

## **Richwave Technology Inc. Remuneration Committee Charter**

### **Article 1**

#### **(Basis for adoption)**

To ensure a sound system for compensation of the directors and managerial officers of this Corporation, this Remuneration Committee Charter (hereinafter, "this Charter") is adopted pursuant to Article 3 of the Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded Over the Counter (hereinafter, "the Regulations").

Except as otherwise provided by law or regulation or by the articles of incorporation, matters in connection with the official powers of the Remuneration Committee (hereinafter, "the Committee") shall be handled in accordance with this Charter.

### **Article 2**

#### **(Scope of application)**

Except as otherwise provided by law or regulation or by the articles of incorporation, matters in connection with the official powers of the Committee shall be handled in accordance with this Charter.

### **Article 3**

#### **(Purpose)**

The functions of the Committee are to professionally and objectively evaluate the policies and systems for compensation of the directors and managerial officers of this Corporation, and submit recommendations to the board of directors for its reference in decision making.

### **Article 4**

#### **(Member)**

1. The Committee shall consist at least of 3 members appointed by resolution of the board of directors. The number of member of the Committee is three. More than half of the members shall serve as independent directors. One of the independent directors shall be elected by all members the Committee as the convener and meeting chair. When the Committee calls a meeting, it may request directors, managers of relevant departments, internal audit officers, certified public accountants, attorneys, or other personnel of this Corporation to attend the meeting as participants and to provide pertinent and necessary information.

2. The term of the Committee members shall be the same as that of the board of directors by whom they were appointed, can be candidate and elected continuously. When a member of the Committee is dismissed for any reason, resulting in there

being less than three members, a board meeting to make a new appointment shall be held within 3 months from the date of occurrence.

3. The professional qualifications, limitation of share holding and degree of independence of the members of the Committee shall meet the requirements set out in “the Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee”.

However, if the independent directors are dismissed and there are no other independent directors, the company may first appoint an unqualified independent director as a member of the remuneration committee before the company’s by-election of independent directors, and then appoint the independent directors after the by-election.

## Article 5

### (Duties)

1. The Committee shall exercise the care of a good administrator to faithfully perform the following duties and present its recommendations to the board of directors for discussion:

(1) Establishing and periodically reviewing the annual and long-term performance goals for the directors and managerial officers of this Corporation and the policies, systems, standards, and structure for their compensation.

(2) Establishing and periodically reviewing the compensation of directors and managerial officers.

2. The Committee shall perform the duties under the preceding paragraph in accordance with the following principles:

(1) Performance assessments and compensation levels of directors and managerial officers shall take into account the general pay levels in the industry, the time spent by the individual and their responsibilities, the extent of goal achievement, their performance in other positions, and the compensation paid to employees holding equivalent positions. Also to be evaluated are the reasonableness of the correlation between the individual's performance and this Corporation's operational performance and future risk exposure.

(2) There shall be no incentive for the directors or managerial officers to pursue compensation by engaging in activities that exceed the tolerable risk level of this Corporation.

(3) For directors and senior managerial officers, the percentage of bonus to be distributed based on their short-term performance and the time for payment of any variable compensation shall be decided with regard to the characteristics of the industry and the nature of this Corporation's business.

3. "Compensation" as used in the preceding two paragraphs includes cash compensation, stock options, profit sharing and stock ownership, retirement benefits or severance pay, allowances or stipends of any kind, and other substantive incentive measures. Its scope shall be consistent with the

compensation for directors and managerial officers as set out in the Regulations Governing Information to be Published in Annual Reports of Public Companies.

4. When deliberating the recommendations of the remuneration committee, the board of directors shall give comprehensive consideration to matters including amounts of remuneration, payment methods, and the company's future risk. If the board of directors will decline to adopt, or will modify, a recommendation of the remuneration committee, it shall require the consent of a majority of the directors in attendance at a meeting attended by two-thirds or more of the entire board, which in its resolution shall give the comprehensive consideration under the preceding paragraph and shall specifically explain whether the remuneration passed by it exceeds in any way the recommendation of the remuneration committee.

5. If the remuneration passed by the board of directors exceeds the recommendation of the remuneration committee, the circumstances and cause for the difference shall be specified in the board meeting minutes, and shall be publicly announced and reported in according to the public company's relative regulations.

## Article 6

### (Meetings)

1. Meetings of the Committee shall be held at least two times a year and can be held in anytime if need.

2. The Committee shall elect independent directors by all members as convener and chairpersons of meetings. If the convener takes leave or is unable to convene a meeting for any reason, the convener shall appoint another independent director on the Committee to act in his or her place. If there is no other independent director on the Committee, the convener shall appoint another Committee member to act on his or her behalf. If the convener does not make such an appointment, a member of the Committee shall be elected by and from among the other members on the Committee to serve as convener.

