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## Nomination Committee Charter Walsin Lihwa

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**Article 1 Basis of Enactment**

To optimize board functions, strengthen management mechanisms, and live up to the vision for sound corporate governance, the Nomination Committee Charter (hereafter referred to as the Charter) is enacted pursuant to Article 27-3 of the Corporate Governance Best Practice Principles for the Taiwan Stock Exchange Corporation-and Taipei Exchange-listed companies.

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**Article 2 Scope of Application**

Unless otherwise provided by law and regulation or by the Articles of Incorporation and bylaws of Walsin Lihwa (hereafter referred to as the Company), matters related to the duties and responsibilities the Nomination Committee (hereafter referred to as the Committee) shall be administered in compliance with the Charter.

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**Article 3 Availability to Public**

The Company shall make the content of the Charter available on its website and the Market Observation Post System for public reference.

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**Article 4 Organization**

The Committee shall be composed of at least three Directors recommended by the Board of Directors and a majority of Committee members shall be Independent Directors.

Unless otherwise provided by law and regulation or by the Articles of Incorporation and bylaws of the Company, the term of office of a Committee member shall commence on the date of being elected by the Board of Directors and last until the expiration of the incumbent Board of Directors, the member's resignation from the Committee, or replacement by another member selected by the Board of Directors.

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**Article 5 Remuneration**

The remuneration for the Committee members shall be paid in accordance with the standard set by the Board of Directors.

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**Article 6 Scope of Duties and Responsibilities**

- I. Authorized by the Board of Directors, the Committee shall exercise the due care of a good administrator to faithfully fulfill its duties and responsibilities prescribed as below and submit its nominations to the Board of Directors for discussion and consideration.
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- a. Set up the criteria for the professional knowledge, competencies, experiences, genders, independence, and diverse backgrounds required for the Board of Directors and managerial officers to seek, review, and nominate the candidates for the Board of Directors and managerial officers.
  - b. Establish individual function committee structures and review the enactment of and amendment to individual function committees' charters.
  - c. Develop plans of ongoing education for the Board of Directors and succession of managerial officers, and review such plans on a regular basis.
  - d. Review corporate governance, board performance, and the enactment of and amendment to relevant regulations.
  - e. Implement the Board's resolutions that the Committee is responsible for.
- II. If a member of the Committee has a stake in performing the aforementioned responsibilities and duties, the member shall state the important aspects of its stake in the meeting of the Committee, and where there is a likelihood that the interests of this Company would be prejudiced, the member may not participate in discussion or voting, shall recuse himself or herself from any such discussion and voting, and may not exercise voting rights as proxy on behalf of another member of the Committee. Where the spouse or a blood relative within the second degree of kinship of a member of the Committee, or a company that has a controlling or subordinate relation with a member of the Committee, is an interested party with respect to an agenda item, such a member shall be deemed to be an interested party with respect to that agenda item.
  - III. In case the Board of Directors does not adopt a recommendation by the 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 of Directors. The Company shall specify the details and cause of the discrepancy in the board meeting minutes, and within two days starting from the date of the board meeting resolution, shall make a public announcement on the Market Observation Post System.
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**Article 7      Exercise of Duties and Responsibilities (1)**

Pursuant to the preceding subparagraph 1 of Article 6, the Committee shall undertake the following tasks:

- a. Prescribe and review on a regular basis the number and qualifications of the Directors of Board and managerial officers based on the scale and business
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- nature of the Company and factor in the professional knowledge, competencies, experiences, genders, and independence required for them;
- b. Identify qualified candidates for the Director of the Board based on the number and qualifications as prescribed in the preceding subparagraph to present a list of such candidates to the Board, carefully identify whether anyone of the candidates is under the circumstances as set forth in Article 30 of the Company Act, and proceed with Article 192-1 of the Company Act;
  - c. When nominating Independent Directors, the Committee shall take note of the experiences, professional qualifications, and integrity of the nominees as compared to those of other candidates, any concurrent director, committee member or chairperson position that any nominee may hold in another company, as well as whether the nominees meet the requirements for independent directors set out in the Securities and Exchange Act and the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and as set by the Taiwan Stock Exchange Corporation or GreTai Securities Market. The prime consideration shall be that the nominee will act in the long-term interests of shareholders; and
  - d. Based on the number and qualifications set forth in the preceding subparagraph 1, identify competent candidates for managerial officers, conduct review in advance, and present the interview results and a list of recommended managerial officers to the Board for approval.
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**Article 8      Exercise of Duties and Responsibilities (2 )**

Pursuant to subparagraph 2 under Section I of Article 6, the Committee shall undertake the following tasks:

- a. Prescribe standards for establishment and qualifications for members and recommend a charter for each committee under the Board of Directors, review these standards and charters at least once every year, and present timely recommendations to the Board regarding amendments; and
  - b. Review the qualifications of member candidates for each board committee and any potential conflict of interests, and recommend new members and candidates for the conveners of each committee to the Board.
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**Article 9      Convention**

The Committee shall convene at least twice a year, and may call a meeting at its discretion whenever necessary.

