

# **WT Microelectronics Co., Ltd.**

## **Risk Management Committee Charter**

### **Article 1 (Purpose and basis for adoption)**

For the purposes of establishment risk management function and strengthening corporate governance, this Charter (the “Charter”) of the Risk Management Committee (the “Committee”) is adopted pursuant to the “Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies” Article 27.

### **Article 2 (Scope of application)**

Matters concerning the composition, number of members, term of office, power and rules for meeting procedures of the Committee, and resources to be provided by the Company when the Committee exercises its powers shall be handled in accordance with the Charter.

### **Article 3 (Committee composition)**

The Committee members shall be appointed by resolution of the board of directors. It shall have at least three members and more than half of them shall be independent directors and more than one member conforms to professional competence required by the Committee.

The term of the Committee members shall be identical with that of the board of directors which appointed the members.

When the number of members of the Committee falls shorter than three members due to dismissal of member of the Committee for cause, board of directors shall meet within 3 months from the date of occurrence of the event to by-elect replacement member.

### **Article 4 (Scope of duties)**

The Committee shall exercise the due care of a good administrator to faithfully perform the following duties and shall be responsible and submit its recommendation to the board for discussion:

1. Review risk management policies.
2. Review the appropriateness of risk management structure.
3. Review major risk management strategy; include risk appetite or tolerance level.
4. Review management report of major risk issues, supervise and improve mechanism.
5. Report the implementation of risk management to the board of directors regularly.

### **Article 5 (Convention of meetings)**

The Committee shall convene at least once a year, and may call a meeting at its discretion whenever necessary.

In calling a Committee meeting, a notice setting out the reasons for the meeting shall be given to the Committee members earlier than seven days in advance of the meeting. In emergency circumstances, however, the meeting may be called on shorter notice.

The meeting notice may be sent in written, fax or electronically.

The convener and chairperson of a Committee meeting shall be selected from among themselves. If the Committee convener is on leave or is unable to convene a meeting for any reason, the convener shall appoint another director on the Committee to act as a convener. If the convener does not make such an appointment, the other Committee members shall select one director to serve as a convener.

## **Article 6 (Meeting agenda)**

The Committee's meeting agenda shall be prepared by the convener. Other members may submit proposals for discussion to the Committee. The meeting agenda shall be provided to members of the Committee in advance.

When a Committee meeting is convened, the Company shall provide an attendance book for attending members to sign and thereafter made available for reference.

The Committee members shall attend meetings in person. If a Committee member is unable to do so, it may appoint another member to do so as its proxy. Attendance via video-conferencing is deemed as attendance in person.

The Committee members that appoint another member as proxy to attend the meeting shall in each instance issue a written proxy stating the scope of authorization with respect to the items on the meeting agenda. A member may accept only one proxy for any meeting.

## **Article 7 (Resolution method and Meeting minutes)**

A resolution of the Committee meeting shall require the approval of one-half or more of all of the members. During voting, if no attending member voices an objection following an inquiry by the chairperson of the meeting, the proposal is deemed passed, with equivalent effect as a resolution by vote. The voting results shall be announced on the spot, and recorded in writing.

Meeting minutes of the Committee shall be prepared and record the matters listed below in detail accurately:

1. Session, time, and place of the meeting.
2. Name of the chairperson.
3. Member attendance, specifying the names and number of members in attendance, excused, and absent.
4. Names and titles of those present at the meeting as non-voting participants.
5. Name of the recorder.
6. Matters reported.
7. Matters for discussion: the resolution method and outcome of each proposal, and any objections or reservations expressed by any Committee member.
8. Extemporaneous motions: the name of the person submitting the motion, the resolution method and outcome of the motion, and summary of the comments and any opinions expressing objections or reservations made by, any Committee member, expert, or other persons.
9. Other matters required to be recorded.

The Committee attendance book constitutes an integral part of the minutes of each meeting of the Committee and shall be appropriately preserved during the existence of the Company. If a Committee meeting is convened by video conference, the video conference audiovisual data constitute an integral part of the meeting minutes.

The meeting minutes shall bear the signature or seal of both the chairperson and the recorder. The copy of minutes shall be distributed to each Committee member within twenty days after the meeting, and submitted to the board of directors and treated as important records of the Company, and shall be appropriately preserved during the existence of the Company.

The meeting minutes referred to in Paragraph 2 of this Article may be produced and distributed in electronic form.

## **Article 8 (Enforcement of Matters Resolved)**

The execution of tasks relating to matters resolved by the Committee may be delegated to the convener or other Committee members for follow-up and handling,

with a written or verbal report to be presented to the Committee during the implementation period. When necessary, the matter shall be presented for ratification or a report made at the next Committee meeting.

**Article 9 (Resources to be provided when the Committee exercises its powers)**

The Committee may invite the Company's directors, managerial officers in relevant departments, internal auditors, certified public accountants, legal consultants, or other personnel to participate in meetings as non-voting participants and provide relevant necessary information. However, they should be recused during discussions and voting.

When the committee is convened, relevant materials shall be prepared for attended committee members to examine and refer at any time.

The Committee may by resolution, at the expenses of the Company, engage an attorney, certified public accountant, or other professional to conduct a necessary audit or provide advice with respect to any matter related to the exercise of the Committee's powers.

**Article 10 (Enforcement)**

This Charter and any amendments hereto shall enter into force by the resolution of the board of directors.

**Article 11 (Establishment and Amendments)**

The Charter was established on November 6, 2020.