

**Nanya Technology Corp.**  
**Rules of Meetings of the Board of Directors**

Amended by the Board of Directors on November 6, 2024

**Article 1**

For the purposes of establishing a sound governance system by the Board of Directors of Nanya Technology Corp. (the “Company”) and strengthening the Board’s supervision function and management mechanism, the Company hereby promulgates the “Rules of Meetings of the Board of Directors” (the “Rules”) pursuant to the Articles of the “Regulations Governing Procedure for Board of Directors Meetings of Public Companies”.

**Article 2**

The Company shall adopt the Rules of Meeting of the Board of Directors of the Company (the “Meeting”), including the main agenda items, operational procedures, required content of meeting minutes, public announcements, and other compliance requirements.

**Article 3**

The Meeting shall be held at least once every quarter.

The Meeting notice for convening a Meeting shall state the reasons and agenda of the Meeting, and shall be sent to each member of the Board of Directors of the Company at least seven (7) days prior to the Meeting, provided that such period for advance notice may be shortened in case of emergency. The meeting notice of the Board of Director may be given by means of written notice, email, or fax.

Any matters set forth in Paragraph 1 of Article 12 of the Rules shall be specified in the Meeting notice, and shall not be brought up by a special motion.

**Article 4**

The President Office of the Company is appointed by the Board of Directors of the Company to act as the secretariat of the Meeting (the “Secretariat”).

The Secretariat shall draft the agenda items to be discussed in a Meeting, and provide sufficient materials for the Meeting which shall be delivered to the members of the Board of Directors, together with the Meeting notice.

Any Director who deems the materials for the Meeting insufficient may request the Secretariat to supplement additional materials. If any Director who deems materials for a discussion item of the Meeting insufficient, such discussion item may be postponed to another Meeting subject to the respective resolution adopted by the Board of Directors of the Company.

**Article 5**

While convening the Meeting, an attendance register shall be prepared for the Directors of the Board and other persons who are present at the Meeting to sign and such attendance register shall be kept safely for record.

The Directors of the Board shall attend the Meeting in person. Any Director who can not attend the Meeting in person may give his/her written proxy to another Director to attend the Meeting on behalf of him/her in accordance with the Articles of Incorporation of the Company. Any Director who attends via video-conference is deemed as attendance in person.

The Director of the Board intends to appoint another Director as his/her proxy to attend the Meeting on his/her behalf; he/she shall issue a written proxy stating the scope of authority to each item to be discussed at the Meeting.

The proxy referred to under the Paragraph 2 of this Article shall only be appointed by and act for one (1) Director of the Board of the Company.

## **Article 6**

The venue and time for convening a Meeting shall be at the location of the Company and within the business hours, or any other appropriate location and appropriate time that are convenient for the Directors of the Board of the Company to attend, and that are suitable for holding the Meeting.

## **Article 7**

The Chairman of the Board of Directors of the Company calls and presides over the Meeting. However, the Director of the Board of the Company who receives votes representing the largest portion of voting rights at the shareholders' meeting of the Company shall call and chair the first Meeting of each newly elected Board of Directors of the Company. If there are two (2) or more Directors of Board of the Company who are entitled to convene the above-mentioned initial Meeting, these Directors of the Board shall elect one person by and from among themselves to call and preside over the first Meeting.

The meeting of the Board of Directors is called by a majority of Directors on their own initiative in accordance with Article 203, paragraph 4 or Article 203-1, paragraph 3 of the Company Act, the Directors shall choose one person by and from among themselves to chair the meeting.

The Chairman of the Board of Directors shall preside over Meetings. In his absence, the vice chairman of the Board of Directors shall be as the Chairman of the Meeting. If there is no vice chairman or is also in his absence, the Chairman may designate a Director as the Chairman of the meeting. If no such designation is made by the Chairman, the Directors shall elect a meeting Chairman from among themselves.

## **Article 8**

Before and during a Meeting, the President Office shall prepare relevant materials for the Directors of the Board of the Company present at the Meeting to review at any time.

