

## Sercomm Corporation Audit Committee Charter

- Article 1 The Audit Committee Charter (hereinafter referred to as “the Charter”) was established in accordance with Article 3 of the "Regulations Governing the Exercise of Powers by Audit Committees of Public Companies".
- Article 2 The number of committee members, their terms, duties, rules of procedure, and resources provided by the Company in the exercise of committee duties are governed by the Charter.
- Article 3 The main operational purpose of the Committee's is to oversee the following matters:
- I. Fair presentation of the Company’s financial statements.
  - II. The appointment (or dismissal) of certified public accountants, as well as their independence and performance.
  - III. Effective implementation of the Company’s internal controls.
  - IV. Compliance with applicable laws and regulations.
  - V. Risk management and control of the Company.
- Article 4 The Committee is composed of all independent directors, with no fewer than three members. One member shall serve as the Convener, at least one member must reside domestically, and at least one must have expertise in accounting or finance. The term of office for independent directors of the Committee is three years, with the possibility of re-election. If a director is dismissed for any reason and the number of directors falls below the required number as stipulated in the preceding paragraph or the Articles of Incorporation, a by-election should be held at the following shareholders' meeting. When an independent director is dismissed or there is a vacancy, the Company must convene an extraordinary shareholders’ meeting within sixty days of the occurrence to appoint a replacement.
- Article 5 The provisions of the Securities and Exchange Act, the Company Act, and other laws regarding supervisors apply mutatis mutandis to the Committee. The provisions of Article 14-4, Paragraph 4 of the Securities and Exchange Act regarding the powers of supervisors under the Company Act apply mutatis mutandis to the independent directors of the Committee. The appointment of the Company's representative in matters under Articles 213, 214, and 223 of the Company Act, shall require the consent of more than half of the committee members. The Audit Committee may decide whether the representative acts individually or jointly. If the representative is not elected according to the prescribed procedure, all members shall jointly represent the Company.
- Article 6 The Committee has the following responsibilities:
- I. Formulation or amendment of the internal control system in accordance with Article 14-1 of the Securities and Exchange Act.
  - II. Assessment of the effectiveness of the internal control system.
  - III. Adoption or amendment of the procedures for handling financial or business activities of a material nature in accordance with Article 36-1 of the Securities and Exchange Act, such as acquisition or disposal of assets, derivatives trading, loaning of funds to others, and endorsements or guarantees for others.
  - IV. Matters bearing on the personal interest of directors.
  - V. Material assets or derivatives trading.
  - VI. Material loaning of funds, and provision of endorsements/guarantees.
  - VII. Offering, issuance or private placement of any equity securities.
  - VIII. Appointment, discharge or compensation of attesting CPAs.
  - IX. Appointment or discharge of a finance manager, accounting manager or head of internal audit.
  - X. Annual financial statements signed or stamped by the Chairperson, managerial officers, and account manager, and second-quarter financial statements audited and attested by CPAs.

XI. Other significant matters set forth by the Company or the competent authority. Resolutions on the foregoing matters shall be approved by more than half of all committee members before being submitted to the Board of Directors for resolution. Regarding matters in the first paragraph, excluding Subparagraph 10, they shall be implemented with the consent of more than half of the committee members or the approval of more than two-thirds of the Board of Directors.

The terms "the committee members" in the preceding paragraph refer only to incumbent members.

The Convener of the Committee shall serve as the Committee's external representative.

Article 7 The Committee shall meet at least once every quarter and may hold additional meetings as necessary.

A notice clearly stating the purpose of the meeting shall be given to all independent directors seven days in advance. However, in case of emergencies, this does not apply. Committee meetings shall be held at the place and during operation hours of the Company. However, if necessary, meetings may be held at other locations and times that are suitable for convening and are convenient for directors to attend.

The Committee shall appoint one member as the Convener and meeting Chair. However, if the committee members are unable to elect a Convener, the independent director with the highest number of votes shall be appointed as the Convener.

In the event that the Chair is on leave or unable to fulfill their duties for any reason, the Chair shall appoint an independent director to act as a proxy. If the Chair fails to appoint a proxy, the independent directors shall elect one from among themselves to act as the proxy.

More than half of the independent directors of the Committee may request the Convener to hold an Audit Committee meeting, by specifying the proposed matters and reasons in writing. If the Convener does not call an Audit Committee meeting within fifteen days of the request, more than half of the independent directors of the Committee may convene the meeting themselves.

The Committee may invite managers from relevant departments of the Company, internal auditors, accountants, legal advisors, or other personnel to attend meetings and provide necessary information, provided that they shall leave the meeting when deliberation or voting takes place.

When convening a committee meeting, relevant information should be made available for inspection by the committee members present at the meeting.

Article 8 During committee meetings, an attendance book shall be provided for signing-in by attending independent directors, which shall be made available for future reference. Members who are independent directors shall attend committee meetings in person. If unable, they may appoint another member who is an independent director to attend the meeting as proxy. Attendance by videoconference shall be deemed attendance in person. A committee member who appoints another member, who is also an independent director, to attend a committee meeting shall in each instance issue a proxy form stating the scope of authorization with respect to the reasons for convening the meeting. Resolutions made by the Committee require the agreement of more than half of its members. Voting results shall be made known on-site immediately and recorded in writing.

