

# **Sustainable Development Committee Charter**

Amended and approved by the Board of Directors on February 23, 2024

## Article 1 Purpose of Establishment

The Company established its Sustainable Development Committee (hereafter referred to as the Committee) in accordance with Article 27 of the Sustainable Development Best Practice Principles for TWSE/TPEx Listed Companies to live up to the Company's philosophy of sustainable corporate development while effectively promoting and strengthening sustainable business strategy development and implementation. The Sustainable Development Committee Charter (hereafter referred to as the Charter) was accordingly enacted.

## **Article 2** Organization Structure

The Committee subordinate to the Board of Directors has 5 promotion centers: The Ethical Management Center, Environment, Health, and Safety Management Center, Green Operation Center, Customer Service and Supplier Management Center, and Employee Relations and Social Care Center.

# Article 3 Membership and Tenure

The Committee consists of 4 to 7 members. At least half of the members shall be independent directors and the Committee convener shall be elected among the members themselves.

The tenure of the directors on the Committee shall be the same as that of other Directors of the Board unless otherwise prescribed by law or the Company's bylaws. In the event that the members on the Committee are fewer than 5, the vacancy shall be made up when the next board meeting is convened.

## **Article 4** Committee Member Obligations

The members on the Committee shall exercise the due care of good administrators to faithfully fulfill their obligations as prescribed in the Charter.

# Article 5 Organization and Responsibilities

- I. Responsibilities of the Committee:
  - Formulate corporate sustainability-related policies, strategies, objectives, and/or management guidelines;
  - (II) Establish or make change of individual promotion centers under the Committee, review the annual plans submitted by individual promotion centers, supervise and



- track individual promotion centers' implementation progresses, results, and other relevant matters, and report on a regular basis to the Board of Directors;
- (III) Pay attention to the material issues concerning individual stakeholders including shareholders, customers, suppliers, employees, government organizations, NPOs, communities, and the press, supervise communications planning, and review annual sustainability reports;
- (IV) Follow the Enterprise Risk Management Framework to identify sustainabilityrelated risks and opportunities, and monitor and control various material risks on a regular basis; and
- (V) Handle other matters as directed by the Board of Directors' resolutions.
- II. Responsibilities of the Sustainability Office:
  - (I) Assist in sustainable development strategy planning and implementation;
  - (II) Identify the sustainability issues that demand attention and develop corresponding action plans;
  - (III) Manage and track the performance of the practices related to various sustainability issues to seek ongoing improvement;
  - (IV) Assist individual promotion centers in liaison, coordination, and operation integration;
  - (V) Report implementation results and work plans to the Committee;
  - (VI) Formulate and compile annual sustainability report structures; and
  - (VII) Arrange the Committee meetings including agendas, meeting minutes, tracking of meeting resolutions, attendance counting, and sign-in, and collect and compile individual promotion centers' meeting minutes and implementation results to submit them to the Committee for discussion.
- III. Responsibilities of individual promotion centers:
  - Individual promotion centers shall convene quarterly meetings to discuss their latest business developments and future directions, and provide their meeting minutes as well as relevant information to the Sustainability Office within 20 days at the end of each season. What they provide serves as the motions to be discussed by the Committee, and annual plans and how such plans are implemented shall be provided to the Chief Sustainability Officer and the Sustainability Office every year.
  - (I) Responsibilities of the Business Integrity Center:
    - A. Formulate and promote ethical management-related policies and systems to have integrity and moral values integrated into the Company's business strategy development and implementation; and