While convening a Meeting, subject to the contents of the discussion items, the Company may request persons of relevant departments or subsidiaries to attend the Meeting. If necessary, the Company may also invite its lawyers, certified public accounts or other relevant specialists to attend and report at the Meeting, who shall, however, physically withdraw themselves during the discussion of and voting on such matter.

The Chairman of a Meeting shall call the Meeting to order at the starting time scheduled for the Meeting, provided that more than half (1/2) of the total Directors of the Board of the Company are present. If at the scheduled starting time of the Meeting, the number of Directors of the Board of the Company present at the Meeting has not yet reached half (1/2) of the total Directors of the Board of the Company, the Chairman may postpone the opening time of the Meeting on the day. The postponements shall be limited to two (2) times at most. The Chairman shall reconvene the Meeting, according to the procedures set forth in Paragraph 2 of Article 3 of the Rules, if the number of Directors of Board of the Company present at the Meeting has still not yet reached half (1/2) of the total Directors of the Board of the Company after the Meeting has been postponed by two (2) times already.

The total number of Directors of the Board of the Company referred to in the preceding paragraph of this Article and in Section 2 of Paragraph 2 of Article 16 shall mean the Directors of the Board of the Company who are currently assuming their duty as the Directors of Board of the Company.

## **Article 9**

The whole proceedings of a Meeting shall be videotaped or audio taped, and the records shall be kept safely at least five (5) years of preservation and may be stored in electronic format. If there is any lawsuit arisen with respect to a resolution of the Meeting within the five (5) years

of preservation, the relevant videotape and audiotape shall be kept until the conclusion of such lawsuit.

In case that a Meeting is convened via a video conference, the recording of the video conference shall be part of the meeting minutes of the Meeting and shall be safely kept during the existence of the Company.

#### **Article 10**

Matters to be discussed in a regular Meeting shall at least include the items as follows:

- (1) Reporting items:
  - (a) Meeting minutes of the previous Meeting and its implementation status;
  - (b) Material financial and business report;
  - (c) Internal audit report;
  - (d) Other material reporting items.
- (2) Discussion items:
  - (a) Discussion items unresolved at the previous Meeting;
  - (b) Proposed discussion items for this Meeting.
- (3) Special Motions

#### **Article 11**

A Meeting shall proceed in accordance with the agenda, unless otherwise resolved by the Board of Directors of the Company with affirmative vote of at least half (1/2) of all Directors of the Board of the Company present at the Meeting.

Unless otherwise resolved by the Board of Directors of the Company with affirmative vote of at least half (1/2) of all Directors of the Board of the Company present at the Meeting, the Chairman shall not adjourn the Meeting before all of the discussion items and special motions, if any, of the Meeting have been resolved.

During a Meeting, the Chairman of the Meeting shall suspend the Meeting if a motion is brought up by a Director of the Board of the Company, in the event that the number of the Directors of Board of the Company present in the Meeting is less than half (1/2) of the Directors of Board of the Company present at the Meeting. Under such circumstance, Paragraph 3 of Article 8 of the Rules shall apply mutatis mutandis.

During a Meeting, if the Chairman is unable to preside over the meeting for some reason or adjourn the Meeting not in accordance with the provisions of Paragraph 2, the selection of his proxy shall be subject to the provisions of Paragraph 3 of Article 7.

#### **Article 12**

The following matters are required to be submitted to the Board of Directors for discussion:

- (1) Business plans of the Company;
- (2) Annual financial report;
- (3) Establishment or amendment of the internal control system of the Company pursuant to Article 14-1 of the Securities and Exchange Act (the "Act"), and an assessment of the effectiveness of the internal control system;
- (4) Establishment or amendment of the procedures of material financial or business transactions, i.e. acquisition or disposal of assets, engaging in derivative products transactions, and lending funds or providing endorsements or guarantees to other parties, pursuant to Article 36-1 of the Act;
- (5) The offering, issuance, or private placement of any equity-related securities;
- (6) The election or discharge of the Chairman of the Board of Directors;
- (7) The appointment or discharge of the financial, accounting, or internal auditing officer;
- (8) The donations to Related Parties or the material donations to Non-Related Parties.

