



Sercomm Corporation Sustainable Development Committee Charter

- Article 1 **Basis for Establishment**
To fulfill corporate social responsibility, align with global trends, actively respond to stakeholders' concerns regarding environmental, social, and governance risk assessments and strategies, and achieve sustainable operations, the Sustainable Development Committee (hereinafter referred to as "the Committee") has established its Charter in accordance with the Company's "Sustainable Development Best Practice Principles" and "Corporate Governance Best Practice Principles".
- Article 2 **Scope**
The composition of the Committee, 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 this Charter.
- Article 3 **Committee Members**
Committee members are appointed by the Board of Directors and must consist of at least three persons, including directors and senior managers of the Company; at least one director shall participate for supervision of the Committee.
The term of office for members of the Committee is the same as that of the appointed Board of Directors. The Board may appoint replacements if a director is dismissed for any reason and the number of directors falls below the required number as stipulated in the preceding paragraph.
- Article 4 **Authority**
The Committee's role is to support the Board in advancing environmental, social, and governance initiatives to ensure the Company's sustainable operations. Its responsibilities shall encompass the following:
I. Formulate sustainable development direction and goals, and draft relevant management policies and specific promotion plans.
II. Promote and implement the Company's ethical corporate management and risk management.
III. Track, review, and revise the implementation and effectiveness of corporate sustainability initiatives.
IV. Other matters as decided by the Board of Directors.
- Article 5 The Committee has established five taskforces: "Sustainable Development", "Responsible Products", "Responsible Operations", "Employee Care and Sustainable Interaction", and "Corporate Governance". In addition, a Sustainability Implementation Team has also been set up to manage the Committee's operations, integrate annual plans and execution results from each task force before reporting to the Committee, and coordinate and track the implementation of annual plans approved by the Committee across all task forces. The Committee shall discuss the annual plan and implementation results of the previous year before submitting them to the Board of Directors.
- Article 6 **Convocation and meeting notices**
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 committee members seven days in advance. However, in case of emergencies, this does not apply. The notice to be given under the preceding paragraph may be given in writing or by electronic means.
The Committee shall be convened and chaired by a director; if the Committee has more than one director, the Chair shall be elected from among them. In the event that the Chair is absent or unable to convene a meeting, another independent director designated by the Chair shall act as proxy. If no designation is made, the committee members shall elect one among themselves to act as Chair.
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.
- Article 7 **Attendance and Resolutions**
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, provided that the proxy shall be limited to one person. 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.

Unless otherwise specified by laws or the Company's articles of incorporation, a resolution shall require the presence of more than half of the committee members and the agreement of a majority of those present. During voting, if the committee chair solicits and receives no dissents, the motion is deemed passed, with equivalent force as a resolution by vote.

Article 8 Conflict of Interest

If a committee member 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 member shall abstain from discussing or voting on the item, and they may not exercise voting rights as proxy for committee member.

If a committee member'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 member shall be deemed as an interested party with respect to that agenda item.

Article 9 Minutes of the Meeting

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. The name of the minute taker.
- VI. Matters reported.
- VII. Discussion items: Resolution methods and results of each proposal; objections or reservations from committee members recorded or stated in writing; for interested committee members, as per Article 4, their names, explanations of important aspects of the relationship of interest, reasons for recusal or non-recusal, as well as their recusal status.
- VIII. Extempore motions: Name of the mover; resolution methods and results of each proposal; summaries of statements by committee members, experts, and other personnel; objections or reservations from committee members recorded or stated in writing; for interested committee members, as per Article 4, their names, explanations of important aspects of the relationship of interest, reasons for recusal or non-recusal, as well as their recusal status.
- IX. Other matters required to be recorded.

The attendance book forms a part of the minutes of each 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 10 Professional Audit or Consultation

The 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 costs incurred shall be borne by the Company.

Article 11 Information Disclosure

The Company shall publish the contents of the Charter and operation of the Committee in the annual report, on the Company's website, or on the Market Observation Post System for public access and reference.



- Article 12 Relevant Implementation
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 13 Effectiveness
This Charter hereof come into force after being ratified in board meetings, and the same shall apply to any revisions.
This Charter was established on May 11, 2023.