



Sercomm Corporation

Rules of Procedure for Board of Directors Meetings

- Article 1 To establish a strong governance system and sound supervisory capabilities, as well as to strengthen the management capabilities of the Company's Board of Directors, these Rules were adopted pursuant to Article 2 of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.
- Article 2 The rules of procedure for the board meetings of the Company, including the main agenda items, operational procedures, matters to be recorded in the minutes, announcements, and other compliance requirements, shall be handled in accordance with these Rules.
- Article 3 The Company's Board of Directors shall convene quarterly meetings, with the purpose of the meeting clearly stated. A notice shall be given to all directors seven days in advance; however, in emergency circumstances, a board meeting may be called on shorter notice. The notice to be given under the preceding paragraph may be given in electronic means with the consent of the parties involved.
Matters stipulated in Article 12, Paragraph 1 of these Rules shall be specified in the notice of the meeting and may not be proposed as extempore motions.
- Article 4 The Company has designated the Financial Management Division as the unit responsible for board meetings.
The unit responsible for board meetings shall draft agenda items and prepare sufficient meeting materials, and shall deliver them together with the meeting notice.
If a director believes that the meeting materials are insufficient, they may request additional information from the meeting unit, which must provide it within seven days. If a director is of the opinion that materials concerning any proposal are insufficient, the deliberation of such proposal may be postponed by a resolution of the Board of Directors.

Directors of the Company should be provided with relevant and timely information, presented in a format and quality that allows them to make informed decisions and fulfill their duties as directors.
The corporate governance officer is responsible for handling directors' requests, ensuring timely and effective assistance to directors in performing their duties; requests shall be promptly addressed within seven days.
- Article 5 During board meetings, an attendance book shall be provided for signing-in by attending directors, which shall be made available for future reference.
Directors shall attend board meetings in person. If unable, they may appoint another director to attend the meeting as proxy in accordance with the Company's Articles of Incorporation. Attendance by videoconference shall be deemed attendance in person. A director who appoints another director to attend a board 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 the previous paragraph may be the appointed proxy of only one person.
- Article 6 Board 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.
- Article 7 Board meetings shall be convened and chaired by the Chairperson of the Board. However, the first board meeting of each term shall be convened by the director who received the most votes in the shareholders' meeting. This director shall also serve as the meeting Chair. If there are two or more directors with the highest votes, they shall select one among themselves to serve as the Chair.
When the Board of Directors is convened by a majority of directors on their own initiative according to Article 203, Paragraph 4 or Article 203-1, Paragraph 3 of the Company Act, the directors shall elect one among themselves to serve as the Chair.

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

- Article 8 When convening a board meeting, relevant information should be made available for inspection by the directors present at the meeting.
Non-director managers may attend a board meeting upon notification of the agenda. Certified public accountants, attorneys, or other professionals retained by the Company may also be invited to attend the meeting as non-voting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place.
The Chair shall call the board meeting to order at the appointed meeting time and when a majority of the directors are in attendance. If, at the appointed meeting time, less than half of the directors are present, the Chairperson 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 Chairperson may reconvene the meeting according to the procedures outlined in Article 3.
The term "all directors," as used in the preceding paragraph and in Article 16, Paragraph 2, Subparagraph 2, refers to the directors then in office.
- Article 9 The entire process of a board meeting shall be videotaped or audiotaped in its entirety, and shall be archived for a minimum of five years. The record may be retained in electronic form.
If a lawsuit related to matters of the Board of Directors 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 10 The agenda for regular board meetings shall at least include the following items:
- I. Matters to be reported:
 - (I) Minutes of the last meeting and action taken.
 - (II) Important financial and business matters.
 - (III) Internal audit activities.
 - (IV) Other important matters to be reported.
 - II. Matters for discussion:
 - (I) Items for discussion carried over from the previous meeting.
 - (II) Items for discussion at this meeting.
 - III. Extempore motions.
- Article 11 Motions discussed by the Board of Directors shall follow the agenda outlined in the meeting notice. However, changes may be made with the consent of a majority of the attending directors.
Without the consent of a majority of the attending directors, the Chair shall not unilaterally declare the meeting adjourned.
If less than half of the members are present during the board meeting, the Chair shall announce a temporary suspension of the meeting upon the proposal of an attending director, and apply the provisions of Article 8, Paragraph 3.
During the proceedings of board meetings, if the Chair 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 3.
- Article 12 The Company's Board of Directors shall discuss the following matters:
- I. The Company's business plan.
 - II. Annual and semi-annual financial statements. However, this does not apply to semi-annual financial statements that are not required under relevant laws and regulations to be audited and attested by a certified public accountant (CPA).