Nonetheless, any pro bono public donations made for emergent rescue caused by severe natural disasters could be proposed for ratification by the very next Meeting thereafter;

(9) Matters set forth in Article 14-3 of the Act, or any other matters to be approved by the shareholders' meeting of the Company or by the Board of Directors of the Company pursuant to laws and regulations or the Articles of Incorporation of the Company, or material matters so required by the competent authorities.

The Related Parties mentioned in Section 8 of the preceding paragraph of this Article shall be in compliance with Regulations Governing the Preparation of Financial Reports by Securities Issuers. The material donations to Non-Related Parties mentioned in such Section shall mean any donation reaching NT\$100 million or more, the accumulated amount of the respective donations to the same party reaching NT\$100 million or more within one year, a donation reaching 1% or more of the Company's net operating revenues, or a donation reaching 5% or more of the Company's paid-in capital based on the latest annual financial statements attested by a certified public accountant.

The "within one year" mentioned in the preceding paragraph of this Article shall mean within one year backwards from the date, on which the Meeting is convened. As to the portions which have already been approved by the Meetings and recorded in proposed resolutions, these shall be excluded therefrom.

At least one independent Director of the Board of the Company ("Independent Director") shall attend each meeting in person. In the case of a meeting concerning any matter required to be submitted for a resolution by the board of directors under paragraph 1, each independent director shall attend in person; if an independent director is unable to attend in person, he or she shall appoint another independent director to attend as his or her proxy. In case an Independent Director has a dissenting or qualified opinion on such matter, the foresaid opinion shall be expressly recorded in the meeting minutes of such Meeting. In case an Independent Director can not attend the Meeting in person to voice his/her dissenting or qualified opinion on such matter, except for any reasonable cause, he/she shall issue his/her opinion in writing in advance and his/her opinion shall be expressly recorded in the meeting minutes of such Meeting.

### **Article 13**

The Chairman of the Meeting may announce to end the discussion of any discussion item when the Chairman deems appropriate and submit it for resolution.

During the voting for a discussion item at the Meeting, a resolution shall be deemed adopted if no objection is voiced after the Chairman of the Meeting solicits all the Directors of Board of the Company present in the Meeting. In case there is any objection, the discussion item shall be immediately submitted for voting.

"All the Directors of Board of the Company present in the Meeting" mentioned in the previous paragraph of this Article do not include the Director who is prohibited from voting under the circumstance set forth in Paragraph 1 of Article 15 hereof.

One of the following voting methods may be adopted at the discretion of the Chairman of the Meeting for voting. In case a Director of Board of the Company present at the Meeting bring up an objection against the voting method as adopted by the Chairman, the voting method to be adopted shall be determined by the agreement of at least half (1/2) of the Directors of the Board of the Company present at the Meeting.

- (1) Voting by raising hands or by voting devices;
- (2) Voting by roll call;
- (3) Voting by casting ballots;

#### **Article 14**

Unless there is higher requirement provided by the Act, the Company's Articles of Incorporation or the Company Law of the ROC, the resolutions of the Board of Directors of the Company shall be adopted by affirmative vote of at least half (1/2) of all Directors of the Board of the Company present with the attendance by at least half (1/2) of the total Directors of the Board of the Company in person or through representation.

If there is an amendment or an alternative for a discussion item, the Chairman of the Meeting may combine the amendment or alternative into the original discussion item, and determine the sequence of voting for the discussion item. If any one of the above discussion items has been resolved, the others shall be deemed vetoed and no further voting is necessary.

There shall be (a) person(s) to supervise and (a) person(s) to record the ballots during a voting at the Meeting and such person(s) shall be designated by the Chairman of the Meeting.

However the person(s) to supervise the recording of the ballots shall be chosen from among the Directors of the Board of the Company.

The result of voting shall be announced at the Meeting, and recorded in the meeting minutes of the Meeting.

