

## SynPower Co., Ltd.

### Nomination Committee Charter

Approved at the Board of Directors on held on November 7, 2023

Article 1 To strengthen the functions of the Company's Board of Directors and enhance its governance mechanism, the Committee Charter (hereinafter referred to as the "Charter") is established in accordance with Article 27, Paragraph 3 of the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies for compliance.

Article 2 Matters related to the authority and responsibilities of the Company's Nomination Committee shall be governed by the Charter, except where otherwise provided by law or the Company's Articles of Incorporation.

Article 3 The Company shall publish the contents of the Charter on its official website and the Market Observation Post System for public reference.

Article 4 The Committee shall be composed of at least three directors appointed by the Board of Directors, with a majority of the members being independent directors. Members shall possess the necessary capabilities to perform their duties, such as expertise in corporate governance or relevant experience in business, law, finance, accounting, or other fields related to the Company's operations.

Unless otherwise provided by law, the Company's Articles of Incorporation, or relevant regulations, the term of a director serving on the Committee shall begin from the date of appointment by the Board and continue until the expiration of the director's term, resignation from the Committee or from the position of director, or the date the Board appoints another director to replace the original Committee member.

Article 5 Authorized by the Board of Directors, the Committee shall exercise the following duties with the care of a good administrator and faithfully carry them out. The Committee's recommendations shall be submitted to the Board for discussion:

1. Establish standards for the professional qualifications, skills, experience, gender, and other diversity requirements, as well as independence criteria, for members of the Board of Directors and senior management; and identify, review, and nominate candidates for directors and senior management positions accordingly.

2. Build and develop the organizational structure of the Board and its committees; conduct performance evaluations of the Board, its committees, individual directors, and senior management; and assess the independence of independent directors.
  3. Formulate and regularly review director training programs and succession plans for directors and senior management.
  4. Establish the Company's corporate governance best-practice principles.
- If a member of the Committee has a conflict of interest when performing the aforementioned duties, they shall disclose the significant details of the conflict at the relevant Committee meeting. If there is a risk of impairing the interests of the Company, the member shall neither participate in the discussion and voting nor act as a proxy for another Committee member. If the spouse, a relative within the second degree of kinship, or a company with a controlling or subordinate relationship to the member has a conflict of interest regarding the matter, it shall be deemed that the member has a personal conflict of interest in that matter.

If the Board of Directors does not adopt the recommendations of the Committee, the resolution must be approved by at least two-thirds of all directors, with a majority of those present voting in favor. The Company shall record the reasons for any differences in the Board meeting minutes and shall disclose and report the matter via the Market Observation Post System within two days from the date of the Board resolution.

Article 6 In accordance with Subparagraph 1, Paragraph 1 of the preceding article, the Committee shall handle the following matters:

1. Based on the Company's size and nature of business, establish and review—prior to the expiration of each term—the number of directors and the qualifications required, taking into consideration the necessary professional knowledge, skills, experience, gender diversity, and independence of the Company's directors.
2. Based on the number and qualifications established in the preceding subparagraph, identify suitable director candidates and submit a list of nominees to the Board of Directors. The Committee shall carefully evaluate the qualifications of the nominees and confirm whether they are free from any of the circumstances listed in Article 30 of the

Company Act, and handle the nomination process in accordance with Article 192-1 of the Company Act.

3. When nominating candidates for independent directors, attention shall be given to the nominees' background, expertise, integrity, and whether they concurrently serve as directors, supervisors, committee members, or chairpersons of other companies. It must also be verified that the nominees meet the qualifications stipulated in the Securities and Exchange Act, the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies," as well as the requirements set by the Taiwan Stock Exchange or the Taipei Exchange. The primary consideration shall be alignment with the long-term interests of shareholders.

