

WT Microelectronics Co., Ltd.

Sustainable Development Committee Charter

Article 1 (Purpose and basis for adoption)

To implement the concept of sustainable management and strengthen the Company's management system in the three major areas of environment, social responsibility and corporate governance for purpose of sustainable development, the Sustainable Development Committee (hereinafter "the Committee") is established and the Sustainable Development Committee Charter (hereinafter "the Charter") is adopted pursuant to Article 27 of the "Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies" and Article 9 of the "Sustainable Development Best Practice Principles for TWSE/TPEX Listed Companies."

Article 2 (Scope of application)

Matters concerning the number of members, term of office, powers, rules for meeting procedures, and resources to be provided by the Company when the Committee exercises its powers shall be handled in accordance with the Charter, except otherwise stipulated by laws, regulations, or the Articles of Incorporation.

Article 2-1 (Public announcement and inquiry)

The Company shall place the Charter on its website and the Market Observation Post System for inquiry.

Article 3 (Composition and term of the Committee, and the promotion and execution unit)

1. The Committee shall be composed of at least three members appointed by resolution of the Board of Directors. The Committee members should possess expertise and capabilities in corporate sustainability, and at least one director must participate in supervision and guidance.
2. The term of the Committee members shall, in principle, coincide with the term of the Board of Directors, and members may be re-elected for consecutive terms. If the number of Committee members falls shorter than provisions of the preceding paragraph due to dismissal of a Committee member for any reason, the Board of Directors shall by-appoint a replacement member at the next board meeting.
3. Two functional organizations, the sustainable development team and the risk management team, were set up under the Committee to implement the promotion and execution of sustainable development.
4. The Company may appoint senior managerial officer to serve as Chief Sustainability Officer to ensure the promotion of the Company's sustainability development initiatives.
5. The Chief Sustainability Officer or individuals with equivalent positions may, based on the needs of each department's sustainable development activities, form cross-departmental teams to execute sustainability-related tasks.

Article 4 (Scope of powers)

The Committee, under the authorization of the Board of Directors, shall exercise the due care of a good administrator and faithfully perform its powers and report to the Board of Directors:

1. To formulate, promote, and strengthen policies and strategies for sustainable development, and continuously monitor and revise the execution and effectiveness of sustainable development initiatives.
2. Supervise the disclosure of sustainability information and review the sustainability report.

3. To review material issues that each stakeholder concerns and supervise the establishment of an effective communication and response mechanism with stakeholders.
4. To examine the results of risk identification and materiality assessment, including risk appetite or tolerance level.
5. To review execution plans for material risk issues and supervise the execution of related matters.
6. To examine management reports of material risk issues and supervise improvement mechanisms.
7. To examine the appropriateness of the overall risk management framework for sustainable development.
8. Supervise the implementation of the Company's Sustainable Development Best Practice Principles or other sustainability-related tasks as resolved by the Board of Directors.

Article 5 (Hold and convene the meetings)

The Committee shall be held at least twice a year, and may call a meeting at its discretion whenever necessary.

In calling a meeting of the Committee, a notice of the reasons for convening the meeting shall be given to the Committee members at least 7 days in advance. In emergency circumstances, however, the meeting may be called on shorter notice.

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

The Committee shall elect one person among all members to serve as the convener, who shall also act as the chairperson of the meetings. If the convener is on leave, unable to convene the meeting for any reason, or required to recuse himself/herself pursuant to Article 8, the convener shall appoint another member of the Committee to act as acting convener. If the convener does not make such an appointment, one member of the Committee shall be elected by and from the other members of the Committee to serve as convener.

The Committee may request the managers of relevant departments, internal audit officers, certified public accountants, legal consultants or other corporate sustainability professionals of the Company as nonvoting participants and provide pertinent and necessary information, provided that they shall leave the meeting when discussion or voting takes place.

