

SynPower Co., Ltd.

Procedures for the Board of Directors

Approved at the Board of Directors on held on February 22, 2024

Article 1 In order to establish a sound corporate governance system for the Company's Board of Directors, strengthen supervisory functions, and enhance management capabilities, the Procedures are formulated in accordance with the Regulations Governing Procedure for Board of Directors Meetings of Public Companies for compliance.

Article 2 The operation and management of the Company's Board of Directors meetings shall be conducted in accordance with the provisions of the Procedures, unless otherwise provided by laws, regulations, or the Company's Articles of Incorporation.

Article 3 The Company shall convene a meeting of the Board of Directors once every quarter.

The notice of the meeting shall state the reasons for the convening and be given to all directors at least seven days in advance. However, in the event of an emergency, a meeting may be convened at any time.

With the consent of the recipients, the notice mentioned in the preceding paragraph may be given by electronic means.

The matters listed in Paragraph 1 of Article 12 of the Procedures shall be specified in the meeting notice and shall not be raised by extraordinary motions.

Article 4 The designated administrative unit for the Company's Board of Directors shall be the Shareholder Services Department.

The Shareholder Services Department shall prepare the agenda for the meetings of the Board of Directors, and the Finance Department shall provide sufficient supporting materials, which shall be delivered together with the meeting notice.

If any director considers the meeting materials insufficient, they may request the administrative unit to provide additional information. If any director deems the proposal materials inadequate, the matter may be postponed for deliberation by resolution of the Board of Directors.

Article 5 When the Board of Directors of the Company is convened, an attendance book shall be provided for the attending directors to sign for verification

purposes.

Directors shall attend meetings of the Board of Directors in person. If they are unable to attend in person, they may appoint another director to attend on their behalf in accordance with the Company's Articles of Incorporation. Participation via video conferencing shall be deemed as attendance in person.

When a director appoints another director to attend the meeting on their behalf, a proxy form shall be issued for each meeting, specifying the scope of authorization with respect to the meeting agenda.

A director may act as a proxy for only one other director per meeting.

Article 6 The location and time for convening meetings of the Board of Directors shall be at the Company's registered office and during business hours, or at a place and time convenient for the directors to attend and appropriate for holding meetings of the Board of Directors.

Article 7 When the meeting of the Board of Directors is convened by the Chairman, the Chairman shall act as the meeting chair. However, for the first Board meeting of each term, if it is convened by the director who received the most votes in the shareholders' meeting, such director shall act as the meeting chair. If there is more than one such director with convening rights, they shall mutually select one among themselves to serve as the chair.

If the Board of Directors is convened by a majority of the directors in accordance with Article 203, Paragraph 4 or Article 203-1, Paragraph 3 of the Company Act, the attending directors shall elect one among themselves to act as the chair.

If the Chairman is on leave or otherwise unable to exercise their duties, they may appoint another director to act on their behalf. If no proxy is designated, the directors shall mutually select one among themselves to serve as the chair.

Article 8 When the Company's Board of Directors convenes, the Shareholder Services Department shall prepare relevant materials for the directors to review at any time.

Depending on the content of the agenda, relevant non-director managerial personnel from related departments may be notified to attend the meeting. When necessary, accountants, lawyers, or other professionals may also be

invited to attend the meeting; however, they shall leave during discussions and voting.

The chair of the Board of Directors shall declare the meeting open when the scheduled start time arrives and more than half of the directors are present. If, at the scheduled start time, fewer than half of all directors are present, the chair may postpone the meeting on the same day. The meeting may be postponed up to two times, with the total postponement time not exceeding one hour. If the required quorum is still not met after two postponements, the chair shall reconvene the meeting following the procedure prescribed in Article 3, Paragraph 2.

The term “all directors” as used in the preceding paragraph and in Article 16, Paragraph 2, Subparagraph 2, shall be calculated based on those currently in office.

Article 9 The proceedings of the Company’s Board of Directors shall be recorded in full by audio or video, and such recordings shall be retained for at least five years. The recordings may be stored electronically.

If, before the expiration of the retention period, litigation arises concerning matters decided by the Board of Directors, the relevant audio or video recordings shall continue to be preserved until the conclusion of the litigation, and the foregoing retention period shall not apply.

