



## **V5 TECHNOLOGIES CO., LTD.**

### **Procedural Rules of Board Meetings**

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### **Review, Approval, and Issuance**

Department	Editor	Reviewer	Approver	Department	Document Controller
Name	黃立彬	Approval and review documentation for this regulation is recorded in the minutes of the Board of Directors and the Shareholders' Meeting.		Name	饒美萍
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Remarks					

### **Article 1**

To develop a desirable governance system, perfect the supervision functions, and strengthen the management mechanism of the Company's Board of Directors, the Rules are established in accordance with the Applicable Listing Rules for compliance.

### **Article 2**

The Board meeting procedures, main agenda, procedure, particulars to be specified in the minutes of proceedings of the meeting, public notice, and other matters for compliance shall be handled in accordance with the requirements of the Rules.

### **Article 3**

The Board of Directors shall meet at least once quarterly. The reasons for calling a Board of Directors meeting shall be notified to each director and supervisor at least seven days in advance. In emergency circumstances, however, a meeting may be called on a shorter notice.

Upon the consent from the recipients, the meeting notice may be distributed electronically.

All matters set out in subparagraphs of Article 12, paragraph 1, shall be specified in the notice of the reasons for calling a Board of Directors meeting; none of them may be raised by an extraordinary motion except in the case of an emergency or legitimate reason.

### **Article 4**

The Board of Directors of the Company shall designate the Finance and Accounting Department as the meeting administration unit responsible for handling matters related to Board meetings.

The meeting administrative office is responsible for drafting the agenda for the Board meeting and preparing sufficient meeting materials to be mailed with the meeting notice.

Where a Director finds the meeting materials insufficient, he or she may ask the meeting administrative office to provide additional information. If a Director believes the agenda information is incomplete, discussion of the matters may be postponed upon approval of the Board of Directors

### **Article 5**

When the Board meeting is convened, a signature book shall be available to record the signature of the Directors present at the Board meeting for reference.

A Director shall attend a Board meeting in person. If he or she is unable to attend the Board meeting in person, the Director may appoint another Director to attend a Board meeting on their behalf in accordance with the provisions of the Company's Articles of Incorporation. Attendance via videoconference is deemed as attendance in person.

A Director appointing another Director to attend a Board meeting as his or her proxy shall issue a proxy every time such proxy is to be used, prior to the commencement of the Board meeting, valid only for the appointment, describing the authorization granted to the proxy agent regarding the reason for convening the Board meeting.

A proxy as described in the preceding two paragraphs may act as the agent for one person only.

#### **Article 6**

The location and time of Board meetings shall be set within the Company's place of business and during office hours, or at a location and time convenient for Directors to attend and appropriate for holding Board meetings.

#### **Article 7**

The Board meeting shall be convened by the chairman who shall act as chairman of Board meetings. However, the first Board meeting of a new term shall be convened by the Director who has received the ballots representing most voting rights at a general meeting with the Director with power to convene the Board meeting to act as chairman of the Board meeting. In case there are two Directors having the power to convene such Board meeting, the chairman of the Board meeting shall be elected from among the two Directors by themselves.

Where the Board of Directors is convened by a majority of the Directors in accordance with Article 203, Paragraph 4 or Article 203-1, Paragraph 3 of the Company Act, the Directors shall elect one among themselves to act as the chairperson of the meeting.

In case the Chairman is unable to exercise his or her duties during his or her absence or for cause, the vice Chairman shall act as his or her agent. In the absence of the vice Chairman or if the vice Chairman is unable to exercise his or her duties during his or her absence or for cause, the chairman shall appoint a managing director to act as his or her agent. If the Company has no managing Directors, a Director shall be appointed as agent. In the absence of such appointment, the agent shall be elected from among the managing Directors or Directors by themselves. Directors shall attend Board meetings in person. If a Director is unable to attend for any reason, their proxy shall

be appointed and handled in accordance with Article 205 of the Company Act.

### **Article 8**

When the Board of Directors convenes, the meeting administration unit designated by the Board shall prepare and provide relevant materials for Directors to review at any time during the meeting.

Upon convening a Board meeting, staff of the relevant departments or subsidiary(s) may be notified to attend a Board meeting as guest depending on the details of the meeting agenda.

If necessary, accountants, lawyers or other professionals may be invited to attend a Board meeting as guest and provide the explanation; however, however, those accountants, lawyers or other professionals shall leave the table during the discussion and voting in the Board meeting.

A Board meeting shall be called to order by the Chairman of the Board meeting when the scheduled meeting time has arrived and a majority of Directors are present at the Board meeting.

If less than a majority of all Directors are present at the Board meeting when the scheduled meeting time has arrived, the Chairman may announce to postpone the meeting with the postponement not more than twice. If a quorum is not constituted after the second postponement, the Chairman may reconvene the meeting in accordance with the procedures set forth in Article 3, Paragraph 2.