- III. Formulation or amendment of the internal control system in accordance with Article 14-1 of the Securities and Exchange Act, and assessment of the effectiveness of the internal control system.
- IV. Adoption or amendment, in accordance with 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.
- V. Offering, issuance or private placement of any equity securities.
- VI. Appointment or dismissal of the Chairperson.
- VII. Appointment or discharge of a finance manager, accounting manager or head of internal audit.
- VIII. Donations to related parties or significant donations to unrelated parties. However, in the case of donations made for urgent disaster relief, which have a charitable nature, they may be submitted for retroactive approval at the next board meeting.
- IX. Other matters that require a resolution by the shareholders' meeting or submission to the Board of Directors, or material matters specified by the competent authority, in accordance with Article 14-3 of the Securities and Exchange Act, or as stipulated by laws, regulations, or the Company's Articles of Incorporation.
- X. The remuneration of directors and executives as recommended by the Compensation Committee. If the recommendations of the Compensation Committee are not adopted or are amended, the decision shall be approved by a majority of attending directors at a meeting attended by at least two-thirds of all directors. The resolution shall also specify whether the compensation approved by the Board of Directors exceeds the recommendations of the Compensation Committee.

The term "related parties" in Subparagraph 8 of the preceding paragraph shall refer to related parties as defined by the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "significant donations to unrelated parties" shall refer to any single donation or cumulative donations to the same recipient within one year amounting to NT\$100 million or more, or reaching 1% of the net operating revenue or 5% of the paid-in capital as stated in the financial statement audited by a CPA for the most recent fiscal year.

The aforementioned term "within one year" shall be calculated retroactively from the date of the current board meeting, excluding portions already approved by board resolutions.

The Company shall have at least one independent director present at the board meeting. For matters that require a resolution by the Board of Directors as specified in Paragraph 1, all independent directors shall attend the board meetings. If an independent director is unable to attend in person, they shall appoint another independent director as proxy. If an independent director has any objections or reservations, they shall be recorded in the minutes of the board meeting. If the independent director is unable to attend the board meeting in person to express their objections or reservations, they shall, provide a written opinion in advance, unless there are valid reasons not to do so. These written opinions shall also be included in the board meeting minutes.

Article 13 When the chairperson considers the discussion of a certain issue has reached the extent for making a resolution, he/she may announce discontinuance of the discussion and submit the motion for resolution.

During voting, if the committee chair solicits and receives no dissents from attending directors, the motion is deemed passed, with equivalent force as a resolution by vote. If the Chair solicits and an objection is raised, the matter shall be put to a vote.

The term "all attending directors" does not include directors who are prohibited from exercising voting rights according to Article 15, Paragraph 1.

The method of voting shall be chosen by the chairperson from one of the following options. However, if there is any objection from the attendees, the decision shall be

made based on the majority opinion:

- I. Show of hands or by voting machine.
- II. Nominal vote.
- III. Ballots.
- IV. A method selected at the Company's discretion.

Article 14 Unless otherwise stipulated by the Securities and Exchange Act or the Company Act, the voting on a resolution shall be approved by a majority of the directors present at a meeting attended by a majority of all directors.