- B. Supervise and report implementation performances, and evaluate whether the preventive measures established to help enable ethical management work effectively.
- (II) Responsibilities of the Environment, Healthy, and Safety Center:
  - A. Formulate and implement the Company's environmental protection initiatives including green energy and sustainable ecology development as well as occupational health and safety policy development and promotion;
  - B. Implement maternal protection and prevention of unlawful infringements together with the Human Resources Division; and
  - C. Supervise and report implementation performances, and seek interdepartmental integration to strengthen implementation to deal with relevant issues.
- (III) Responsibilities of the Green Operation Center:
  - A. Formulate green operation strategies, promote circular economy, optimize green manufacturing processes, and engage in R&D of the green products and services that are expected to be valuable in the future; and
  - B. Supervise and report implementation performances, and seek interdepartmental integration to strengthen implementation to deal with relevant issue.
- (IV) Responsibilities of the Customer Service and Supplier Management Center:
  - A. Develop the policies and promotion plans for customer service optimization and supplier sustainability management; and
  - B. Supervise and report implementation performances, and seek interdepartmental integration to strengthen implementation to deal with relevant issues.
- (V) Responsibilities of the Employee Relations and Social Care Center:
  - A. Promote and develop a healthy and safe work environment for employees for them to fully develop their potentials, and provide reasonable compensation and benefits; and
  - B. Promote and strengthen the Company's public welfare influence, and actively engage in 1) corporate citizenship, 2) care for the underprivileged, 3) environmental protection, and 4) community engagement to provide feedback to society by taking concrete and sustained action.

#### Article 6 Convention of Meetings



The Committee shall convene at least twice per annum and may convene anytime when needed.

In calling a meeting of the Committee, a notice of the reasons for convening the meeting shall be given to each member on the Committee and the convener shall preside over the meeting convened.

If the convener requests leave of absence or cannot preside over the meeting, the convener shall designate another member on the Committee as a proxy to preside over the meeting. If no proxy is designated by the convener, the other members on the Committee may elect a proxy among themselves to preside over the meeting.

The Committee may invite Directors of the Board, managerial officers of relevant departments, and external consultants to attend the meeting as nonvoting participants and provide relevant necessary information.

The Committee's resolutions shall be processed by responsible departments pursuant to organizational division of labor and clear division of authority and responsibility.

## Article 7 Attendance and Resolution

When the Committee is convened, attendee sign-in shall be prepared for attendance verification.

The members on the Committee shall attend committee meetings and shall designate proxies to attend such meetings in their absence. Attendance via video conferencing shall be deemed attendance in person.

Any resolution made by the Committee -- unless otherwise prescribed by law or the Company's bylaws -- shall be consented by more than half of the members on the Committee present and the members present shall be more than half of all the members on the Committee. Any resolution passed shall be reported immediately onsite and recorded in writing.

During voting, if the Committee chair solicits and receives no dissent to a motion, the motion is deemed passed, with equivalent force as a resolution by vote.

A proxy may accept a proxy from one person only.

#### Article 8 Meeting Minutes

Discussions at a meeting of the Committee shall be minuted and shall faithfully record the following:

- 1. Session, time, and place of meeting
- 2. Name of the meeting chair
- 3. Attendance statuses including the names and number of the members present, excused, and absent



- 4. Names and titles of attendees
- 5. Name of the minutes taker
- 6. Matters reported at the meeting
- 7. Agenda items: the method of resolution and the result for each proposal; a summary of the comments made by the members on the Committee, experts, and other attendees; and objections or reservations expressed
- 8. Extraordinary motions: The name of the mover, the method of resolution and the result for each motion. a summary of the comments made by the members on the Committee, experts, and other attendees, and objections or reservations expressed
- 9. Other matters required to be recorded

Meeting minutes shall bear the signature or seal of both the meeting chair and the minutes taker and shall be distributed to each member on the Committee and submitted to the Board of Directors within 20 days after the meeting and well preserved as important company records during the existence of the Company.

The production and distribution of meeting minutes may be done in electronic form.

#### Article 9 Periodic Reviews

The Committee shall conduct periodic reviews of the matters related to the Charter and present the results for amendment by the Board of Directors.

# Article 10 Applicable Laws and Regulations

Any matters not set forth herein shall be governed by applicable laws and regulations as well as the Company's bylaws.

# Article 11 Approval Hierarchy

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

The Charter came into force on November 1, 2019 and was amended and came into force respectively on February 27, 2020 and February 23, 2024.