

Compal Electronics Inc.

Sustainability Committee Charter

Article 1 Basis

To implement Compal Electronics ("the Company") corporate social responsibility, establish governance mechanisms, and integrate with international trends for achieving the sustainable management goals, the Charter for the Sustainability Committee ("the Committee") is established pursuant to Article 27 of the Company's "Corporate Governance Best Practice Principles".

Article 2 Applicability

Except as otherwise provided by law and regulation or by the articles of incorporation, matters relating to the number of members, term of office, official powers, and rules for the proceedings shall be handled in accordance with this Charter.

Article 3 Purpose

The Committee is charged with decision making and oversight in sustainability related matters in the Company. Such matters involve three aspects, environment (E), society (S), and governance (G), so to enable the board of directors to perform their duty to protect the rights of the Company and its employees, shareholders, and stakeholders.

Article 4 Composition

1. The members of the Committee shall be appointed by resolution of the board of directors. The Committee shall be composed at least three members and half or more of the members shall be independent directors. One member shall be elected by all members to serve as the convener and chairperson.
2. The terms of office for the members shall end at the same time as the terms of office for the current directors on the board. When the number of members falls below that prescribed in the preceding paragraph or in the Articles of Incorporation due to a dismissal for any reason, a replacement may be appointed by the board of directors to fill the vacancy.
3. The functional groups shall be established with assigned relevant business managers under the Committee to ensure sustainability related activities are implemented and executed.

Article 5 Authority

1. To formulate the sustainability policy.
2. To set up annual plans and strategic directions for sustainable development.
3. To review and track results of sustainability activities, and report to the board of 4. directors.
4. To make decisions on other matters related to sustainable development.

Article 6 Procedure for convening a meeting

1. The Committee shall convene at least once a year, and shall convene other meetings as required.
2. The Committee shall be convened by the convener and serve as the chairperson of the meeting. If the convener requests leave or is unable to convene the meeting for any reason, the convener shall appoint another Committee member to act as a convener. If the convener does not designate an agent, the other Committee members shall select one member to serve as a convener.
3. To call a meeting, a notice detailing the reason for the meeting shall be sent to each

Committee member at least seven days prior to the meeting. However, in emergency circumstances, a meeting may be called on shorter notice. In addition to sending in writing, sending a notice by email is also permitted.

Article 7 Meeting agendas and attendance

1. Meeting agendas shall be drafted by the convener. Other members of the Committee may also submit proposals to the Committee for discussion.
2. When a meeting is convened, an attendance sheet shall be in place for attending members to sign and for record keeping purposes.
3. Committee members shall attend meetings in person. If a Committee member is unable to attend in person, the member may appoint another member to attend by proxy. However, a Committee member shall not be the proxy for more than one person. Attendance via telecommunications is deemed as attendance in person. A meeting of the Committee cannot be convened without the attendance of two thirds or more of the members.
4. The Committee may request the managers of relevant departments, internal audit officers, certified public accountants, attorneys, or other employees of the Company to attend a meeting as non-voting participants and provide pertinent and necessary information. Such personnel shall be excused during a discussion or voting process.

Article 8 Meeting resolutions and minutes

1. Adoption of a resolution of the Committee shall be subject to a vote from one half or more of the members of the Committee. All resolutions to be adopted will be submitted to the board of directors. The result of a vote shall be made known immediately and recorded in writing. An agenda item is deemed passed if the chairperson asks and then receives no objection from those present. Such decisions have the same effect as those made by the voting method. All objections or reservations on record or made in writing, if any, from the members shall be included in the meeting minutes.
2. The proceedings of the Committee meetings shall be recorded in minutes, which shall list the following information in detail:
 - (1) Session, time, and place of the meeting.
 - (2) Name of the chairperson.
 - (3) Member attendance, including names and numbers of members who are present, on leave or absent from the meeting.
 - (4) Names and titles of nonvoting participants.
 - (5) Name of the minute taker.
 - (6) Matters reported at the meeting.
 - (7) Agenda items: the resolution method and outcome of each motion, and any objections or reservations expressed by Committee members.
 - (8) Extempore motions: the name of person submitting the motion, the resolution method and outcome of the motion, and summary of statements and objections or reservations expressed by Committee members, experts and other persons.
 - (9) Other matters that should be recorded.
3. The attendance sheet is an integral part of the meeting minutes. Where a meeting is convened via video conferencing, the video and audio records are an integral part of the meeting minutes. Meeting minutes shall bear the signatures or seals of both the chairperson and the minute taker. A copy of the minutes shall be distributed to each member of the Committee within 20 days after a meeting. Meeting minutes shall be submitted to the board of directors and be deemed important corporate records and be retained for five years. The meeting minutes may be produced and distributed in electronic form.

Article 9 Recusal system

Members of the Committee shall recuse themselves from discussion and voting in the following circumstances:

1. Matters causing a personal interest that poses a potential conflict of interests against the Company.
2. Matters causing a situation where the member deems it necessary to recuse him/herself.
3. Matters that a member should avoid participation in voting as resolved by the Committee.

Article 10 Hiring external professionals

The Committee may resolve to retain the service of an attorney, certified public accountant, or other outside professionals to perform necessary audits or provide advice with respect to exercise of the Committee's powers. The costs of such services shall be paid by the Company.

Article 11 Obligations of Committee members

The Committee members shall exercise due diligence and perform faithfully the responsibilities prescribed in this Charter.

Article 12 Disclosure

The Company shall disclose the Charter on the Company website, or through the Market Observation Post System for inquiries.

Article 13 Enforcement and amendment

This Charter, and any amendments hereto, shall come into force after approval by the board of directors.

This Charter was approved by the Board of Directors Meeting and entered into force on March 15, 2022.