

Wiwynn Corporation

Rules for Board of Directors Performance Assessments

- Article 1 To implement corporate governance and enhance the Company’s board functions, and to set forth performance objectives to improve the operation efficiency of the board of directors, the rule is established pursuant to the Company’s “Corporate Governance Best-Practice Principles” for compliance.
- Article 2 The general evaluation cycles, evaluation periods, scope and method of evaluation, the unit conducting evaluations, evaluation procedures and other matters for compliance under the Company’s regulations governing the board performance evaluation of shall be subject to the rule.
- Article 3 The Company shall conduct an internal board, including functional committees, performance evaluation at least once a year. The evaluation period shall be from January 1 to December 31 of the current year, and the performance evaluation shall be conducted in accordance with the evaluation procedures and the evaluation indexes in Articles 6 and 7. The performance evaluation for the current year shall be reported to the board of directors before the end of the first quarter of the following year.
- Article 4 The evaluation scope may cover the evaluation of the board as a whole, individual directors and functional committees. The methods of evaluations include the internal evaluation of the board, self-evaluation by individual board members, the internal evaluation of the committees, or other appropriate methods.
- Article 5 The performance evaluation of the board of directors and functional committees is processed by the respective units.
- Article 6 The procedures for the Company’s board performance evaluation are as follows:
Each year, the evaluation execution units will collect information about the activities of the board of directors and functional committees and will distribute self-evaluation questionnaires, which determined in accordance with Articles 7. Based on the questionnaires, individual board members will conduct self-evaluation, and the internal evaluation of the board and functional committees will conduct internal evaluation. The execution units will then collect all information, give scores based on the evaluation indexes, record the evaluation results in a report, and submit the report to the board of directors and functional committees for report.

Article 7 The performance of the board of directors should cover the following five aspects:

1. Participation in the operation of the company;
2. Improvement of the quality of the board of directors' decision making;
3. Composition and structure of the board of directors;
4. Election and continuing education of the directors; and
5. Internal control.

The criteria for evaluating the performance of the board members on themselves should cover the following six aspects:

1. Familiarity with the goals and missions of the company;
2. Awareness of the duties of a director;
3. Participation in the operation of the company;
4. Management of internal relationship and communication;
5. The director's professionalism and continuing education; and
6. Internal control.

The criteria for evaluating the performance of functional committees should cover the following five aspects:

1. Participation in the operation of the company;
2. Awareness of the duties of the functional committee;
3. Improvement of quality of decisions made by the functional committee;
4. Makeup of the functional committee and election of its members and
5. Internal control.

Article 8 The Company will disclose whether the Company has established the rules of board performance evaluation in the annual report and the Company's website as well as how the board performance evaluation has been conducted each year, with a description of the evaluation method provided.

Article 9 The performance evaluation regulations established by the Company shall be fully disclosed on the Market Observation Post System (MOPS) and the Company's website at all times, to be made available for consultation.

Article 10 The Principles will be implemented after adoption by resolution of the Board of Directors, same as amendment.

The Rules are enacted on March 16, 2018.

The 1st amendment was made on November 6, 2019.