The term all Directors as used in the preceding paragraph and in Subparagraph 2, Paragraph 2 of Article 16 shall refer to those currently holding office.

### **Article 9**

Any and all of the Board meetings shall be audio recorded or videotaped from beginning to adjournment of the meeting as evidence and the files shall be kept for at least five years. The files may be stored in the electronic form.

If a litigation relating to a resolution of Board meetings commences before the end of the period in which the evidence shall be kept in the preceding paragraph, the relevant audio recorded or videotaped evidence shall continually be kept until the conclusion

of the litigation.

For a meeting convened via videoconferencing, the audio recorded and videotaped information shall be part of the proceedings of minutes of the Board meeting and be properly kept during existence of the Company.

#### **Article 10**

The proceedings of the Company's Board of Directors shall comply with applicable laws and regulations, as well as the provisions of the Company's Articles of Incorporation. The agenda for the regular Board meetings shall include the following matters for the least:

1. Matters to be reported:

- (1) Minutes of proceedings of former meeting and status of implementation.
- (2) Important financial and business reports.
- (3) Internal audit reports; and
- (4) Other important reports.

2. Matters for discussion:

- (1) Matters reserved for further discussion from the former meeting; and
- (2) Matters to be discussed during the meeting.

3. Extempore Motion.

#### **Article 11**

Board meetings shall be conducted in accordance with the procedure of the meeting as scheduled in the meeting notice, which may be subject to change upon consent of a majority of the Directors present at the Board meeting.

The Chairman may not declare adjournment without the consent of a majority of the Directors present at the meeting.

During a Board meeting, if the Directors present in the meeting do not exceed half of the Directors attendance at the meeting, upon motion filed by the Directors present in the meeting, the Chairman shall declare suspension of the meeting and the provisions

under Paragraph 5, Article 8 of the Rules may apply mutatis mutandis.

## **Article 12**

The following matters shall be brought to a Board meeting for discussion:

1. The Company's business plan.
2. Annual financial report.
3. To establish or amend the internal control system in accordance with Article 14-1 of the Securities and Exchange Act.
4. To establish or amend procedures for major financial transactions, including acquisition or disposal of assets, engagement in derivative transactions, lending of funds to others, and endorsements or guarantees for others, in accordance with Article 36-1 of the Securities and Exchange Act.
5. Offering, issue or private placement of securities of the nature of equity.
6. The board of directors does not have a managing director, the election or dismissal of the chairman.
7. Appointment and/or dismissal of a financial, accounting or internal audit officers
8. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following Board meeting for ratification
9. To resolve matters in accordance with Article 14-3 of the SEA, other matters required by law or the Articles of Incorporation to be resolved by the shareholders' meeting or the Board of Directors, or other material matters as required by the competent authority.

The term “related party” in subparagraph 8 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers under the Applicable Listing Rules. The term “major donation to a non-related party” means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 Percent of paid-in capital as stated in the financial report audited by the accountant

for the most recent year.

The term “within a 1-year period” in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current Board meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

If the Company has Independent Directors, such Directors shall attend in person or appoint another Independent Director as proxy when the Board resolves matters under Article 14-3 of the SEA. If an Independent Director has objections or reservations, such opinions shall be recorded in the minutes of the Board meeting. If an Independent Director is unable to attend the meeting in person to express such objections or reservations, a written opinion shall be submitted in advance, unless there is a legitimate reason, and such written opinion shall be included in the meeting minutes.

### **Article 13**

The Chairman may declare end of discussion of a proposal in the agenda and have the proposal voted on if he or she deems the proposal in discussion is ready for a vote.

When a proposal is submitted for resolution at a Board meeting, if the chairperson consults all attending Directors and no objections are raised, the proposal shall be deemed approved.

If any objection is raised upon consultation by the chairperson, the proposal shall be submitted for a vote.

Votes may be cast in one of the following manners as determined by the Chairman; provided, however, that when a person present at the meeting files an objection, the decision shall be made according to majority votes:

1. Vote by show of hands or by voting system.
2. Roll-call vote.
3. Vote by ballots; or
4. Any other voting method as determined by the Company.

The term “all attending Directors” as used in the preceding two paragraphs does not



include any Director who is prohibited from exercising voting rights pursuant to Paragraph 1 of Article 15.

#### **Article 14**

Unless otherwise provided for under the Applicable Listing Rules or the Articles, a Proposal to be resolved at the Board meeting shall be approved by consent of a majority of the Directors present at the meeting attended by a majority of all Directors.

In case of an amendment or substitute to a proposal and to the extent that is permissible under the Applicable Listing Rules or Law, the Chairman shall decide on the order of vote by combining the amendment or substitute with the same proposal. However, if one of the proposals has been approved, the others shall be deemed overruled, and no further vote is required.

