



V5 TECHNOLOGIES CO., LTD.

Audit Committee Charter

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Remarks					

Article 1

This Charter is adopted pursuant to Article 3 of the Taiwan Regulations Governing the Exercise of Powers by Audit Committees of Public Companies.

Article 2

Matters concerning the number, term of office, powers, rules of procedure for meetings, and resources to be provided by the Company when the Audit Committee ("the Committee") exercises its powers shall be handled in accordance with this Charter.

Article 3

The main function of the Audit Committee is to supervise the following matters:

1. Fair presentation of the financial reports of the Company.
2. The hiring (and dismissal), independence, and performance of certificated public accountants of the Company.
3. The effective implementation of the internal control system of the Company.
4. Compliance with relevant laws and regulations by the Company.
5. Management of the existing or potential risks of the Company.

Article 4

The Committee shall be composed of the entire number of independent directors. It shall not be fewer than three persons in number, one of whom shall be the convener, and at least one of whom shall have accounting or financial expertise.

The independent director members of the Committee shall serve a 3-year term, and may be re-elected to further terms. When the number of the independent director members on the Committee falls below the requirement due to an independent director's dismissal for any reason, a by-election shall be held at the next shareholders meeting to fill the vacancy.

When all independent directors are dismissed or all of their positions are vacant, a special shareholders meeting shall be called within 60 days from the date of the occurrence to hold a by-election to fill the vacancies.

Article 5

The provisions of the Securities and Exchange Act, the Company Act and other laws regarding supervisors shall apply mutatis mutandis to this Committee.

The provisions of Paragraph 4, Article 14-4 of the Securities and Exchange Act concerning the duties and powers of supervisors under the Company Act shall apply mutatis mutandis to the independent directors serving on the Audit Committee.

The resolutions of this committee shall be approved by more than half of all members of the Audit Committee; the convener of the Audit Committee shall represent the Audit Committee externally.

The company representative for matters in Articles 213, 214 and 223 of the Company Act shall be elected by this committee in accordance with the procedures in the preceding paragraph. This committee may decide that members shall represent individually or jointly; if a representative is not elected in accordance with the procedures in the preceding paragraph, all members shall represent jointly.

Article 6

The powers of the Committee are as follows:

1. The adoption of or amendments to the internal control system pursuant to Article 14- 1 of the Securities and Exchange Act.
2. Assessment of the effectiveness of the internal control system.
3. The adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of the procedures for handling financial or business activities of a material nature, such as acquisition or disposal of assets, derivatives trading, loaning of funds to others, and endorsements or guarantees for others.
4. Matters in which a director is an interested party.
5. Asset transactions or derivatives trading of a material nature.
6. Loans of funds, endorsements, or provision of guarantees of a material nature.
7. The offering, issuance, or private placement of equity-type securities.
8. The hiring or dismissal of a certified public accountant, or their compensation.
9. The appointment or discharge of a financial, accounting, or internal audit officer.
10. The annual financial report signed or stamped by the chairman, manager and accounting supervisor and the second quarter financial report audited and

certified by a certified public accountant.

11. Other material matters as may be required by the Company or by the Taiwan competent authority.

The matters under the preceding paragraph shall be subject to the approval of one half or more of the entire membership of the Committee and shall be submitted to the board of directors for a resolution.

Any matter in the paragraph 1, with the exception of subparagraph j, that has not been approved by one half or more of the entire membership of the Committee may be adopted with the approval of two thirds or more of the entire board of directors.

The entire membership," as used herein, shall be counted as the number of members actually in office at the given time.

The convener of the Committee shall represent the Committee to the public.

Article 7

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

In calling a meeting of the Committee, a notice of the reasons for convening the meeting shall be given to each independent director member at least 7 days in advance. In emergency circumstances, however, the meeting may be called on shorter notice.

The meeting place and time of this committee shall be at the company's location and office hours or at a place and time that is convenient for the members of this committee to attend and suitable for the meeting of this committee.

A member of the Committee shall be elected as the convener and meeting chair by and from the entire membership of the Committee. However, if the members of this committee are unable to elect a convener, the independent director with the most votes representing voting rights shall serve.

When the convener is on leave or unable to convene a meeting for any reason, the convener shall appoint another independent director member on the Committee as acting convener; if the convener does not make such an appointment, one independent

director member of the Committee shall be elected by and from the other independent director members of the Committee to serve as convener.

More than half of the independent directors of the committee may request the convener to convene the committee by writing down the proposed items and reasons. If the convener does not convene the committee within 15 days of the request, more than half of the independent directors of the committee may convene the meeting on their own.

The Committee may request the managers of relevant departments, internal audit officers, certified public accountants, attorneys, or other personnel of the Company to attend the meeting as non-voting participants and provide pertinent and necessary information. The abovementioned non-voting participants shall leave the meeting before discussion and vote.

When the Committee calls a meeting, it shall furnish the members of the Committee present at the meeting with relevant materials for reference as necessary.

Article 8

When a meeting of the Committee is held, an attendance book shall be made available for signing-in by the independent director members in attendance, and thereafter made available for reference.

Independent director members shall attend meetings of the Committee in person; if an independent director member is unable to attend in person, the independent director member may appoint another independent director member as proxy to attend the meeting. Attendance via telecommunications is deemed as attendance in person.

