

Wiwynn Corporation

The Election Regulations of Directors

- Article 1 : Unless otherwise prescribed by relevant rules, the Company Act or the Articles of Incorporation of the Company, these Regulations shall govern the election of the directors of the Company.
- Article 2 : Directors of the Company shall be elected by a candidate nomination system whereby the shareholders elect directors from the nominees listed in the roster of director candidates published by the Company.
- Article 3 : The qualifications and election of the independent directors of the Company shall comply with the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and relevant practices shall be implemented pursuant to Article 24 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.
- Article 4 : The directors of the Company shall be elected through the single recorded cumulative voting.
Each share shall have voting rights equal to the number of directors to be elected by the holder. The holder of the shares may cast all of such votes for one candidate, or may distribute them among several candidates.
- Article 5 : The Company will calculate separately voting rights to elect independent directors and non-independent directors based on the number of seats specified, the candidates receiving the highest number of affirmative votes sequentially shall be elected. When two or more persons receive the same number of votes and the specified number of seats is exceeded, the two persons receiving the same number of votes shall draw lots to decide who shall serve; the chair shall draw lots on behalf of a non-attendee. The calculation of number of votes referred to in the preceding paragraph is based on the shareholders vote by an electronic voting system and written ballots.
- Article 6 : The Board of Directors shall prepare the ballots equal to the number of directors to be elected and note the number of voting rights, which then to be distributed to shareholders who attend the shareholders' meeting. However, the Company is not required to provide a ballot to the shareholder who exercise their voting power by the electronic voting system. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.
- Article 7 : During the election, the chairman shall appoint vote counters and vote inspectors, while such vote inspectors shall be with shareholder status, to take charge of inspecting and counting the votes.
- Article 8 : A ballot box shall be provided by the Board of Directors and shall be kept in public view by the monitor before the vote.
- Article 9 : A ballot shall be null and void if such ballot:
1. Is not dropped into the ballot box;
 2. The ballot was not prepared by a person with the right to convene;
 3. Is not filled out by a voter or is blank;
 4. The candidate whose name is entered in the ballot does not conform to the director candidate list.
 5. Other words or mark are entered in addition to the number of voting rights allotted.
 6. Contains words or marks which are illegible or unrecognizable; or has been altered.
- Article 10 : The inspector of election shall monitor the course of counting all ballots, and the chairman or a person designated by the chairman shall announce the voting results immediately thereafter, including the list of directors and independent directors elected and the numbers of votes such directors received.
The ballots for the election of directors referred to in the preceding paragraph shall be sealed with the signatures of the inspectors of election and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the legal proceedings of the foregoing lawsuit have been concluded.
- Article 11 : These Regulations and any amendments hereto shall enter into force when approved by a resolution at a Shareholders' Meeting.
- Article 12 : This Procedure was enacted on May 22, 2015.
The 1st amendment was made on January 17, 2018.
The 2nd amendment was made on June 15, 2020.
The 3rd amendment was made on July 08, 2021.