In the case that there is an amendment or alternative for a motion, the chairperson shall combine them along with the original motion and determine their orders for resolution. Once one of them is resolved, the remaining shall be deemed as rejected and no further resolution shall be required.

If it is necessary to appoint personnel for supervising the casting of votes and the counting thereof for resolutions, such appointments shall be made by the Chair; however, such personnel shall be a director.

Voting results shall be made known on-site immediately and recorded in writing.

Article 15 If a director or a juristic person that the director represents is an interested party in relation to an agenda item, they must disclose the key details of the interest relationship at the board meeting. 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 a director's spouse, blood relatives within the 2nd degree of relationship, or a company controlled by that director is an interested party in relation to an agenda item as mentioned in the preceding paragraph, the director him/herself will be deemed as an interested party with respect to that agenda item.

Resolutions of the Company's Board of Directors shall be handled in accordance with Article 206, Paragraph 4, and Article 180, Paragraph 2 of the Company Act, with respect to directors who are prohibited from exercising voting rights according to the preceding two paragraphs.

Article 16 Proceedings of board meetings should be recorded in minutes, and the minutes should accurately document the following items:

- I. Session (or year), time, and place of meeting.
- II. Name of meeting chair.
- III. Attendance of directors at the meeting, specifying the names of directors present, excused, and absent.
- IV. Names 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, summaries of statements by directors, experts, and other personnel; for interested directors as per preceding 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 recorded or stated in writing, and the written opinions provided by independent directors as per Article 12, Paragraph 4.
- VIII. Extempore motions: Name of the mover, resolution methods and results of each proposal, summaries of statements by directors, experts, and other personnel; for interested directors as per preceding 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 recorded or stated in writing.
- IX. Other matters required to be recorded.

If any of the following circumstances occur in a Board of Directors' resolution, in addition to recording it in the meeting minutes, it should also be publicly announced on the information reporting website designated by competent authorities within two days from the date of the board meeting:

- I. If independent directors hold dissenting or reserved opinions, which are recorded

or stated in writing.

- II. If the remuneration approved by the Board of Directors is more favorable than the recommendation of the Compensation Committee.

The attendance book constitutes part of the minutes for each board meeting and shall be retained for the duration of the existence of the Company.

The minutes must be signed or stamped by the meeting Chair and recorder and be distributed to directors within 20 days after the meeting. The minutes shall be deemed important corporate records and appropriately preserved during the existence of this Corporation.

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

Article 17 Except for matters to be submitted to the Board of Directors for discussions specified in Article 12, Paragraph 1, the Chairperson shall be authorized to exercise the powers of the Board of Directors during the recess of the board meeting. However, matters that must be submitted to the Board of Directors, the powers of independent directors, and related party transactions as required by laws, regulations, or the Company's Articles of Incorporation, shall still be resolved by the Board of Directors. The authorized content or matters are as follows:

- I. Preparation for the establishment of domestic and foreign offices.
- II. Full authority to handle matters related to loan amounts and conditions with various financial institutions as needed by the Company's funds, and to report the implementation status to the Board of Directors.
- III. Approval of the base rates for capital increase or decrease, cash dividend distribution, stock allocation or subscription, and stock dividend rate.

Article 18 These Rules hereof come into force after being ratified in board meetings, and the same shall apply to any amendments.

These rules were established by a resolution of the Board of Directors on March 24, 2004.

The 1st revision was made on December 25, 2006.

The 2nd revision was made on March 14, 2008.

The 3rd revision was made on March 9, 2012.

The 4th revision was made on March 18, 2013.

The 5th revision was made on March 27, 2017.

The 6th revision was made on March 20, 2018.

The 7th revision was made on August 13, 2019.

The 8th revision was made on March 18, 2020.

The 9th revision was made on November 10, 2022.

The 10th revision was made on March 5, 2024.