

J&V ENERGY TECHNOLOGY CO., LTD.	Internal Control System	Version	A4
	Management Control Circulation CO-113 Rules of Procedures for Board of Directors Meetings	Date	March 5, 2024

Document Resume Summary

Version	Explain	Amend Unit	Date
A1	First establishment	Audit Office	January 31, 2020
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A3	Amendment	Audit Office	September 12, 2022
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Article 1 (Purpose)

To establish a strong governance system and sound supervisory capabilities for the Company's board of directors and to strengthen management capabilities, these Rules are adopted pursuant to the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.

Article 2 (Scope of Application)

With respect to the board of directors meetings ("board meetings") of the Company, the main agenda items, working procedures, required content of meeting minutes, public announcements, and other compliance requirements shall be handled in accordance with the provisions of these Procedures, unless otherwise stipulated by relevant laws or the Articles of Incorporation.

Article 3 (Responsibility Department)

The Finance Department shall be the responsible department for holding board meetings, compiling board meeting materials, and storing and managing of all relevant documents of board meetings.

Article 4 (Risk Analysis)

- 4.1 Failure of the board of directors to adhere to this procedure and the "Regulations Governing Procedure for Board of Directors Meetings of Public Companies," resulting in the invalidity of board meetings, leading to losses for the Company.
- 4.2 Inadequate exercise of the authority of the board of directors, missing the optimal decision-making opportunity, resulting in losses for the company.

Article 5 (Key Control)

- 5.1 Board of directors should conduct meetings in accordance with these Procedures and the "Regulations Governing Procedure for Board of Directors Meetings of Public Companies."
- 5.2 The board shall fully exercise its authority to seize the best decision-making opportunities.
- 5.3 The board of directors shall convene the board meeting at least once every quarter, with an attendance book for signing-in, recording attendance rates.
- 5.4 Except for special meeting, notices and relevant documents for board meetings shall be sent to each director at least seven days before the scheduled meeting date.
- 5.5 When a director cannot attend in person and delegates another director to attend on their behalf, a written proxy form shall be issued, specifying the scope of authority.
- 5.6 Board meeting minutes shall be meticulously recorded in accordance with the regulations. If there are independent directors and they express objections or reservations, these shall be documented in the meeting minutes.

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- 5.7 Board meeting minutes shall be distributed to each director no later than twenty days of the meeting date.
- 5.8 The entire board meeting process shall be audio or video recorded in accordance with the regulations and preserved for the specified period.
- 5.9 The supervisor of internal audit department shall attend the board meetings and present internal audit reports.
- 5.10 Audit personnel shall conduct aperiodic audits in accordance with the various procedures of board meeting operations and shall diligently follow up on audit results for improvement.

Article 6 (Operating Procedures and Explain)

6.1 Convening and notice of board meetings

- 6.1.1 The board of directors shall meet at least quarterly.
- 6.1.2 A notice of the time, location, and reasons for convening a board meeting shall be given to each director and supervisor before 7 days before the meeting is convened. In emergency circumstances, however, a board meeting may be called on shorter notice. The notice to be given may be affected by means of fax or e-mail etc.
- 6.1.3 Matters from 6.10.1 to 6.10.9 shall be specified in the notice of the reasons for convening a board meeting. None of those matters may be raised by an extraordinary motion.

6.2 Meeting Unit

- 6.2.1 The designated meeting unit of the Company's board of directors is the Finance Department.
- 6.2.2 The meeting unit shall formulate the agenda for board meetings and provide sufficient meeting materials, which shall be sent together with the meeting notices.
- 6.2.3 Directors may request additional information from the meeting unit if they deem the meeting materials insufficient. If directors find the agenda materials inadequate, they may postpone upon resolution by the board of directors.

6.3 Attendance at Board Meetings

- 6.3.1 When a board meeting is held, an attendance book shall be provided for signing-in by attending directors, which shall be made available for future reference.
- 6.3.2 Directors shall attend board meetings in person. A director unable to attend in person may appoint another director to attend the meeting in his or her place in accordance with the Company's articles of incorporation. Attendance by videoconference will be deemed attendance in person.