For meetings held via video conferencing, the audio and video recordings shall constitute part of the minutes of the Board of Directors and shall be properly preserved for the duration of the Company’s existence.

Article 10 The agenda of the Company’s regular Board of Directors meetings shall include at least the following items

1. Reports:
 - a. Minutes and follow-up of the previous meeting.
 - b. Important financial and business reports.
 - c. Internal audit reports.
 - d. Other significant reports.
2. Discussions:
 - a. Matters reserved from the previous meeting.
 - b. Scheduled discussion items for the current meeting.
3. Motions

Article 11 The Board of Directors shall conduct meetings according to the agenda

specified in the meeting notice. However, changes may be made with the consent of more than half of the directors present.

The scheduled agenda items and any extraordinary motions shall not be adjourned by the chair without the consent of more than half of the directors present.

If, during the meeting, the number of directors present falls below a majority, and the attending directors propose, the chair shall suspend the meeting and apply the provisions of Article 8, Paragraph 4 accordingly.

If the chair is unable to preside over the meeting for any reason or improperly adjourns the meeting without following the provisions of the preceding paragraph, the appointment of a proxy shall follow the provisions of Article 7, Paragraph 3.

Article 12 The following matters shall be submitted to the Company's Board of Directors for discussion:

1. The Company's operational plan.
2. Annual financial reports and semi-annual financial reports. However, semi-annual financial reports that are not required by law or regulations to be audited or reviewed by CPA are exempted.
3. Establishment or revision of the internal control system and the assessment of its effectiveness in accordance with Article 14-1 of the Securities and Exchange Act (hereinafter referred to as the "Securities Act").
4. Establishment or amendment of procedures for major financial and business transactions, including acquisition or disposal of assets, engaging in derivative transactions, loaning funds to others, or issuing endorsements or guarantees on behalf of others, pursuant to Article 36-1 of the Securities Act.
5. Fundraising, issuance, or private placement of equity-type securities.
6. Appointment or removal of the Chairman if the Board of Directors has no Executive Directors.
7. Appointment or removal of finance, accounting, or internal audit supervisors.
8. Donations to related parties or significant donations to non-related parties. However, donations of a public welfare nature for emergency

relief due to major natural disasters may be ratified at the next Board of Directors.

9. Other matters required by Article 14-3 of the Securities Act, other laws, the Articles of Incorporation to be resolved by the shareholders' meeting or the Board of Directors, or major matters required by competent authorities.

The term "related parties" in Paragraph 8 above refers to those defined under the Securities Issuers' Financial Reporting Standards. "Significant donations to non-related parties" refer to donations where the amount of each donation or the cumulative amount donated to the same recipient within one year reaches NT\$100 million or more, or reaches 1% of the net operating revenue or 5% of the paid-in capital as stated in the most recent financial report audited by an CPA.

The one-year period mentioned in the preceding paragraph shall be calculated retrospectively from the date of the current Board of Directors; donations already approved by the Board of Directors need not be counted again.

If the Company has established Independent Directors, they shall personally attend or appoint another Independent Director to attend meetings regarding the matters mentioned in Paragraph 1 that require Board of Directors resolution. If Independent Directors have dissenting or reserved opinions, such opinions shall be recorded in the minutes of the Board of Directors. If an Independent Director cannot attend the Board of Directors in person to express dissenting or reserved opinions, except for justifiable reasons, they shall submit written opinions in advance, which shall be recorded in the minutes of the Board of Directors.

- Article 13 When the chair considers that the discussion of a motion has reached a level sufficient for voting, the chair may declare the discussion closed and submit the motion for a vote.

When the Board of Directors votes on a motion, if the chair inquires and no director present raises any objection, the motion shall be deemed approved, with the same effect as a passed vote. If any objection is raised upon inquiry, the motion shall be submitted to a vote.

The voting method shall be chosen by the chair from one of the following, but if there is any objection among those present, the majority opinion shall prevail:

1. Voting by show of hands or voting device.
2. Roll call vote.
3. Ballot vote.
4. The term “all directors present” in the preceding methods excludes directors who are prohibited from exercising voting rights under Article 15, Paragraph 1.

Article 14 Resolutions of the Company’s Board of Directors, unless otherwise stipulated by the Securities and Exchange Act or the Company Act, shall require the presence of more than half of the directors, and shall be passed by the consent of more than half of the directors present.