3. In convening a meeting of the Committee, a notice setting forth the subjects to be discussed at the meeting shall be given to each member at least 7 days in advance. In emergency circumstances, however, the meeting may be convened on shorter notice. The meetings shall be attended by two-thirds or more of the entire membership. The Resolutions at meetings of the Committee shall be adopted with the consent of one half or more of the entire membership. When a matter comes to a vote at a Committee meeting, if upon inquiry by the meeting chair no member voices an objection, the matter will be deemed approved, with the same effect as approval by vote. The result of the vote under the preceding paragraph shall be made known immediately and recorded in writing. The entire membership means the ones which is on the terms of the duty.

4. The Committee members shall attend the meeting in person. If a member is unable to attend the meeting in person, the member may appoint another member

to attend as his or her proxy. Attending a meeting via telecommunications shall fax the attendance book will be deemed attendance in person.

5. A member of the Committee that appoints another member as proxy to attend a meeting shall in each instance issue a written proxy stating the scope of authorization with respect to the items on the meeting agenda.

6. The proxy under the preceding paragraph may accept a proxy from one person only.

7. The Committee's meeting agenda shall be drafted by the convener. Other members may submit motions to the Committee for discussion. Meeting agendas shall be forwarded to the Committee members in advance.

## Article 7

### (Meeting minutes)

1. Discussions at a meeting of the Committee shall be included in the meeting minutes, which shall faithfully record the following:

- (1) The session, time, and place of the meeting.
- (2) The name of the meeting chair.
- (3) Attendance of the Committee members at the meeting, specifying the names and the number of members present, excused, and absent.
- (4) The names and titles of those attending the meeting as non-voting participants.
- (5) The name of the minute taker.
- (6) The matters reported at the meeting.
- (7) Agenda items: For each proposal, the method of resolution and the result, and any objections or reservations expressed by the Committee members.
- (8) Extraordinary motions: The name of the mover; the method of resolution and the result for each motion; a summary of the comments of the independent director members of the Committee and experts and other persons present at the meeting; and any objections or reservations expressed.
- (9) Other matters required to be recorded.

2. If with respect to any resolution of the remuneration committee, any member has a dissenting or qualified opinion that is on record or stated in a written statement, the opinion shall be stated in the meeting minutes, and additionally, shall be publicly disclosed and reported in according to the public company's relative regulations.

3. When the remuneration committee is held, the company shall provide an attendance book for signature by the members attending the meeting. The attendance book constitutes part of the minutes for each meeting of the Committee. The minutes of each meeting of the Committee shall bear the signature or seal of both the meeting chair and the minute taker. A copy of the minutes shall be distributed to each member on the Committee within 20 days after the meeting, and shall be presented to the board of directors and retained as important corporate records for 5 years; if, before the expiration of the retention period under the preceding paragraph, any litigation arises in connection with any matter relating to

the Committee, the meeting minutes shall be preserved until the conclusion of the litigation.

4. The meeting minutes may be produced and distributed in electronic form.

5. If the meeting is held via telecommunications, the audio and video materials also constitute part of the meeting minutes.

#### Article 8

##### (Conflict of Interest Avoidance)

The committee shall make an explanation at the meeting to discuss the salary and remuneration of its members at the meeting. If it is harmful to the interests of the company, the member shall not participate in the discussion and voting, and shall be avoided during the discussion and voting, and shall not act for others.

Committee members exercise their voting rights.

#### Article 9

##### (Audit Advice)

The remuneration committee may by resolution, at the cost of the company, engage an attorney, certified public accountant, or other professional to conduct a necessary audit or provide advice with respect to any matter related to the exercise of the committee's powers.

#### Article 10

##### (Execution)

The execution of tasks relating to matters resolved by the remuneration 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 meeting of the Committee.

#### Article 10-1

##### (The Allowance of Members)

The members of remuneration committee may be reimbursed at the cost of the company as following way: The transportation allowance is NTD\$2,000 in attendance at a meeting.

#### Article 11

##### (Charter Revision)

This Charter, and any amendments hereto, shall enter into force after adoption by the board of directors.

#### Article 12

These Procedures were resolved on December 20, 2011.

The First Amendment was amended on May 16, 2013

The Second Amendment was amended on February 27, 2019  
The Third Amendment was amended on February 25, 2021