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- 6.3.3 A director who appoints another director to attend a board meeting shall in each instance issue a proxy form stating the scope of authorization with respect to the reasons for convening the meeting.
- 6.3.4 The proxy referred to in the above 2 paragraphs may only be the appointed proxy of only one person.
- 6.4 Principles for determining the place and time of a board meeting
A board meeting shall be held at the premises and during the business hours of the Company, or at a time and location convenient for all directors to attend and suitable for holding board meetings.
- 6.5 Election of Chairman of board meetings
- 6.5.1 Board meetings shall be convened and chaired by the chairperson of the board.
- 6.5.2 With respect to the first meeting of each newly elected board of directors, it shall be called and chaired by the director that received votes representing the largest portion of voting rights at the shareholders meeting in which the directors were elected; if two or more directors are so entitled to convene the meeting, they shall select from among themselves one director to serve as chair.
- 6.5.3 When the chairperson of the board is on leave or for any reason unable to exercise the powers of chairperson, the chairperson shall appoint one of the directors to act as chair. If no such designation is made by the chairperson, the directors shall select one person from among themselves to serve as chair.
- 6.6 Election of Directors
Election of directors in the Company shall be conducted in accordance with the Company Act, Securities and Exchange Act, and the “Regulation for Director Election” of the Company.
- 6.7 Holding board meetings
- 6.7.1 When a board meeting is held, the designated unit responsible for the board meetings shall furnish the attending directors with relevant materials for ready reference.
- 6.7.2 As merited by the content of a proposal to be put forward at a board meeting, management personnel from a relevant department that is not a director or personnel from a subsidiary may be notified to attend the meeting as non-voting participants. When necessary, certified public accountants, attorneys, or other professionals retained by the Company may also be invited to attend the meeting as non-voting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place.

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- 6.7.3 The chair shall call the board meeting to order at the appointed meeting time and when more than one-half of all the directors are in attendance. If one-half of all the directors are not in attendance at the appointed meeting time, the chair may announce that the meeting time will be postponed on the same day, provided that no more than two such postponements may be made. If the quorum is still not met after two postponements, the chair shall reconvene the meeting in accordance with the procedures as stipulated.
- 6.7.4 A board meeting shall follow the agenda given in the meeting notice. However, the agenda may be changed with the approval of a majority of directors in attendance at the board meeting.
- 6.7.5 The chair may not declare the meeting adjourned without the approval of a majority of the directors in attendance at the meeting.
- 6.7.6 At any time during the board meeting, if the number of directors sitting at the meeting does not constitute a majority of the attending directors, then upon the motion by a director sitting at the meeting, the chair shall declare a suspension of the meeting, in which case Article 6.7.3 shall apply mutatis mutandis.
- 6.7.7 When the chair at a board meeting is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote.
- 6.7.8 During discussion, a proposal is deemed to have passed if the chairperson inquired, and no present directors objected. If there are objections to the chairperson's inquiry of the proposal, then it shall be moved to voting. One voting method for proposals at a board meeting shall be selected by the chair from among those below, provided that when an attending director has an objection regarding the voting method, the chair shall seek the opinion of the majority to make a decision:
- 6.7.8.1 A show of hands or a vote by voting machine.
- 6.7.8.2 A roll call vote.
- 6.7.8.3 A vote by ballot.
- 6.7.8.4 A vote by a method selected at the Company's discretion.
- 6.7.9 Except where otherwise provided by the Securities and Exchange Act and the Company Act, the passage of a proposal at a board meeting shall require the approval of a majority of the directors in attendance at a board of directors meeting attended by a majority of all directors.
- 6.7.10 When there is an amendment or alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide

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the order in which they will be put to a vote. If any one among them is passed, the other proposals shall then be deemed rejected, and no further voting shall be required.

- 6.7.11 If a vote on a proposal requires monitoring and counting personnel, the chair shall appoint such personnel, providing that all monitoring personnel shall be directors.
- 6.7.12 Voting results shall be made known on-site immediately and recorded in writing.
- 6.8 Documentation of a board meeting by audio or video
 - 6.8.1 Proceedings of a board meeting shall be recorded in their entirety in audio or video, and the recording shall be retained for a minimum of 5 years. The record may be retained in electronic form.
 - 6.8.2 If any litigation arises with respect to a resolution of a board meeting before the end of the retention period of the preceding paragraph, the relevant audio or video record shall be retained until the conclusion of the litigation.
 - 6.8.3 Where a board meeting is held by videoconference, the audio or video documentation of the meeting constitutes part of the meeting minutes and shall be retained for the duration of the existence of the Company.
- 6.9 Agenda items for regular board meetings of the Company shall include at least the following:
 - 6.9.1 Matters to be reported:
 - 6.9.1.1 Minutes of the last meeting and action taken.
 - 6.9.1.2 Important financial and business matters.
 - 6.9.1.3 Internal audit activities.
 - 6.9.1.4 Other important matters to be reported.
 - 6.9.2 Matters for discussion:
 - 6.9.2.1 Items reserved for discussion from the last meeting.
 - 6.9.2.2 Items proposed for discussion at this meeting.
 - 6.9.3 Extraordinary motions.
- 6.10 The matters listed below as they relate to the Company shall be raised for discussion at a board meeting:
 - 6.10.1 The Company's business plan.
 - 6.10.2 Annual and semi-annual financial reports, with the exception of semi-annual financial reports that are not required under relevant laws and regulations to be audited and attested by a certified public accountant (CPA).