If there are amendments or alternative proposals to the same motion, the chair shall determine the order of voting together with the original motion. However, if one proposal is passed, the other proposals shall be deemed rejected and no further voting is required.

If it is necessary to appoint vote monitors and counters, they shall be designated by the chair, but the vote monitors must be directors.

The results of the vote shall be announced on the spot and recorded in the minutes.

Article 15 Directors who have a conflict of interest regarding matters discussed at the meeting, whether involving themselves or the legal entity they represent, shall disclose the important details of such conflict of interest at the Board of Directors. If the matter may harm the Company’s interests, the director shall neither participate in the discussion nor vote on the matter, and shall recuse themselves during the discussion and voting. They are also prohibited from authorizing other directors to exercise their voting rights on their behalf.

Spouses, relatives within the second degree of consanguinity, or companies controlled or subordinated to the director are deemed to have a conflict of interest regarding the matters specified in the preceding paragraph.

Resolutions of the Company’s Board of Directors shall be handled in accordance with Article 180, Paragraph 2 as applied mutatis mutandis by Article 206, Paragraph 4 of the Code of Civil Procedure, with respect to directors who are prohibited from exercising voting rights under the preceding two paragraphs.

Article 16 Minutes shall be prepared for the proceedings of the Company's Board of Directors. The minutes shall fully and accurately record the following:

1. The session (or year) of the meeting, and the time and place.
2. The name of the chair.
3. The attendance status of directors, including the names and numbers of those present, on leave, or absent.
4. The names and titles of attendees who are not directors.
5. The name of the recorder.
6. Reports.
7. Discussions: the method and results of resolution for each motion; summaries of speeches by directors, experts, and other personnel; names of directors involved with conflicts of interest under Article 15, Paragraph 1; explanations of the important content of such conflicts; reasons for recusal or non-recusal; the recusal situation; and any dissenting or reserved opinions with records or written statements. If the Company has appointed independent directors, the minutes shall also include written opinions submitted by independent directors pursuant to Article 12, Paragraph 4.
8. Motions: the name of the proposer; the method and results of resolution; summaries of speeches by directors, experts, and other personnel; names of directors involved with conflicts of interest under Article 15, Paragraph 1; explanations of the important content of such conflicts; reasons for recusal or non-recusal; recusal situations; and any dissenting or reserved opinions with records or written statements.
9. Other matters that should be recorded.

If any of the following circumstances occur in the resolutions of the Board of Directors, in addition to being recorded in the minutes, they shall be publicly announced and reported on the information reporting website designated by the competent authority within two days from the date of the Board of Directors:

1. When the Company has appointed independent directors, and an independent director expresses dissenting or reserved opinions with records or written statements.
2. When the Company has set up an Audit Committee, but a resolution is passed by the approval of more than two-thirds of all directors without

the Audit Committee's approval.

The Board of Directors' attendance register is part of the minutes and shall be permanently preserved.

The minutes shall be signed or stamped by the chair of the meeting and the recorder, and distributed to each director within twenty days after the meeting. The minutes shall be included in the Company's important records and properly preserved during the Company's existence.

The preparation and distribution of the minutes under Paragraph 1 may be conducted electronically.

Article 17 Except for the matters specified in Article 12, Paragraph 1, and those that, in accordance with laws or applicable regulations, fall within the authority of independent directors or are required to be submitted to the Board of Directors for discussion when the Company has appointed independent directors, the Board of Directors may, during recess, delegate its authority to the Chairman in accordance with the law or the Company's Articles of Incorporation.

The scope and content of such delegation shall be governed by the Company's internal control system and relevant management procedures and regulations.

Article 18 The Procedures shall be approved by the Board of Directors of the Company and reported to the shareholders' meeting. Any future amendments shall be implemented upon resolution by the Board of Directors.

Article 19 Where the Board of Directors includes managing directors, the procedures for meetings of the managing directors shall mutatis mutandis follow the provisions of Article 2, Paragraph 2 of Article 3, and Articles 4 through 6, 8, and 10 through 18. The selection or dismissal of the Chairman shall be conducted in accordance with Paragraph 4 of Article 3. However, if the managing directors' meeting is regularly convened within seven days, notice to all managing directors may be given two days in advance.