

WT Microelectronics Co., Ltd.

Nominating Committee Charter

Article 1 (Purpose and basis for adoption)

To ensure the soundness of the Board and strengthen the management mechanism of the Company, the Organizational Charter of the Nominating Committee (hereinafter, “the Charter”) is adopted pursuant to Article 27 of the “Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies”.

Article 2 (Scope of application)

Except as otherwise provided by law and regulation or by the articles of incorporation, matters relating to the official powers of the Nominating Committee (hereinafter, “the Committee”) shall be handled in accordance with the Charter.

Article 3 (Committee composition)

The Committee members shall be composed of at least three directors appointed by the Board, and more than half of the Committee members shall be independent directors.

The term of the Committee members, except as otherwise provided by law and regulation or the Company's Articles of Incorporation, shall extend from the date of the director's appointment as the Committee member by the Board to the date of expiration of the director's term, the director's resignation from the Committee or the directorship, or the director's replacement by another director appointment as Committee member by the Board.

Article 4 (Scope of duties)

With authorization from the Board, the Committee shall exercise the due care of a good administrator to faithfully perform the following duties and shall submit its proposals to the Board for discussion:

1. To search and to review the candidates of the directors, and evaluate the independence of independent directors, and then to submit the proposed candidates list to the Board.
2. To review the performance evaluation of the Board, each committees and each directors.
3. To evaluate the independence of independent directors every year.
4. To establish and to execute the director training program.
5. Other matters to be performed by the Committee pursuant to the instructions of the Board.

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 chairman of the 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, or required to recuse himself/herself pursuant to Article 8, 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.

The Committee may request management-level personnel of relevant departments, internal

auditors, accountants, legal consultants or other personnel of the Company to attend the meeting and provide related information as required, provided such delegates shall leave upon any discussion or voting being conducted.

Article 6 (Meeting agenda)

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

When a Committee meeting is convened, the Company shall make available an attendance book for attending members to sign and also 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 appointing 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)

Except as otherwise provided by law and regulation or by the Company's articles of incorporation and bylaws, a resolution of the Committee requires the approval of a majority of the members present at the meeting attended by at least half of all Committee members.

During voting, if no attending member voices an objection following an inquiry by the chairman 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.

The proceedings of a Committee meeting shall be recorded in minutes, which shall specify the following matters in detail:

1. Session, time, and place of the meeting.
2. Name of the chairman.
3. Attendance of members, including names and numbers of members who are present at the meeting, on leave or absent from the meeting.
4. Names and titles of nonvoting delegates at the meeting.
5. Name of minutes taker.
6. Matters reported on.
7. Matters for discussion: the resolution method and outcome of each motion, and any objections or reservations expressed by any Committee member.
8. Extempore motions: the name of the person submitting the motion, the resolution method and outcome of the motion, and summary of the statements and objections or reservations expressed by members of the Committee, experts and 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 the Committee meeting is convened by video conference, the video and audio record in the event of a videoconference convened, are an integral part of the minutes of the proceedings.

Minutes of the proceedings must be signed or sealed by the chairman and the minute taker of the meeting, and copies thereof shall be distributed to all Committee members within 20 days after the meeting. The minutes shall also be submitted to the Board and be deemed important files of the Company, and shall be appropriately preserved during the existence of the Company. Preparation and distribution of the minutes of the proceedings may be done electronically.

Article 8 (Interest avoidance)

If a member of the Committee has a stake in performing the duties in the Article 4, he/she shall state the important aspects of its stake in the meeting of the Committee concerned, and where there is a likelihood that the interests of the Company would be prejudiced, he/she may not participate in discussion or voting, shall recuse himself/herself from any such discussion and voting, and may not exercise voting rights as proxy on behalf of another member of the Committee. A member of the Committee is deemed to have a stake in a matter in which his/her spouse, a blood relative of the member's within the second degree of kinship, or a company in a controlling/subordinate relationship with the member has a stake.

If the Committee is unable to make a resolution due to the provisions of the preceding paragraph, shall report to and resolved by the Board.

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

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

The Committee may resolve to retain the service of an attorney, professional human resources agency, investment bank, certified public accountant, or other professionals to provide advice with respect to matters related to the exercise of the Committee's powers. The costs of their services shall be borne by the Company.

Article 10 (Information disclosure)

The Company shall disclose the Charter and the implementation of the Committee in the annual report, on the website and on the Market Observation Post System.

Article 11 (Implementation of resolutions)

The execution of tasks relating to resolutions adopted by the Committee may be delegated to the convener or other Committee members for follow-up, 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 meeting of the Committee.

Article 12 (Enforcement)

The Charter, and any amendments hereto, shall enter into force by the resolution of the Board.

Article 13 (Establishment and Amendments)

The Charter was established on November 14, 2023.