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- 6.10.3 Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act and assessment of the effectiveness of the internal control system.
- 6.10.4 Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of any handling procedures for material financial or business transactions, such as the acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others.
- 6.10.5 The offering, issuance, or private placement of equity-type securities.
- 6.10.6 If the board of directors does not have managing directors, the election or discharge of the chairman of the board of directors.
- 6.10.7 The appointment or discharge of a financial, accounting, or internal audit officer.
- 6.10.8 A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief that is made for a major natural disaster may be submitted to the next board of directors meeting for retroactive recognition.

The term "related party" of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.

The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

- 6.10.9 Any matter that, under Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw, must be approved by resolution at a shareholders meeting or board meeting, or any material matter as may be prescribed by the competent authority.
- 6.10.10 For the matter under Article 14-3 of the Securities and Exchange Act, the independent director of the Company shall attend the meeting in person. Where an independent director is unable to attend the meeting, that independent director shall appoint another independent director to attend the meeting as proxy, and a non-independent director may not serve as proxy for an independent director. If an

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independent director objects to or expresses reservations about a matter, it shall be recorded in the board meeting minutes; if an independent director intends to express an objection or reservation but is unable to attend the meeting in person, then unless there is a legitimate reason to do otherwise, that director shall issue a written opinion in advance, which shall be recorded in the board meeting minutes.

6.11 Conflict of Interest

6.11.1 If a director or a juristic person that the director represents is an interested party in relation to an agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interest of the Company, that director may not participate in discussion or voting on that agenda item and shall recuse himself or herself from the discussion or the voting on the item and may not exercise voting rights as proxy for another director.

6.11.2 Where a director is prohibited by the preceding paragraph from exercising voting rights with respect to a resolution at a board meeting, the provisions of Article 180, paragraph 2 of the Company Act apply mutatis mutandis in accordance with Article 206, paragraph 3 of the same Act.

6.12 Discussions at a board meeting shall be recorded in the meeting minutes, and the minutes shall fully and accurately state the matters listed below:

6.12.1 The meeting session (or year) and the time and location of the meeting.

6.12.2 The name of the chair.

6.12.3 The directors' attendance at the meeting, including the names and the number of directors in attendance, excused, and absent.

6.12.4 The names and titles of those attending the meeting as non-voting participants.

6.12.5 The name of the minute taker.

6.12.6 The matters reported at the meeting.

6.12.7 Agenda items: the method of resolution and the result for each proposal; a summary of the comments made by directors, supervisors, experts, or other persons; the name of any director that is an interested party as referred to in Article 6.11.1, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director pursuant to Article 6.4.9.

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- 6.12.8 Extraordinary motions: The name of the mover, the method of resolution and the result, a summary of the comments of any director, supervisor, expert, or other person; the name of any director that is an interested party as stipulated above, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; and their objections or reservations and any recorded or written statements.
- 6.12.9 Other matters required to be recorded.
- 6.12.10 The occurrence of any of the following circumstances, with respect to a resolution passed at a board meeting, shall be stated in the meeting minutes, and shall be publicly announced and filed on the website of the Market Observation Post System designated by the Financial Supervisory Commission, within 2 days from the date of the meeting:
- 6.12.10.1 Any objection or expression of reservations by an independent director expresses of which there is a record or written statement.
- 6.12.10.2 A resolution is adopted with the approval of two-thirds or more of all directors, without having been passed by the audit committee of the Company, if the Company has an audit committee.
- 6.13 The attendance book constitutes part of the minutes for each board meeting and shall be retained for the duration of the existence of the Company.
- 6.14 The minutes of a board meeting shall bear the signature or seal of both the chair and the minute taker, and a copy of the minutes shall be distributed to each director within 20 days after the meeting. The minutes shall be deemed important corporate records and appropriately preserved during the existence of the Company.
- 6.15 The meeting minutes may be produced and distributed in electronic form.
- 6.16 These Rules of Procedure shall be adopted by the approval of meeting of the board of directors and shall be reported to the shareholders meeting. The board of directors may be authorized to adopt, by resolution, any future amendments to these Procedures.

Article 7 (Reference Information).

- 7.1 Regulations Governing Procedure for Board of Directors Meetings of Public Companies
- 7.2 Regulation for Directors Election
- 7.3 Securities and Exchange Act
- 7.4 Company Act

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Article 8 (Utilization of Forms)

- 8.1 Meeting Notice
- 8.2 Agenda for Board Meetings
- 8.3 Proxy for Board Meetings
- 8.4 Minutes of Board Meetings
- 8.5 Attendance book for Board Meetings