the criteria for evaluating the performance of the Board of Directors, which shall include, at a minimum, the following five aspects:

- I. Degree of participation in the Company's operations.
- II. Enhancement of the quality of the Board of Directors' decision-making.
- III. Composition and structure of the Board of Directors.
- IV. Election and continuing education of directors.

V. Internal control..

The criteria for evaluating the performance of individual Board members shall include, at a minimum, the following six aspects:

- I. Understanding of the Company's goals and mission.
- II. Acknowledgment of directors' duties.
- III. Degree of participation in the Company's operations.
- IV. Management of and communication within internal relationships.
- V. Professionalism and commitment to ongoing education.
- VI. Internal control.

The criteria for evaluating the performance of functional committees shall include, at a minimum, the following five aspects:

- I. Degree of participation in the Company's operations.
- II. Awareness of the functional committee's duties.
- III. Enhancement of the quality of decisions made by the functional committee.
- IV. Composition of the functional committee and selection of its members.
- V. Internal control.

The performance evaluation indexes for the Board of Directors, individual Board members, and functional committees shall be determined based on the Company's operations and needs, ensuring suitability and appropriateness for evaluation.

Scoring criteria may be modified and adjusted as needed by the Company. A weighted scoring method may be adopted based on the aspects of evaluation.

Article 8: (Application of Evaluation Results)

When electing or nominating members of the Board of Directors, the Company may consider the evaluation results of the Board's performance. Additionally, the remuneration of individual directors may be determined based on the evaluation results of their respective performance.

Article 9: (Information Disclosure)

The Company shall disclose in its annual report the details of the Board performance evaluation conducted each year. Such disclosure shall include, at a minimum, information on the evaluation cycle, evaluation period, scope of evaluation, evaluation method, and key evaluation criteria.

If an external institution or experts are appointed to conduct the Board performance evaluation, the Company shall disclose in its annual report the name of the external evaluation institution, the experts and their team members, their qualifications and expertise, as well as a statement of independence issued by the external institution or experts. Additionally, the evaluation method, standards, and any recommendations for improvement shall be specified.



The Company's performance evaluation regulations shall be fully disclosed on the Market Observation Post System (MOPS) and the Company's website at all times for public consultation.

Article 10: (Implementation)

- I. These Rules shall take effect upon approval by the Board of Directors. The same procedure shall apply to any amendments.
- II. These Rules were established on December 11, 2018.
- III. The first amendment was adopted on November 7, 2019.
- IV. The second amendment was adopted on November 5, 2024.