Article 7 In accordance with Subparagraph 2, Paragraph 1 of Article 5, the Committee shall handle the following matters:

1. Establish standards for the formation and qualification requirements of members for the Board and its committees, and provide recommendations on the respective committee charters. The Committee shall review these matters at least once a year and submit timely recommendations for amendments to the Board of Directors.
2. Review the qualifications and potential conflicts of interest of candidates for committee membership, and recommend new members and conveners for each committee to the Board of Directors.
3. Conduct annual performance evaluations of the Board, its committees, and individual board members, and advise the Board of Directors on whether replacements are necessary. The term of conveners and members of each committee should align with that of the directors, with a general principle of a three-year term.

Article 8 The Committee shall convene at least once a year and may hold additional meetings as necessary.

Meeting notices shall specify the purpose of the meeting and be delivered to all Committee members at least seven days in advance. However, in case of emergencies, this requirement may be waived.

The Committee meetings shall be convened and chaired by an independent director. If the convener is on leave, unable to convene the meeting, or

required to recuse themselves under Paragraph 2 of Article 5, they shall appoint another independent director of the Committee as their proxy. If necessary, another Committee member may also be designated as a proxy. If the convener does not appoint a proxy, the remaining Committee members shall elect one independent director among themselves to serve as the proxy. The Committee may invite managers from relevant Company departments, internal auditors, accountants, legal advisors, or other personnel to attend meetings and provide necessary information. However, they shall leave the meeting during discussions and voting.

Article 9 The meeting agenda of the Committee shall be determined by the convener, and other members may also submit proposals for discussion. The agenda shall be provided to Committee members in advance.

When the Committee convenes, the Company shall prepare a sign-in sheet for attending members to sign, which shall also be available for inspection. If a Committee member appoints another member as a proxy to attend the meeting, a separate proxy letter shall be issued for each meeting, specifying the scope of authorization for the matters listed in the meeting notice.

Each proxy may act on behalf of only one member.

Article 10 When the Committee makes a resolution, unless otherwise provided by law, the Company's Articles of Incorporation, or other internal regulations, at least two-thirds of all Committee members must be present, and the resolution must be approved by a majority of the members present.

Minutes shall be prepared for all Committee meetings and must accurately record the following:

1. The session number, time, and place of the meeting.
2. The name of the chairperson.
3. Attendance of members, including names and number of those present, on leave, or absent.
4. Names and titles of non-voting attendees.
5. The name of the minute taker.
6. Reports presented.
7. Discussion items: resolution methods and results for each proposal, and any dissenting or qualified opinions from Committee members.
8. Motions: the name of the proposer, resolution methods and results,

summaries of statements by Committee members, experts, and other participants, and any dissenting or qualified opinions.

9. Other matters that should be recorded.

The sign-in sheet is considered part of the meeting minutes; for meetings held via video conferencing, the video and audio recordings are also considered part of the minutes.

The minutes must be signed or sealed by the meeting chairperson and the minute taker, and distributed to all Committee members within 20 days after the meeting. The minutes shall be submitted to the Board of Directors, filed as important Company records, and retained for five years. The preparation and distribution of the minutes may be done electronically.

If litigation related to matters discussed in the Committee arises before the expiration of the retention period mentioned above, the relevant meeting records shall be preserved until the conclusion of the legal proceedings.

Article 11 The Committee may, by resolution, appoint lawyers, professional recruitment agencies, investment banks, accountants, or other professionals to provide consulting assistance on matters related to Articles 5 and 6. The expenses incurred shall be borne by the Company.

The engagement of such professionals or institutions, the relationship between the appointees and the Company, and the expenses incurred shall be disclosed in the corporate governance operation schedule of the annual report.

Article 12 The Company's annual report shall disclose relevant information about the Committee, including the procedures for recommending candidate lists, the standards candidates must meet, the Board's diversity policy, and the implementation status of the aforementioned procedures, standards, and policy. It shall also disclose the Committee's operational status, including its composition, the number of meetings held, and members' attendance.

Article 13 Matters resolved by the Committee may have their related execution tasks delegated to the convener or other Committee members for continued handling. During the execution period, reports shall be made to the Committee in writing or orally, and when necessary, the matters shall be submitted for the Committee's ratification or report at the next meeting.

Article 14 The Charter shall take effect after having been submitted to and adopted by

the board of directors. Subsequent amendments thereto shall be effected in the same manner.