Article 6 (Meeting agenda and attendance)

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

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

The Committee members shall attend meetings of the Committee in person; if a Committee member is unable to attend in person, the Committee member may appoint another member as proxy to attend the meeting. Attendance via video conference is deemed as attendance in person. A member of the Committee that appoints another member as proxy to attend a meeting of the Committee shall in each instance issue a written proxy stating the scope of authorization with respect to the items on the meeting agenda, but every member may accept a proxy from one person only.

Article 7 (Resolution method and Meeting minutes)

Except as otherwise stipulated by laws, regulations, or the Articles of Incorporation, resolutions of the Committee requires the presence of more than half of all Committee members, and shall be adopted with the approval of one half or more of the present membership.

During voting, if no attending member voices an objection following an inquiry by the chairperson of the meeting, the proposal is deemed approved, with equivalent effect as a resolution by vote. The result of a vote shall be made down immediately and recorded in writing.

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 chairperson.
3. Attendance by the members, including the names and the number of members present, excused, and absent.
4. The names and titles of those attending the meeting as nonvoting participants.
5. The name of the minute taker.
6. Matters reported.
7. Agenda items: For each proposal, the method of resolution and the result, name of the member who is an interested party as referred to in Article 8, explanation of the material aspects of the interest the member has, the reason why the member should or should not recuse himself or herself and whether or not the member has rescued, and any objections or reservations expressed.
8. Extempore motions: the name of the mover, the method of resolution and the result for each motion, and summary of the comments from members of the Committee and experts and other persons present at the meeting, name of the member who is an interested party as referred to in Article 8, explanation of the material aspects of the interest the member has, the reason why the member should or should not recuse himself or herself and whether or not the member has rescued, and any objections or reservations expressed.
9. Other matters required to be recorded.

The attendance book constitutes part of the minutes for each meeting of the Committee; for meetings held via video conference, the audio recordings and video footage shall be part of the minutes of the meeting

The Minutes of the meeting shall bear the signature or seal of both the chairperson and the minute taker, and a copy of the minutes shall be distributed to each Committee members within 20 days after the meeting. The minutes shall also be submitted to the Board of Directors for reporting, deemed important corporate records and appropriately preserved for 5 years. The meeting minutes may be produced and distributed in electronic form.

If any litigation relating to a resolution of the meeting of the Committee commences before the expiry of the period in which the evidence shall be kept in accordance with the preceding paragraph, the relevant data of audio-recorded or videotaped evidence shall continually be kept until the conclusion of the litigation.

Article 8 (Conflict of interest avoidance)

A member of the Committee shall explain the material aspects of the interest he or she has when he or she is an interested party with respect to a given agenda item. When such a relationship is likely to prejudice the interests of the Company, the member shall not attend the discussion and voting and shall recuse himself or herself therefrom. Also, they shall not exercise the voting right for and on behalf of another member. A member is deemed to be an interested party with respect to an agenda item in respect of which its spouse or a blood relative within the second degree of kinship is an interested party.

If, for the reason stated in the preceding paragraph, an agenda item cannot be resolved at a meeting of the Committee, it shall be reported to the Board of Directors, which shall resolve on the item.

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

When the Committee calls a meeting, it shall furnish the members of the Committee present at the meeting with relevant materials for reference as necessary.

The Committee may resolve to retain the service of an attorney, certified public accountant, or other professionals to conduct necessary audit or provide consultation with respect to matters in connection with exercising its powers. The relevant shall be borne by the Company.

Article 10 (Execution of resolutions)

Matters of resolutions adopted by the Committee based on the powers stipulated in Article 4, or the subsequent execution work following the appointment of professionals as resolved in Article 9, 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 11 (Enforcement)

This Charter, shall take effect after adoption by a resolution of the Board of Directors. Subsequent amendments thereto shall be effected in the same manner.

Article 12 (Dates of establishment and amendments)

The Charter was established on November 14, 2023 and came into effect on November 15, 2023. The 1st amendment was made on November 5, 2024.