

Sercomm Corporation Compensation Committee Charter

- Article 1 To improve the remuneration system for directors and managers of the Company, the Compensation Committee Charter (hereinafter referred to as "the Charter") has been implemented in compliance with Article 3 of the "Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on TWSE/TPEX".
- Article 2 Matters related to the authority of the Company's Compensation Committee (hereinafter referred to as "the Committee") shall be governed by the Charter, unless otherwise stipulated by laws or the Articles of Incorporation.
- Article 3 The Company shall publish the contents of the Charter on its website and the Market Observation Post System for reference.
- Article 4 The function of the Committee is to assess the compensation policies and systems for the Company's directors and managers from a professional and objective perspective; it also aims to provide recommendations to the Board of Directors to aid in their decision-making.
- Article 5 The Committee shall have at least three members, and more than half of the members shall be independent directors, appointed by the Board of Directors, with one of them serving as the Convener.
The professional qualifications and independence of the committee members should adhere to the requirements outlined in Article 5 and Article 6 of the "Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on TWSE/TPEX".
- Article 6 The term of office for members of the Committee is the same as that of the appointed Board of Directors.
If a member of the Committee is dismissed for any reason, resulting in the Committee having fewer than three members, the Board of Directors shall convene within three months from the date of occurrence to appoint a replacement.
- Article 7 The Committee shall perform the following functions in good faith with care as a bona fide manager and submit its suggestions to the Board of Directors for discussion.
- I. Regularly review the Charter and propose revisions.
 - II. Establish and regularly review policies, systems, standards and structures of the remuneration and long-term performance goals of the Company's directors and managers.
 - III. Regularly assess the performance goals of the Company's directors and managers, and determine the content and amount of their individual salary and compensation.
- When carrying out the aforementioned duties, the Committee shall adhere to the following principles:
- I. Ensure that the Company's salary and compensation arrangements comply with relevant laws and are sufficient to attract outstanding talent.
 - II. The performance evaluation, salary, and remuneration of directors and managers should refer to industry standards, accounting for factors such as the time invested, responsibilities undertaken, achievement of personal goals, performance in other positions, salary compensation given to similar positions in recent years, and the correlation between individual performance and company performance, business goals, financial status, and future risks.
 - III. Directors and managers should not be encouraged to engage in behaviors that exceed the Company's risk appetite in pursuit of salary compensation.
 - IV. The proportion of bonuses for short-term performance and the timing of payment for part of the variable salary compensation for directors and senior managers should be determined based on the characteristics of the industry and the nature of the Company's business.
 - V. Members of the Committee should refrain from participating in the discussion and voting on their own salary and compensation matters if there is a potential conflict of interest that could harm the Company's interests. They should also abstain from voting and discussion and should not act as a proxy for other committee members in exercising their voting rights.
- The remuneration referred to in the preceding two paragraphs includes cash compensation, stock options, dividends, retirement benefits or severance pay, various allowances and other substantial incentive measures; its scope should be consistent with the remuneration of directors and managers as specified in the "Regulations Governing Information to be Published in Annual Reports of Public Companies".
If the compensation matters of directors and managers of subsidiaries are subject to

the approval of the Company's Board of Directors, in accordance with the hierarchical responsibility system of subsidiaries, the Committee shall first propose recommendations before submitting them for discussion by the Board of Directors.

- Article 8** The Committee shall convene twice a year; a notice clearly stating the purpose of the meeting shall be given to all committee members seven days in advance. However, in case of emergencies, this does not apply.
The Committee comprises one independent director, who is elected by all members to serve as the Convener and meeting Chair. In the event that the Convener is absent or unable to convene a meeting, another independent director designated by the Convener shall act as proxy. If there are no other independent directors on the Committee, the Convener shall designate another committee member as the proxy. If no proxy is named, remaining committee members shall elect one.
- Article 9** The agenda of committee meetings is set by the Convener, and other members may also propose items for discussion by the Committee.
The meeting agenda should be provided to the committee members in advance. During committee meetings, an attendance book shall be provided for signing-in by attending members, which shall be made available for future reference.
Members shall attend committee meetings in person. If unable, they may appoint another member to attend the meeting as proxy. Attendance by videoconference shall be deemed attendance in person.
A committee member who appoints another member 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.
The proxy referred to in Paragraph 3 may be the appointed proxy of only one person.
- Article 10** Resolutions made by the Committee require the agreement of more than half of its members. During voting, if the committee Chair solicits and receives no dissents, the motion is deemed passed, with equivalent force as a resolution by vote.
Voting results shall be made known on-site immediately and recorded in writing.
- Article 11** 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 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: The resolution methods and outcomes of each proposal, names and compensation details of members involved in their own compensation as per Article 7, recusal situations, and any objections or reservations expressed by committee members.
 - VIII. Extempore motions: The name of the mover, the method and outcome of each resolution, a summary of comments, and any objections or reservations expressed by the independent directors on the Compensation Committee, as well as by experts and other attendees at the meeting.
 - IX. Other matters required to be recorded.
- The attendance book forms a part of the minutes of each Compensation Committee meeting; for meetings conducted via video conference, the video and audio recordings shall also be included in the minutes.
The minutes must be signed or stamped by the meeting Chair and recorder and be distributed to committee members within 20 days; it shall also be reported to the Board, filed as important company records, and kept for five years. The minutes may be prepared and distributed electronically.
If a lawsuit related to the Committee's matters occurs before the expiration of the aforementioned retention period, the records must be preserved until the conclusion of the litigation.
- Article 12** For resolutions made by the Committee based on the authority specified in Article 7, as well as the subsequent implementation efforts following the appointment of qualified personnel as stated in Article 13, Paragraph 2, the Convener or other committee members may be authorized to continue handling the tasks. 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, the Convener or other committee members may be authorized to continue handling the tasks.
- Article 13** The Committee may invite directors, 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.

Committee may, by resolution, appoint lawyers, accountants, or other professionals to conduct necessary audits or provide consultations on matters related to the exercise of its duties; the associated costs shall be borne by the Company.

Article 14 Supplementary Provisions

- I. The Charter hereof comes into force after being ratified in board meetings, and the same shall apply to any revisions.
- II. The Charter was initially implemented on November 22, 2011.
- III. The 1st revision was made on August 11, 2017.
- IV. The 2nd revision was made on March 18, 2020.