If certain persons shall be designated to scrutinize balloting and count ballots for voting on proposals, these persons shall be appointed by the Chairman. The persons responsible for scrutinizing balloting shall be Directors. Results of the votes shall be announced on the spot and recorded.

#### **Article 15**

A director who, either personally or through a legal entity they represent, has a conflict of interest in any matter on the agenda of a board meeting shall disclose the material aspects of such interest at that meeting. If the conflict is likely to prejudice the interests of the Company, the director shall refrain from participating in the discussion and voting on that matter. The director shall also abstain from acting as a proxy for another director in exercising voting rights on the same matter.

For the purposes of this provision, a director shall be deemed to have a personal interest in a matter if the director's spouse, a relative within the second degree of kinship, or a company under the director's control or to which the director is subordinate, has an interest in the matter.

Resolutions of the Board of Directors shall be handled in accordance with Article 206, Paragraph 4 of the Company Act, which applies mutatis mutandis to Article 180, Paragraph 2 of the same Act, with respect to directors who are prohibited from

exercising voting rights.

## **Article 16**

Proceedings of Board meetings shall be recorded in the meeting minutes, which shall specify the following matter in detail:

1. Term (or year) of the meeting, and time and place.
2. Name of Chairman.
3. Attendance of Directors, including names and numbers of Directors who are present at the meeting, on leave or absent from the meeting.
4. Names and titles of the guests to the Board meeting.
5. Name of the secretary of the Board meeting.
6. Matters to be reported.
7. Matters for discussion: How a proposal is resolved and the result; summary of statement by Director, expert and other persons; the name of any director that is an interested party as referred to in the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; objections and/or reservations with record or written statement; and written opinion issued by Independent Director in accordance with the provisions under Paragraph 4, Article 12 of the Rules;
8. Extempore Motion: Name of the person submitting a proposal; how a proposal is resolved and the result; summary of statement by Director, expert and other persons; the name of any director that is an interested party as referred to in the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; and objections and/or reservations with record or written statement; and
9. Other matters to be included.

If the Company has appointed Independent Directors or established an Audit Committee, or if any of the following circumstances apply to resolutions passed by the Board of Directors, such matters shall not only be recorded in the meeting minutes

but also be publicly disclosed and reported via the information reporting website designated by the competent authority within two days from the date of the Board meeting, in accordance with applicable laws and regulations:

1. Opposition or reservation by any Independent Director with record or written statement; or
2. Matters not approved by the Audit Committee (if there is any), subject to consent by more than two thirds (2/3) of all Directors.

The board meeting attendance book is part of the meeting minutes of proceedings and shall be properly kept during existence of the Company.

Meeting minutes of proceedings shall be signed or sealed by the Chairman and secretary of the Board meeting and copies thereof shall be distributed to all Directors and supervisors (if there is any) within twenty days of the Board meeting. The meeting minutes shall be deemed as important files of the Company and be properly kept during existence of the Company.

Preparation and distribution of the meeting minutes of proceedings in the first paragraph may be done electronically.

### **Article 17**

Except for matters specified in Article 12, Paragraph 1 that must be submitted to the Board of Directors for discussion, any delegation of the Board's authority pursuant to laws or the Company's Articles of Incorporation shall be clearly defined in terms of level, scope, and content. The principles for handling such delegation are as follows:

During recess periods of the Board, if the Chairperson is authorized to exercise the powers of the Board, the following matters may be delegated, provided that items required by law or regulation to be submitted to the Board shall still be subject to Board resolution:

1. Establishment and assessment of effective and appropriate internal control systems.
2. Supervision of managerial personnel.
3. Review of the Company's management decisions and operational plans.

4. Review and formulation of the Company's financial objectives.
5. Supervision of the Company's operating results.
6. Evaluation, inspection, supervision, and handling of various risks faced by the Company.
7. Ensuring the Company's compliance with applicable laws and regulations.
8. Planning the Company's future development, maintaining corporate image, and fulfilling social responsibilities.
9. Appointment and communication with professionals such as accountants or lawyers (excluding the appointment, dismissal, or remuneration of certifying accountants).
10. Other relevant matters.

#### **Article 18**

The proceedings of the Standing Board of Directors shall be governed mutatis mutandis by the provisions of Articles 2, 3 Paragraph 2, and Articles 4 through 6, 8 through 11, and 13 through 16. However, if the Standing Board of Directors is convened regularly within a seven-day period, notice may be given to each standing director two days in advance.

#### **Article 19**

These regulations shall be implemented upon approval by the Board of Directors and reported to the Shareholders' Meeting. Any future amendments may be authorized by resolution of the Board of Directors.

#### **Article 20**

These regulations were adopted by the resolution of the Board of Directors on December 29, 2023 and reported to the Shareholders' Meeting on April 30, 2024.