

Wiwynn Corporation

Nominating Committee Charter

Article 1 Basis for Establishment

To ensure the soundness of the board and strengthen the management mechanism of Wiwynn Corporation (the “Company”), the Nominating Committee Charter (the “Charter”) is adopted pursuant to Article 27 of the Corporate Governance Best Practice Principles.

Article 2 Scope of application

Except as otherwise provided by law and regulation or by the articles of incorporation, matters relating to the official powers of the Nominating Committee (the “Committee”) shall be handled in accordance with this Charter.

Article 3 Members of the Committee

The Committee shall be composed of at least three directors selected by the board of directors from among themselves; a majority of the Committee members shall be independent directors.

The term of the Committee members is the same with the expiration of the Board of Directors.

Article 4 Authority of the Committee Members

With authorization from the board of directors, the Committee shall exercise the due care of a good administrator to faithfully perform the following duties and shall submit its proposals to the board for discussion:

1. To constitute and to review the composition, qualification and succession plans of the directors and the executives.
2. To search and to review the candidates of the directors and the executives and the independence of independent directors, and to submit the proposed list to the board of directors.
3. To construct and to review the setup, duties and operation of the sub-committees under the board of directors, to review the qualification of the member of sub-committees and any potential conflict of interests.
4. To plan and to execute the director training program.
5. Other matters to be performed by the Committee pursuant to the resolution of the board of directors.

If a member of the Committee has a stake in performing the duties in the preceding paragraph, he/she shall state the important aspects of its stake in the meeting of the Committee concerned, and where there is a likelihood that the interests of this Company would be

prejudiced, he/she 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.

To decline to adopt a recommendation of the Committee, the board of directors shall require the agreement of a majority of the directors in attendance at a meeting attended by two-thirds or more of all of the directors. In such event, the Company shall specify the details and cause of the discrepancy in the board meeting minutes, and within two days counting inclusively from the date of the board meeting resolution, shall furthermore carry out public announcement and reporting on the Market Observation Post System.

Article 5 Convening and Meeting Notice

The Committee shall hold meetings whenever deemed necessary.

In calling a Committee meeting, a notice setting out the reasons for the meeting shall be given to the Committee members earlier than seven days in advance of the meeting. In emergency circumstances, however, the meeting may be called on shorter notice.

The notice set forth in the preceding paragraph may be effected by means of written or electronic transmission.

The Committee convener and chairperson shall be appointed by Committee members from amongst themselves. If the Committee convener is on leave, unable to convene a meeting for any reason, or required to recuse himself/herself pursuant to Article 4, Paragraph 2, the convener shall appoint another Committee member to act as a convener. If the convener does not make such an appointment, the other Committee members shall select one independent director to serve as a convener.

The Committee may request management-level personnel of relevant departments, internal auditors, accountants, legal consultants or other personnel of the Company to attend the meeting and provide related information as required, provided such delegates shall leave upon any discussion or voting being conducted.

Article 6 Attendance and Resolution

The Committee's meeting agenda shall be drafted by the convener. The meeting agenda shall be provided to members of the Committee in advance.

When a Committee meeting is convened, the Company shall make available an attendance book for attending members to sign and also for reference.

Committee members shall attend meetings in person. If a Committee member is unable to attend a meeting, this member may appoint another committee member as his/her proxy. The proxy may only attend on behalf of one other Committee member. Attendance via videoconferencing is deemed attendance in person.

A Committee member appointing another member to attend a meeting as his/her proxy shall issue a letter of authorization for each such appointment setting out the authorization in regard

to matters for which the meeting is convened.

Except as otherwise provided by law and regulation or by this Company's articles of incorporation and bylaws, a resolution of the Committee requires the approval of a majority of the members present at the meeting attended by a minimum of two-thirds of all Committee members.

Article 6-1 Recusal system

If any members is an interested party with respect to any agenda item, the member shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interests of the company, the member may not participate in discussion or voting on that agenda item, and furthermore, shall enter recusal during discussion and voting on that item and may not act as another member's proxy to exercise voting rights on that matter.

Where the spouse or a blood relative within the second degree of kinship of a member, or a company which has a controlling or subordinate relation with a member, is an interested party with respect to an agenda item as described in the preceding paragraph, such member shall be deemed to be an interested party with respect to that agenda item.

Article 7 Meeting Minutes

The proceedings of a Committee meeting shall be recorded in minutes, which shall specify the following matters in detail:

1. Session, time, and place of the meeting
2. Chairperson's name
3. Attendance of members, including names and numbers of members who are present at the meeting, on leave or absent from the meeting
4. Names and titles of nonvoting delegates at the meeting
5. Name of minutes taker
6. Matters reported on
7. Matters for discussion: resolution method and result of each proposal; summary of the comments made by the members on the committee and the experts and any other persons present at the meeting; the name of any members possibly having an interest relationship as referred in the preceding article, the essential content of the interest, the reasons why the member was required or not required to enter recusal, and the status of the recusal; and any objections or reservations expressed at the meeting.
8. Extempore motions: Name of the mover of the motion; the resolution method and result of each proposal; summary of the comments made by the members on the committee and the experts and any other persons present at the meeting; the name of any member possibly having an interest relationship as referred to the preceding article, the essential content of the interest, the reasons why the director was required or not required to enter recusal, and the

status of the recusal; and any objections or reservations expressed at the meeting.

9. Other matters required to be recorded.

The attendance book of the meeting, and the video and audio record in the event of a videoconference convened, are an integral part of the minutes of the proceedings.

Minutes of the proceedings must be signed or sealed by the chairperson and the minute taker of the meeting, and copies shall be distributed to all Committee members within 20 days after the meeting. The minutes shall also be submitted to the board and be deemed important files of the Company, and shall be retained for five years. Preparation and distribution of the minutes of the proceedings may be done electronically.

In the event of a suit in respect of a matter concerning the Committee before the retention period in the preceding paragraph expires, the minutes shall be retained until the conclusion of the litigation.

Article 8 The Committee may resolve to retain the service of an attorney, professional human resources agency, investment bank, certified public accountant, or other professionals to provide advice with respect to matters in connection with Article 4. The costs of their services shall be borne by this Company.

Article 9 Information Disclosure

The Company shall disclose the Charter and the operation of the Committee in the annual report, on the Company website, or through the Market Observation Post System.

Article 10 Delegation of powers by the Committee

The execution of tasks relating to resolutions adopted by the Committee 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

The Charter will be implemented after adoption by resolution of the Board of Directors, same as amendment.

The Charter was enacted on November 1, 2022.