

Wistron NeWeb Corporation

Nominating Committee Charter

Article 1 Purpose

To ensure that the board of directors fulfills their functions as well as to strengthen relevant management mechanisms, Wistron NeWeb Corporation (hereinafter "WNC") establishes this Nominating Committee Charter (hereinafter "Charter") in accordance with Article 27, Paragraph 3, of the Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies.

Article 2 Scope

Except as otherwise provided by laws and regulations or by the Articles of Incorporation of WNC, matters relating to the duties of WNC's Nominating Committee (hereinafter "Committee") shall be handled in accordance with this Charter.

Article 3 Committee Members

The Committee shall be composed of at least three directors selected by members of the board of directors from amongst themselves, and independent directors shall compose the majority of Committee members. The term of Committee members is the same as the terms of the board members selected to serve as Committee members.

Article 4 Duties

The Committee shall exercise the due care of prudent administrators to perform the following duties, and the Committee shall submit its proposals to the board of directors for discussion:

- I. Formulate and review the composition of directors and executive officers, the qualifications of candidates for directors and executive officers, and the succession plans for directors and executive officers.
- II. Select and assess candidates for board members and executive officers, evaluate the independence of the independent directors, and submit a list of recommended candidates to the board.
- III. Formulate and review regulations relating to the establishment, duties and operation of committees under the board of directors and review the qualifications and potential conflicts of interest of members in said committees.
- IV. Formulate and implement continuing learning plans for directors.
- V. Other matters that need to be handled by the Committee as stated in board of director resolutions.

Prior to carrying out the aforementioned duties, if a Committee member is an interested party in relation to any agenda item, the member shall state the important

aspects of why they are an interested party to the agenda item. If this fact is deemed likely to be prejudicial to WNC's interests, the Committee member may not participate in discussion or voting on agenda items and shall recuse themselves from the discussion and voting on said items and may not exercise voting rights as proxy for another Committee member. In Committee meetings, if the spouse or blood relatives within a second degree of kinship to a Committee member has interests in a matter under discussion, the Committee member shall be deemed an interested party.

To decline a recommendation from the Committee, the majority of the directors in attendance at a board of directors meeting shall vote in favor of declining, and the meeting must be attended by two-thirds or more of all directors. WNC shall specify the difference of opinion and the reasons on why the recommendation was declined in the board meeting minutes, and shall make an announcement regarding the resolution on the Market Observation Post System within two days from the date the resolution was made.

Article 5 **Convening Meetings and Meeting Notifications**

The Committee shall convene whenever necessary. When calling a Committee meeting, a notice stating the reasons for the meeting shall be sent to Committee members no less than seven days before the meeting. However, in emergency circumstances meetings may be called on shorter notice. The meeting notice may be sent in hard copy or electronic form.

Committee members shall elect a meeting convener and meeting chairperson from amongst themselves. If the meeting convener is on leave, unable to convene a meeting for any reason, or required to recuse themselves pursuant to Article 4, Paragraph 2, of the Charter, the meeting convener shall appoint another Committee member to act as convener. In the absence of such a designation, Committee members shall select another member from amongst themselves to act as convener.

The Committee may request management personnel from relevant departments, internal auditors, accountants, legal consultants and other personnel to attend Committee meetings and provide information as required. The aforementioned personnel shall leave the meeting prior to any discussion and voting on agenda items.

Article 6 **Meeting Attendance and Resolution Method**

The meeting convener shall draft the agenda for Committee meetings, and the agenda shall be provided to Committee members in advance. As a matter of record, WNC shall prepare a sign-in book for Committee members to register their attendance when a Committee meeting is held. Committee members shall attend Committee meetings in person; otherwise, they may authorize another Committee member to represent them in the meeting; these representatives may not represent more than one Committee member

at any one meeting. Committee members are regarded as present in a Committee meeting if they join the meeting via video conferencing. If any Committee member authorizes another Committee member to represent them in a Committee meeting, they shall present a proxy and specify the scope of authorization for each meeting. Except as otherwise provided by laws and regulations, the Articles of Incorporation of WNC or other regulations of WNC, a resolution of the Committee requires the approval of a majority of Committee members present at a Committee meeting, and the meeting must be attended by two-thirds or more of all Committee members.

Article 7 **Meeting Minutes**

Committee meeting proceedings shall be recorded in the meeting minutes. The following items shall be recorded in the minutes:

- I. The number (or year) of the meeting, its time, and its place;
- II. The name of the meeting chairperson;
- III. The attendance of the Committee members, including the name and number of those attending, leaving, or absent;
- IV. The name and title of the attending Committee members;
- V. The name of the secretary recording the minutes;
- VI. Report items;
- VII. Discussion items: the method of resolution and the result for each proposal; a summary of the comments made by Committee members, experts, or other persons; the name of any Committee member that is an interested party as referred to in Article 4, an explanation of the important aspects of the relationship of interest, the reasons why the Committee member was required or not required to enter recusal and the status of their recusal; as well as opinions expressing objections or reservations;
- VIII. Extraordinary motions: The name of the mover, the method of resolution and the result; a summary of the comments of any Committee member, expert, or other person; the name of any Committee member that is an interested party as referred to in Article 4, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter a recusal and the status of their recusal; as well as opinions expressing objections or reservations;
- IX. Other items that must be recorded.

The attendance sign-in book of a Committee meeting is part of the meeting minutes. If a Committee meeting is conducted by way of videoconferencing, the audio records and videos of the meeting shall be preserved as part of the meeting minutes.

The meeting chairperson and the recorder should sign or affix a chop on the minutes, copies of which will be delivered to every Committee member within 20 days of the meeting. The minutes shall also be submitted to the board and be deemed important

files of WNC, and shall be retained for five years. The production and delivery of the meeting minutes may be done electronically.

If a lawsuit relating to matters concerning the Committee is filed before the retention period in the preceding paragraph expires, the meeting minutes shall be retained until the lawsuit is concluded.

Article 8 Commissioning of Professionals

The Committee may decide through a resolution to commission attorneys, professional human resources agencies, investment banks, certified public accountants, or other professional personnel/agencies to provide consultation services relating to the duties stated in Article 4. The costs of their services shall be borne by WNC.

Article 9 Information Disclosure

WNC shall disclose this Charter and the operations of the Committee in its annual report as well as either on the company website or the Market Observation Post System.

Article 10 Resolution Implementation

The implementation of work items in resolutions adopted by the Committee may be delegated to the meeting convener or Committee members. Those responsible for implementing work items shall report to the Committee on the implementation status of said items via a written or verbal report. When necessary, matters relating to the aforementioned implementation shall be presented at the next Committee meeting and be retroactively approved if needed.

Article 11 Adoption

This Charter will come into effect after it is approved by the board of directors; the same applies to any amendments.

The first version of this Charter was approved on November 1, 2023.