



AIRTAC INTERNATIONAL GROUP

Charter of Nominating Committee

Doc. No. AO-GM-MR-032

Version A-0

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1 、 Purpose

To strengthen the functions of the Board of Directors and enhance the management mechanism, this Organizational Charter (the “**Charter**”) of the Nominating Committee (the “**Committee**”) is adopted pursuant to the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies.

2 、 Scope of these Rules

The number of members, term of office, authority, meeting procedures of the Committee, and the resources to be provided by the Company for the exercise of its authority shall, unless otherwise provided by laws or the Articles of Incorporation, be governed by this Charter. Any matters not covered herein, or in the event of amendments to applicable laws and regulations, shall be handled in accordance with the relevant laws and regulations then in force.

3 、 Unit-in-Charge

3.1 Office of the General Manager: In charge of formulating and amendments of the Charter.

4 、 Definition

None.

5 、 Procedures

None.


6 、 Content

6.1 Committee composition

The Committee shall be composed of at least three directors selected by the board of directors from among themselves, with a majority of independent directors participating.

6.2 The term of a Committee member

The term of a Committee member, except as otherwise provided by law and regulation or this Company's articles of incorporation or bylaws, shall extend from the date of the director's selection as 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 selected as Committee member by the board.

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6.3 Committee Authority

6.3.1 Pursuant to the authorization of the Board of Directors, the Committee shall, exercise the due care of good administrators, faithfully perform the following duties, and submit its recommendations to the Board of Directors for discussion.

- (1) Nominate candidates for the Company's directors and review the qualifications of director candidates.
- (2) Establish the organizational structure of the Board's functional committees and review the formulation and amendments of the organizational rules of each functional committee.
- (3) Review the formulation and amendments of the rules governing the operation of the Board of Directors.
- (4) Review the company's corporate governance principles.
- (5) Other matters assigned to the Committee by the Board of Directors.

6.3.2 If any Committee member, in performing the foregoing duties, is an interested party with respect to any agenda item, the member shall state the important content of the interest at the respective Committee meeting. When the interest is likely to prejudice the interests of the company, the Committee member may not participate in discussion or vote on that agenda item, and shall further abstain from discussion and voting and may not act as another member's proxy to exercise voting rights on that matter. Where the spouse, blood relative within the second degree of kinship, or a company over which the Committee member has a controlling or subordinate relationship is an interested party with respect to an agenda item as described in the preceding paragraph, such member shall be deemed to have a personal interest in that agenda item.

6.3.3 To decline to adopt a recommendation of the Committee, the board of directors shall require the agreement of a majority of the directors in attendance at a meeting attended by two-thirds or more of all of the directors. In such event, the Company shall specify the details and cause of the discrepancy in the board meeting minutes, and within two days counting inclusively from the date of the

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board meeting resolution, shall furthermore carry out public announcement and reporting through the information reporting website designated by the competent authority.

6.4 Calling of Meetings and Meeting Notices

6.4.1 The Committee may convene meetings as necessary.

6.4.2 In calling a Committee meeting, a notice setting out the reasons for the meeting shall be given to the Committee members and supervisors earlier than 7 days in advance of the meeting. In emergency circumstances, however, the meeting may be called on shorter notice. Notices of meetings may be given in writing or by electronic means.


6.4.3 Meetings of the Committee shall be convened and chaired by an independent director. If the Committee convener is on leave, unable to convene a meeting for any reason, or required to recuse himself/herself pursuant to Article 6.3.2, the convener shall appoint another independent director on the Committee to act as convener, or, when necessary, may appoint another Committee member to act as convener. If the convener does not make such an appointment, the other Committee members shall select one independent director to serve as convener.

6.4.4 The Committee may invite relevant department managers, internal auditors, accountants, legal counsel, or other personnel of the Company to attend meetings and provide necessary information, but they shall leave the meeting during discussion and voting.

6.5 Attendance and Resolutions

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

6.5.2 When a Committee meeting is held, the Company shall provide a sign-in register for attending members to record their attendance, which shall be kept on file for reference.

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6.5.3 Committee members shall attend Committee meetings in person. If a member is unable to attend in person, he or she may appoint another member to attend on their behalf; attendance via videoconference shall be deemed as attending in person. Each member may only act as a proxy for one other member.


6.5.4 A Committee member who appoints another member to attend a Committee meeting shall, in each instance, issue a proxy specifying the scope of authorization with respect to the matters for which the meeting is convened.

6.5.4 Except as otherwise provided by law and regulation or by this 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 two-thirds or more of all Committee members.

6.6 Meeting Minutes

6.6.1 Minutes shall be prepared for Meetings of the Committee. The minutes shall record the following in detail:

- (1) Session, time, and place of meeting.
- (2) Name of the chairperson
- (3) Attendance of Committee members, specifying the names and number of members present, on leave, or absent.
- (4) Names and titles of those attending the meeting as nonvoting participants.
- (5) Name of minutes taker.
- (6) Matters reported on.
- (7) Matters Discussed: The method of resolution and the outcome for each motion, as well as any dissenting or reserved opinions of Committee members.
- (8) Extemporaneous motion : The name of the proposer, the method of resolution and the outcome of the motion, summaries of statements made by Committee members, experts, and other participants, and any dissenting or reserved opinions.

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(9) Other matters required to be recorded.

6.6.2 The Committee's attendance register shall form part of the meeting minutes.

When a meeting is held via video conference, the audio and video recordings of the meeting shall also form part of the meeting minutes.

6.6.3 The minutes of a board meeting shall be signed or sealed by both the chairperson and the minutes taker. A copy of the minutes shall be distributed to each director and supervisor within 20 days after the meeting, submitted to the Board of Directors, and preserved by the Company as important company records for five years. The production and distribution of the meeting minutes may be done in electronic form.

6.6.4 Before the preservation period set forth in the preceding paragraph expires, if a lawsuit arises concerning matters related to the Committee, the minutes shall be kept until the conclusion of such litigation.

6.7 Resources for the exercise of the Committee's powers


The Committee may resolve to retain the service of an attorney, certified public accountant, or other professionals to provide advice and assistance regarding matters within the Committee's authority. The costs of their services shall be borne by this Company.

6.8 Information Disclosure

The Company may disclose this Charter and the operation of the Committee in its annual report, on the Company's website, and through the Market Observation Post System.

6.9 Execution of Committee 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.

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6.10 Effective

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

7 、 Related Rules

None.

8 、 Exhibits

None.