In the event that the Committee cannot be convened for a legitimate reason, it shall be done with the consent of at least two-thirds of all directors of the Board of Directors. However, matters specified in Article 6, Paragraph 1, Subparagraph 10 shall still require the consent of independent directors.

The proxy referred to in Paragraph 2 may be the appointed proxy of only one person.

If, at the appointed meeting time, less than half of the committee members are present, the Chair may announce a postponement of the meeting to later that day, with a limit of two postponements. If, after two postponements, a quorum is still not met, the Chair may reconvene the meeting according to the procedures outlined in Article 7, Paragraph 2.

Committee meetings shall follow the agenda outlined in the meeting notice. However, it is subject to change with the consent of more than one-half of all committee members. Without the consent of more than half of the committee members, the Chair shall not unilaterally declare the meeting adjourned.

If less than half of the members are present during the committee meeting, the Chair shall announce a temporary suspension of the meeting upon the proposal of an independent director in attendance, and apply the provisions of the preceding article. During the proceedings of the committee meetings, if the Convener is unable to preside over the meeting for any reason, or if the Chair does not unilaterally declare the meeting adjourned according to the provisions of Paragraph 2, the appointment of proxy shall be in accordance with the provisions of Article 7, Paragraph 5.

- Article 9 Proceedings of committee meetings should be recorded in minutes, and the minutes should accurately document the following items:
- I. Session, time, and place of meeting.
  - II. Name of meeting Chair.
  - III. Attendance of independent director members at the meeting, specifying names and number of members present, excused, and absent.
  - IV. Names and titles of those attending the meeting as a non-voting participant.
  - V. Name of minutes taker.
  - VI. Matters reported.
  - VII. Discussion items: Resolution methods and results of each proposal, summary of comments from committee members, experts, or other personnel; for interested independent directors who are a committee member, as per Article 11, Paragraph 1, their names, explanations of important aspects of the relationship of interest, reasons for recusal or non-recusal, as well as their recusal status, objections or reservations.
  - VIII. Extempore motions: The name of the mover, resolution methods and outcomes, summary of comments from committee members, experts, or other personnel; for interested independent directors who are a committee member, as per Article 11, Paragraph 1, their names, explanations of important aspects of the relationship of interest, reasons for recusal or non-recusal, as well as their recusal status, objections or reservations.
  - IX. Other matters required to be recorded.
- The attendance book constitutes part of the minutes for each committee meeting and shall be retained for the duration of the Company's existence.
- The minutes must be signed or stamped by the meeting Chair and recorder and be distributed to committee members within 20 days after the meeting; it shall also be filed as important company records and appropriately preserved for the duration of the Company's existence.
- The meeting minutes of Paragraph 1 may be produced and distributed in electronic form.
- Article 10 The agenda of committee meetings is set by the Convener, and other members may also provide proposals for discussion by the Committee.
- Article 11 If an independent director on the Committee has a conflict of interest regarding an agenda item, they must disclose the key details of the interest relationship. If the conflict could harm the Company's interests, the director shall abstain from discussing or voting on the item, and they may not exercise voting rights as proxy for another director.
- If an independent director's spouse or blood relatives within the 2nd degree of relationship are an interested party in relation to an agenda item as mentioned in the preceding paragraph, the independent director shall be deemed as an interested party with respect to that agenda item.
- As per Paragraph 1, if the Committee is unable to make a decision, it should report to the Board of Directors for resolution.
- Article 11-1 The Company shall document the entire meeting process of the Committee by recording it in audio or video format. These recordings shall be archived for a minimum of five years and may be stored electronically.



If a lawsuit related to the Committee's matters occurs before the expiration of the aforementioned retention period, relevant audio or video recordings shall continue to be preserved until the conclusion of the litigation.

For committee meetings held via video conference, the audio-visual recordings are considered part of the meeting minutes and should be properly preserved for the duration of the Company's existence.

- Article 12 The Committee may, by resolution, appoint lawyers, accountants, or other professionals to conduct necessary audits or provide consultations on matters related to Article 6; the expenses incurred shall be borne by the Company.
- Article 13 Committee members shall exercise the duty of care of a good administrator, faithfully perform the duties prescribed by the Charter, be accountable to the Board of Directors, and submit proposals to the Board for resolution.
- Article 14 The Committee shall regularly review matters related to the Charter and propose revisions to the Board of Directors.  
For matters resolved by the Committee, the related implementation work may be delegated for continued handling to the Convener or other committee members. They must provide written reports to the Committee during the implementation period and, if necessary, present the report for ratification or reporting at the subsequent committee meeting.
- Article 15 The Charter hereof comes into force after being ratified in board meetings, and the same shall apply to any revisions.  
The Charter was established by a resolution of the Board of Directors on May 4, 2017.  
The 1st revision was made on March 20, 2018.  
The 2nd revision was made on March 18, 2020.  
The 3rd revision was made on March 5, 2024.