A member of the Committee that appoints another independent director member as proxy to attend a meeting of the Committee shall in each instance issue a written proxy stating the scope of authorization with respect to the items on the meeting agenda.

Resolutions at meetings of the Committee shall be adopted with the approval of one half or more of the entire membership. The result of a vote shall be made known immediately and recorded in writing.

If it is impossible to hold a meeting of the Committee with legitimate reason, matters

on the meeting agenda shall be adopted with the consent of two thirds or more of the entire board of directors. Nevertheless, a written opinion indicating approval or disapproval shall be obtained from each independent director member with respect to the matters under Article 6, paragraph 1, subparagraph 5

The proxy under paragraph 2 may accept a proxy from one person only.

Article 8-1

At the scheduled meeting time, if the number of Committee members present is less than one-half of all members, the chairperson may announce a postponement of the meeting for the day, provided that the number of postponements shall not exceed two. If the quorum is still not met after two postponements, the chairperson may reconvene the meeting in accordance with the procedures set forth in Paragraph 2 of Article 7.

Article 8-2

The Committee shall proceed in accordance with the procedures set out in the meeting notice. However, changes may be made with the consent of more than half of all members of the Committee.

The Chairman shall not directly announce the adjournment of the meeting without the consent of more than half of all members of the Committee.

During the proceedings of the Committee, if the number of members present does not reach half of all members, the Chairman shall announce the suspension of the meeting upon the proposal of the independent directors present, and the provisions of the previous article shall apply mutatis mutandis.

During the proceedings of the Committee, if the convener is unable to preside over the meeting for some reason or the Chairman fails to directly announce the adjournment of the meeting in accordance with the provisions of the second paragraph, the selection of his/her agent shall be subject to the provisions of Article 7, Paragraph 5

Article 9

Discussions at a meeting of the Committee shall be included in the meeting minutes, which shall faithfully record the following:

1. The session, time, and place of the meeting.
2. The name of the meeting chair.
3. Attendance by the independent director members, including the names and the number of members present, excused, and absent.
4. The names and titles of those attending the meeting as non-voting participants.
5. The name of the minute taker.
6. The matters reported at the meeting.
7. Agenda items: For each proposal, the method of resolution and the result; a summary of the comments of the independent director members of the Committee and experts and other persons present at the meeting; the name of independent director who is an interest party as referred to Article 11.1; an explanation of the important aspects of the relationship of interest ; the reason why the independent director was required or not required to enter recusal; the status of their recusal; and any 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 of the independent director members of the Committee and experts and other persons present at the meeting; the name of independent director who is an interest party as referred to Article 11.1; an explanation of the important aspects of the relationship of interest ; the reason why the independent director was required or not required to enter recusal; the status of their recusal; and any objections or reservations expressed.
9. Other matters required to be recorded.

The attendance book constitutes part of the minutes for each meeting of the Committee and shall be preserved during the existence of the company.

The minutes of a Committee meeting shall bear the signature or seal of both the chair and the minute taker, and a copy of the minutes shall be distributed to each director within 20 days after the meeting. The minutes shall be deemed important corporate records and appropriately preserved during the existence of the Company.

The meeting minutes of paragraph 1 may be produced and distributed in electronic form.

Article 9-1

The entire proceedings of the Audit Committee meetings shall be recorded or videotaped for documentation purposes and retained for a minimum of five years. Such recordings may be stored electronically.

If litigation arises in connection with resolutions made by the Audit Committee prior to the expiration of the above retention period, relevant recordings or video documentation shall continue to be preserved until the conclusion of such litigation.

Where the Audit Committee holds a meeting via video conferencing, the audiovisual materials from such meeting shall constitute part of the meeting minutes and shall be properly retained throughout the Company's duration.

Article 10

The Committee's meeting agenda shall be drafted by the convener. Other members may also put forward proposals for discussion by the Committee.

Article 11

If an independent director member of the Committee 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 enter recusal 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 within the second degree of kinship of an independent director has a material interest in the matters discussed at the meeting referred to in the preceding paragraph, such interest shall be deemed as a personal interest of the independent director in the said matters.

If, for the reason stated in the first paragraph, an agenda item cannot be resolved at a meeting of the Committee, it shall be reported to the board of directors, which shall resolve on the item.

Article 12

The Committee may resolve to retain the service of an attorney, certified public accountant, or other professionals to provide advice with respect to matters in connection with Article 6. The costs of their services shall be borne by the Company.

Article 13

The Committee members shall exercise the due care of a good administrator and faithfully perform the duties prescribed in this Charter; they shall be accountable to the board of directors and shall submit their proposals to be resolved by the board.

Article 14

The Committee shall conduct periodic reviews of matters relating to this Charter and present the results for amendment by the board of directors.

The execution of tasks relating to resolutions adopted by the Committee may be delegated to the convener or other Committee members for follow-up, with a written or verbal report to be presented to the Committee during the implementation period. When necessary, the matter shall be presented for ratification or a report made at the next meeting of the Committee.

Article 15

This Charter, and any amendments hereto, shall come into in force after adoption by a resolution of the board of directors. Any matters not covered herein shall be handled in accordance with applicable laws and regulations.