When convening a meeting, a notice setting out the reasons for the meeting shall be

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given to the Committee members earlier than seven days in advance of the meeting. Under emergency circumstances, however, a meeting may be called on shorter notice.

The convener and chairperson of a meeting of the Committee shall be an Independent Director. If the Committee convener is on leave, unable to convene a meeting for any reason, or required to recuse himself or herself pursuant to subparagraph 2 of Article 6, the convener shall appoint another Independent Director on the Committee to act as a convener, or, when necessary, may appoint another member of the Committee to act as a convener. If the convener does not make such an appointment, other members of the Committee shall select one Independent Director to serve as a convener.

The Committee may request management-level personnel of relevant departments, internal auditors, accountants, legal consultants or other personnel of the Company to attend a meeting and provide related information as required, provided such delegates shall leave upon any discussion or voting being conducted.

The Committee shall set up an executive secretary as a nonvoting participant in the Committee's meetings, and the Company's Corporate Governance Director shall be the executive secretary to assist the Committee in carrying out its duties and responsibilities, and help the Committee secretariat prepare meeting agendas and notices, facilitate meeting proceedings, take meeting minutes, and manage other relevant matters as required.

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**Article 10 Rules of Procedure**

The Committee's meeting agendas shall be drafted by the convener. Other members of the Committee may also propose motions to the Committee for discussion.

Meeting agendas shall be provided to the Committee members in advance.

When a Committee meeting is convened, the Company shall make available an attendance book for attending members to sign in and for reference too.

The Committee members shall attend meetings in person. If a Committee member is unable to do so, another member can be appointed to do so as his or her proxy.

Attendance via videoconferencing is deemed attendance in person.

A Committee member appointing another member to attend a meeting as his or her proxy shall issue a letter of authorization for each appointment setting out the scope of authority with reference to the subjects to be discussed at the meeting.

The proxy mentioned in the preceding paragraph 3 above may accept the appointment by one person only.

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**Article 11 Agendas, Attendees, and Minutes**

Unless otherwise provided by law and regulation or by the Articles of Incorporation and bylaws of the Company, a resolution of the Committee requires the approval of a majority of the members present at the meeting attended by two-thirds or more of all the Committee members.

The proceedings of a Committee meeting shall be recorded in minutes, which shall specify the following matters in detail:

- a. Session, time, and place of the meeting;
- b. Chairperson's name;
- c. Attendance status, including names and numbers of the Committee members who are present at the meeting, on leave, or absent from the meeting;
- d. Names and titles of nonvoting delegates at the meeting;
- e. Minute taker's name;
- f. Matters reported at the meeting;
- g. Matters for discussion: the resolution method and outcome of each motion, and any objections or reservations expressed by any Committee member;
- h. Extempore motions: the name of the person submitting the motion, the resolution method and outcome of the motion, and summary of statements and objections or reservations expressed by members of the Committee, experts and other persons; and
- i. Other matters required to be recorded.

The meeting attendance book, and the video and audio record in the event of a videoconference convened, are an integral part of the minutes of the proceedings.

Minutes of the proceedings must be signed or sealed by the chairperson and the minute taker of the meeting, and copies thereof shall be distributed to all the Committee members within 20 days after the meeting. The minutes shall also be submitted to the Board and be deemed important files of the Company, and shall be retained for five years. Preparation and distribution of the minutes of the proceedings may be done electronically.

In the event of any litigation against the Committee before the retention period in the preceding paragraph expires, the minutes shall be retained until the conclusion of the litigation.

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**Article 12 Engagement of External Consultants**

The Committee may resolve to retain the service of an attorney, professional human resources agency, investment bank, certified public accountant, or other

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professionals to provide advice for the matters prescribed in Article 6 and 7. The fees of their services shall be borne by the Company.

In the event of retention of a professional individual or institution mentioned in the preceding paragraph to assist in the performance of duties, the relationship between such an appointee and the Company and the fees arising out of the retention shall be disclosed in the corporate governance appendix in the annual report.

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**Article 13 Disclosure**

The Company shall disclose in its annual report the information relevant to the Committee, including the procedures of nominee recommendation, standards which nominees shall meet, board diversity policy, and the accomplishment of such procedures, standards and the board diversity policy, as well as operation of the Committee, including the composition of the Committee, number of meetings held, and attendance status of the Committee members.

The operation status of the Committee as mentioned in the preceding paragraph shall be disclosed on the Market Observation Post System.

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**Article 14 Resolution Implementation and Follow-up**

Implementation and follow-up of the Committee's resolutions may be delegated to the convenor or other member of the Committee, and they shall make written or verbal reports to the Committee during the period in which they are engaging in such implementation and follow-up. When necessary, they shall submit them for ratification or report them to the Committee at the subsequent meeting.

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**Article 15 Enforcement**

The Charter, and any amendments hereto, shall come into in force after adoption by a resolution of the Board of Directors.

Enacted on August 6, 2021, the Charter became effective upon passage by the Board of Directors.

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