



創意電子股份有限公司 策略暨永續發展委員會組織規程

(Strategy and Sustainable Development Committee Charter)

Strategy and Sustainable Development Committee Charter

1. Objective

In alignment with the “Corporate Governance Best Practice Principles for Taiwan Stock Exchange Corporation / Taipei Exchange Listed Companies” and the “Sustainable Development Best Practice Principles for Taiwan Stock Exchange Corporation / Taipei Exchange Listed Companies”, this organizational charter of Global Unichip Corporation (hereinafter referred to as the “Company”) Strategy and Sustainable Development Committee (hereinafter referred to as the “Committee”) is established to support the long-term growth and development of the Company, while effectively assist the Board of Directors in performing its functions, and enhance corporate governance. The Committee is also tasked with proactively assessing risks related to environmental, social, and governance (ESG) issues and implement corresponding countermeasures to achieve sustainable development goals.

2. Scope of Application

The Company shall follow this regulation to provide relevant resources and other matters to the Committee including Committee’s composition, number of members, term of office, powers, rules of procedure and exercise of Committee’s functions.

3. Members and Term of Office of the Committee

The Committee is composed of all board members. The convener is elected by the Committee members.

The term of office of the Committee member is the same as the Board of Directors.

4. Responsibility of the Committee

The authority of the Committee is to plan and guide the following:

- 4.1 The company’s growth strategy, including short-, medium- and long-term development goals and strategies.
- 4.2 Major investment and M&A plans.
- 4.3 Risk management issues.
- 4.4 Formulate the direction, strategies, and goals for corporate sustainability development. Develop related management policies and specific implementation plans.
- 4.5 Track the implementation and effectiveness of corporate sustainability development.
- 4.6 Oversee sustainability information disclosure matters and review the sustainability report.



創意電子股份有限公司
策略暨永續發展委員會組織規程

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4.7 Decide on other important strategic and sustainability development issues.

5. Committee Meeting Rule

- 5.1 The Committee shall convene at least twice a year, with a strategy formulation meeting before the end of the year and a strategy implementation report in the middle of year.
- 5.2 A notice of the reasons for convening a meeting shall be specified upon convocation and given to each member at least seven days prior to the meeting. In emergency circumstances, however, a meeting may be called on shorter notice. Meeting notices may be given in writing or electronically.
- 5.3 If the convener of the Committee takes leave or is unable to convene the meeting for any reason, he or she shall designate other members of the Committee to act as his or her representative. If the convener does not appoint a representative, the other members of the Committee shall nominate one of them to act as his or her representative.
- 5.4 When a meeting of the Committee is held, an attendance book shall be made available for signing-in by the members in attendance.
- 5.5 Members of the Committee shall attend the Committee in person, or may delegate other members to attend personally if they are unable to attend. Virtual participation in the meeting by video conferencing is deemed to have attended in person. When a member delegates another member to attend the Committee, he or she should provide a written authorization for each occurrence, specifying the scope of authorization related to the agenda.
- 5.6 The Committee may invite experts, scholars, or relevant personnel from the Company to attend the meeting and require the company to provide relevant and necessary information. Other matters not covered herein may refer to the Board of Directors' meeting regulations.
- 5.7 More than two-thirds of the members of the Committee shall be present, and more than half of the present members shall agree to make resolutions. If, during voting, the chairperson inquires and no objections are raised, the resolution shall be considered passed, with the same effect as a formal vote. The results of the Committee's voting shall be reported on the spot and recorded. The important meeting conclusions and specific proposals shall be submitted to the Board of Directors as necessary.

(Strategy and Sustainable Development Committee Charter)

6. Avoiding Conflict of Interest

- 6.1 If the member of the Committee has a personal interest in any agenda item, the member shall explain the essential content of the interest. If the member's personal interest is likely to prejudice the interest of the company, the member may not participate in discussion and voting, and shall recuse himself or herself from the discussion and voting, and also may not exercise voting rights as a proxy for any other member.
- 6.2 If a member's spouse or a relative within the second degree of kinship has an interest in the matters discussed, it is considered that the member has a personal interest in those matters.
- 6.3 When a matter is unable to be resolved at a committee meeting for the reason stated in preceding two paragraph, the fact shall be reported to the Board of Directors and the matter shall be resolved by the Board instead.

7. Meeting Minutes

The proceedings of this committee shall be kept in minutes, and the minutes shall record the following matters in detail:

- 7.1 Session, time and place of the meeting.
- 7.2 Name of the Chairman.
- 7.3 Member attendance status, including the names and number of present, on leave and absent.
- 7.4 The names and titles of the attendees.
- 7.5 Name of the Recorder.
- 7.6 Agenda and resolutions.
- 7.7 Other items that should be recorded.

The Committee's sign-in book is part of the minutes. If the meeting is held via video conference, the video and audio data are also part of the minutes.

The minutes shall be signed or sealed by the chairman and the recorder of the meeting, distributed to all members of the Committee within 20 days after the meeting. The minutes should be included in the company's important files and retained for five years. The preparation and distribution of the minutes may be done electronically. Before the expiration of the retention period mentioned above, if a lawsuit related to the matters of the Committee occurs, the documents should be retained until the lawsuit is concluded.



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策略暨永續發展委員會組織規程

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8. Exercise of Authority

The members of the Committee shall faithfully perform their duties under these organizational regulations with the care of good stewards and shall be accountable to the Board of Directors. Matters relating to the Committee shall be the responsibility of the Head of Corporate Governance.

When the Committee is convened, the Company's board members, President, managers of relevant departments, internal auditors, accountants, legal counsel or other personnel may be invited to attend the meeting and provide the necessary information.

The Committee may, by resolution, appoint lawyers, accountants or other professionals to conduct necessary inspections or provide consultation on matters related to the exercise of its authorization at the Company's expense.

9. Execution Task

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 committee meeting.

10. Remuneration

The Committee members are not paid, but if the members are independent directors or experts from non-management team, they may be paid attendance fees or transportation expenses as stipulated.

11. Information Disclosure

The Company shall disclose the operations of the Committee in the annual report, on the company website, or on "Market Observation Post System".

12. Implementation and Amendment

These organizational regulations shall take effect upon approval by the Board of Directors, and the same shall apply when amended.