#### **Article 15**

At a Meeting in which a Director or the juristic person that the Director represents is an interested party, such Director shall disclose the material facts of conflicts of interest at the Meeting. If such Director's participation is likely to prejudice the interest of the Company, he or she shall be prohibited from participating in discussion of or voting on a matter, and shall physically withdraw himself or herself from participating in the discussion or voting on such matter, and likewise is prohibited from voting on such matter as a proxy of another Director. The spouse or a blood relative within the second degree of kinship of a Director, or a company which has a controlling or subordinate relation with a Director, is an interested party with respect to an agenda item as described in the preceding paragraph, such Director shall be deemed to be an interested party with respect to that agenda item.

Under the circumstance set forth in the preceding two paragraph of this Article, pursuant to Paragraph 4 of Article 206 of the Company Law, Paragraph 2 of Article 180 of the Company Law shall apply mutatis mutandis to the resolution adopted by the Board of Directors of the Company.

#### **Article 16**

Resolutions adopted at the Meeting shall be recorded in the meeting minutes. The meeting minutes of the Meeting shall fully and accurately record the items as follows:

- (1) The identification number of the Meeting (or the year), meeting time and venue;
- (2) The name of the Chairman of the Meeting;
- (3) Attendance status, including the names and number of the Directors of Board of the Company who were present, on a leave and absent, respectively;
- (4) The names and positions of the persons present as guests at the Meeting;
- (5) The name of the secretary of the Meeting;
- (6) Reporting items;
- (7) Discussion items: the voting method adopted for each resolution and each resolution adopted at the Meeting, summary of speeches made by the Directors of the Company, specialists and other persons, Director's name and material facts involving conflicts of interest pursuant to Paragraph 1 of the preceding Article, the rationale of withdrawal or non-withdrawal thereof and the status of withdrawal, any dissenting or qualified opinions on the discussion items with records or written statements, and written opinions issued by the Independent Directors pursuant to Paragraph 4 of Article 12 of the Rules;

(8) Special Motions: the name of the person who proposed the motion, the voting method adopted for each motion and the resolution adopted for each motion at the Meeting, summary of speeches by the Directors of the Company, specialists and other persons, Director's name and material facts involving conflicts of interest pursuant to Paragraph 1 of the preceding Article, the rationale of withdrawal or non-withdrawal thereof and the status of withdrawal, any dissenting or qualified opinions on the motions with records or written statements;

(9) Other required items.

If any resolution adopted by the Board of Directors is accompanied by one of the following situations, such resolution shall, in addition to be recorded in the meeting minutes of the Meeting, be further announced on the Market Observation Post System designated by Financial Supervisory Commission within two days after the date on which the Meeting is held:

(1) Independent Directors have dissenting or qualified opinions with a record or written statement.

(2) A discussion item which had not been approved by such audit committee of the Company, but is approved by the Board of Directors by affirmative vote of at least two-thirds (2/3) of the total Directors of Board of the Company.

The attendance register of the Meeting shall be part of the meeting minutes and shall be kept safely during the existence of the Company.

The meeting minutes of the Meeting shall be signed or sealed by the Chairman and the secretary of the Meeting and shall be distributed to all of the Directors of the Company within twenty (20) days after the date on which the Meeting is held. The meeting minutes of the Meeting shall be categorized as one of the material records or files of the Company and shall be safely kept during the existence of the Company.

Preparation and distribution of the meeting minutes mentioned in Paragraph 1 of this Article may be made by electronic form and method.

#### **Article 17**

With the exception of the items to be submitted for discussion by the Meeting of the Board of the Directors of the Company under Paragraph 1 of Article 12, the Board of Directors can authorize the Chairman the following scope, in accordance with the Article of Incorporation, during the off-session.

(1) Ratify the important agreements.

(2) Ratify the secured or pledged loan by real estate and other types of loan.

(3) Ratify the purchase and disposal on assets and real estates of the Company.

(4) Appoint the Directors of the Board and Supervisors of the invested companies.

(5) Ratify the record date of capital increase or decrease and cash or stock dividend.

#### **Article 18**

The establishment and any amendment of the Rules shall be approved by the Board of Directors of the Company.