

NANYA TECHNOLOGY CORPORATION

Rules for Election of Directors

Amended by the Annual Shareholders' Meetings on August 4, 2021

1. The directors shall be elected in accordance with the rules specified herein.
2. In the election of directors of the company shall be conducted by means of cumulative voting method. Each share has the voting rights equivalent to the number of seats to be elected and such voting rights can be combined to vote for one person or divided to vote for several persons. In the election of the directors of the company, the names of voters may be represented by shareholders' numbers.
3. At the beginning of the election, the chairman should appoint several persons each to monitor and record the ballots.
4. In the election of directors and supervisors of the company, candidates who acquire more votes should win the seats of directors. If two or more persons acquire the same number of votes, the number of such persons exceeds the specified seats available, such person acquire the same votes shall draw lots to decide who should win the seats available, and the chairman shall draw lots on behave of the candidate who is not present.
5. In accordance with the AOI of the Company, the directors of the Company shall be elected by shareholders of the Company from among the nominees listed in the roster of the director candidates of the Company. The elections of the independent directors and non-independent directors shall be conduct in parallel and the number of the electees of the foresaid two elections shall be calculated respectively pursuant to Article 4 hereof. At least one electee of the independent directors shall have expertise in accounting or finance.
The Company shall, prior to the share transfer suspension date dedicated before the meeting date of the Shareholders' Meeting of the Company, announce the period for accepting the nomination of the director candidates, the total number of directors and supervisors to be elected, the place designated for accepting the roster of the director candidate, and

any other necessary matters. The length of the period for accepting the nomination of the director candidates shall not be shorter than ten (10) days.

The Board of Directors of the Company or a shareholder of the Company holding at least one percent (1%) of the total number of the outstanding shares issued by the Company may submit to the Company a roster of the director candidates, provided however that the total number of the director candidates on the roster shall not exceed the total number of the directors to be elected.

The roster of the director candidates submitted by the Board of Directors of the Company or the shareholder of the Company as prescribed in the preceding paragraph shall describe the name, education backgrounds and past working experiences of the candidates.

The Board of Directors of the Company or any other person who convenes the Shareholders' Meetings of the Company shall, unless there exists any of the following circumstances, include all nominated director candidates into the final roster of the director candidates accordingly:

- (1) Where the roster of the director candidates is submitted by the nominating shareholder beyond the announced period for accepting the nomination of the director candidates; or
- (2) Where the number of shares of the Company held by the nominating shareholder is less than one percent (1%) of the total number of the total number of the outstanding shares of the Company at the time when the registration of the share transfer is suspended by the Company pursuant to Paragraph 2 or 3 of Article 165 of the Company Law; or
- (3) Where the nominated number of the director candidates exceeds the total number of the directors to be elected; or
- (4) Where the nominating shareholder fails to describe the nominee's name, educational background, and work experience.

6. The Board of Directors or any other person who convenes the Shareholders' Meetings of the Company should prepare the ballots. According to the number of the attendance card, the rule that one seat to be elected with one ballot, voters receive the same ballots as the seats to be elected. Every ballot notes the number of voting rights equally.
7. Voters shall fill the director candidate's name in the "candidate" column

based on the director candidate list.

8. Ballots shall be deemed void under the following conditions:
 - (1) Ballots not complied with Article 6.
 - (2) There are two or more candidates' names filled in the ballots
 - (3) Ballots with other written characters or symbols in addition to the Article 7.
 - (4) The candidate's full name filled in the ballot does not conform to the director candidate list after verification; or
 - (5) Illegible writing
9. The ballots shall be calculated during the meeting right after the vote casting and the result of the election should be announced by the chairman at the meeting, including the names of those elected as directors and the numbers of votes with which they were elected.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.
10. The Rules and any revision thereof shall become effective after approval at the Shareholders' Meeting.