

AXIOMTEK CO., LTD.

Sustainable Development Committee Charter

Article 1 Purpose and basis for adoption

To fulfill the social responsibility of corporate citizenship, follow the international trend, and actively respond to interested parties, assess and respond to risks in various aspects of the environment, society and corporate governance, in order to achieve the goal of sustainable operation. This Sustainable Development Committee Charter (hereinafter, “this Charter”) is adopted pursuant to Article 27, Paragraph 3 of Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.

Article 2 Scope of application

The Committee’s number of members, term, matters of authority and rules of procedure and other related matters shall be handled in accordance with this Charter, unless otherwise provided by laws or regulations.

Article 3 Disclosure for public reference

The Company shall upload the content of this Charter to its website and the Market Observation Post System (MOPS) for public reference.

Article 4 Committee composition

The Committee has three members, consisting of President and two Independent Directors appointed by the Board of Directors. More than half of the members shall be Independent Directors, and the President serves as the convener and chairman of the meeting.

Under the Committee, five work implementation groups have been established, including environmental sustainability, corporate social responsibility, corporate governance, integrity management and risk management, and a project secretary is appointed. The convener shall designate the project secretary and the leaders of each work implementation group to ensure the promotion and implementation of work related to sustainable development of the enterprise.

The project secretary is responsible for overseeing the business of the Committee, integrating various work implementation groups to summarize annual plans and implementation results and reporting them to the Committee, and coordinating and tracking each work implementation group to implement the annual plan agreed upon by the Committee.

The annual plan and implementation results mentioned in the preceding paragraph shall be submitted to the Board of Directors after discussion by the Committee.

Article 5 Terms and change of Committee members

The term of the Committee members shall be the same as that of the Board of Directors by whom they were appointed.

If the members of the Committee are dismissed and the number of members is less than three, the Board of

Directors shall convene to make replacement appointments within three months from the date of the fact; however, if an independent director is dismissed and there are no other independent directors, before the Company elects independent directors in accordance with regulations, it may first appoint a person who does not have independent director qualifications as a member of the Sustainable Development Committee and appoint it after the by-election of independent directors.

Article 6 Scope of duties

To assist the Board of Directors to continuously promote risk assessment and response measures for corporate environment, society and corporate governance, to implement the purpose of sustainable operation, its duties should include the following:

1. Formulate sustainable development directions and goals such as environmental sustainability, corporate social responsibility, corporate governance, integrity management and risk management, and formulate relevant management policies and specific promotion plans.
2. Promote and implement the Company's sustainable development direction and goals related work.
3. Track, review and revise the implementation and effectiveness of the sustainable development of the enterprise.
4. Other matters to be handled by the Committee through resolutions of the Board of Directors.

Article 7 Convening and holding of meetings

Meetings of the Committee shall be held at least 2 times a year. In convening a meeting of the Committee, a notice setting forth the subjects to be discussed at the meeting shall be given to each member at least 7 days in advance. In emergency circumstances, however, the meeting may be convened on shorter notice. The notice in the preceding paragraph may be in electronic form.

The general manager of the Committee is the convener and chairman of the meeting. If the convener takes leave or is unable to convene a meeting for any reason, the convener shall appoint another member of the Committee to act in his or her place. If the convener does not make such an appointment, a member of the Committee shall be elected by and from among the other members on the Committee to serve as convener.

Article 8 Drafting of meeting agendas

The Committee's meeting agenda shall be drafted by the convener. Other members may submit motions to the Committee for discussion.

Meeting agendas shall be forwarded to the Committee members in advance.

When a meeting of the Committee is held, an attendance book shall be made available for sign-in by the Committee members in attendance and thereafter made available for reference.

The Committee members shall attend the meeting in person. If a member is unable to attend the meeting in person, the member may appoint another member to attend as his or her proxy. Attending a meeting via telecommunications will be deemed attendance in person.

A member of the Committee that appoints another member as proxy to attend a meeting shall in each instance issue a written proxy stating the scope of authorization with respect to the items on the meeting agenda.

The proxy under paragraph 3 may accept a proxy from one person only.

Article 9 Resolution method

Resolutions at meetings of the Committee shall be adopted with the consent of one half or more of the entire membership. When a matter comes to a vote at a Committee meeting, if upon inquiry by the meeting chair no member voices an objection, the matter will be deemed approved, with the same effect as approval by vote.

The result of the vote under the preceding paragraph shall be made known immediately and recorded in writing.

Article 10 Recusal of interest

The members of the Committee shall explain the important content of their interests regarding the matters of the meeting, and where there is a likelihood that the interests of the Company would be prejudiced, the member 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.

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

Article 11 Meeting minutes

Discussions at a meeting of the Committee shall be included in the meeting minutes, which shall faithfully record the following:

1. The session, time, and place of the meeting.
2. The name of the meeting chair.
3. Attendance of the Committee members at the meeting, specifying the names and the number of members present, excused, and absent.
4. The names and titles of those attending the meeting as non-voting participants.
5. The name of the minute taker.
6. The matters reported at the meeting.
7. Agenda items: For each proposal, the method of resolution and the result, and any objections or reservations expressed by the members of the Committee.
8. Extraordinary motions: The name of the mover; the method of resolution and the result for each motion; a summary of the comments of the members of the Committee and experts and other persons present at the meeting; and any objections or reservations expressed by the members of the Committee.
9. Other matters required to be recorded.

The attendance book constitutes part of the minutes for each meeting of the Committee; if the meeting is held via telecommunications, the audio and video materials also constitute part of the meeting minutes.

The minutes of each meeting of the Committee shall bear the signature or seal of both the meeting chair and the minute taker. A copy of the minutes shall be distributed to each member on the Committee within 20 days after the meeting, and shall be presented to the Board of Directors and retained as important corporate records for 5 years. The meeting minutes may be produced and distributed in electronic form.

If, before the expiration of the retention period under the preceding paragraph, any litigation arises in connection with any matter relating to the Committee, the meeting minutes shall be preserved until the conclusion of the litigation.

Article 12 Implementation of meeting resolutions

The execution of tasks relating to resolutions adopted by the Committee in accordance with its duties under Article 6, or subsequent work resolved to be delegated to professionals pursuant to Article 13, paragraph 2, 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 13 Resources to be provided when the Committee exercises its powers

When the Committee calls a meeting, it may request directors, managers of relevant departments, internal audit officers, certified public accountants, attorneys, or other personnel of the Company to attend the meeting as non-voting participants and to provide pertinent and necessary information, but they should leave during discussions and voting.

The Committee may, at the expense of the Company, resolve to retain the service of an attorney, certified public accountant, or other professional to conduct a necessary audit or to provide advice on matters relating to the exercise of the Committee's powers.

Article 14 Enforcement

This Charter shall take effect after having been submitted to and adopted by the Board of Directors. Subsequent amendments thereto shall be effected in the same manner.

Article 15 Amendment

This Charter was made at the date of February 25, 2021.

The first amendment of this Charter was made on October 26, 2023.