

RichWave Technology Corporation.

Rules and Procedures of Board of Directors Meetings

Article 1 (Basis for Formulation)

To establish sound governance for the Board of Directors, enhance supervisory functions, and strengthen management capabilities, these rules are formulated in accordance with the "Procedures for Board Meetings of Public Companies" for compliance.

Article 2 (Scope of Rules)

These rules cover the main content of board meetings, operational procedures, items to be recorded in the minutes, announcements, and other matters to be followed in accordance with these rules.

Article 3 (Board Meeting Convocation and Notification)

The Board of Directors shall meet at least once each quarter.

A board meeting should specify the reason for the meeting and notify each director at least seven days in advance. In urgent situations, the meeting may be convened without written notice.

Notifications of meetings may be sent electronically if agreed upon by the recipients. Items listed under Article 12, Paragraph 1 of these rules must be included in the notice of convocation and cannot be introduced as ad-hoc motions.

Article 4 (Meeting Notification and Materials)

The designated unit for preparing board meeting materials is the Administrative Department.

The unit should prepare and provide sufficient meeting materials along with the notice of the meeting.

If a director believes the meeting materials are insufficient, they may request additional information from the designated unit. If the information on an agenda item is insufficient, the board may decide to defer the discussion after a resolution.

Article 5 (Signature Book and Proxy Attendance)

A signature book should be provided for directors to sign in at the meeting for record-keeping purposes.

Directors should attend meetings in person. If unable to attend, they may appoint another director to attend on their behalf according to the company's bylaws.

Participation via video conference is considered as in-person attendance.

When appointing a proxy, a new power of attorney should be issued for each meeting, specifying the scope of authority for the convocation.

A proxy may only be appointed by one person.

Article 6 (Principle for Meeting Location and Time)

The location and time of board meetings should be within the company's location and office hours, or at a time and place convenient for the directors and suitable for holding the meeting.

Article 7 (Board Chair and Substitutes)

The Board of Directors shall be convened by the Chairman of the Board, who shall also serve as the Chairperson. For the first board meeting of each term, the chairperson shall be the director with the most voting power from the shareholder meeting. If there are multiple such directors, they should mutually select one.

If the Chairman is on leave or unable to perform duties, the Vice Chairman shall act as Chair. If there is no Vice Chairman or the Vice Chairman is also on leave, the Chairman shall appoint a standing director to act in their place; if no standing director is appointed, another director shall be appointed by the Chairman, or if no appointment is made, a standing director or another director may be elected by the board.

Article 8 (Reference Materials, Attendees, and Meeting Procedures)

The designated unit should prepare relevant materials for review by attending directors.

When holding a board meeting, relevant departments or subsidiary personnel may be notified to attend as needed. Accountants, lawyers, or other professionals may also be invited to attend and provide explanations, but must leave during discussions and voting.

The Chair should announce the start of the meeting once the scheduled time arrives and a majority of directors are present.

If a majority of directors are not present at the scheduled time, the Chair may

announce a delay, with a maximum of two delays allowed, and the total delay time should not exceed one hour. If there is still insufficient attendance after two delays, the Chair should reconvene the meeting according to the procedure in Article 3, Paragraph 2.

The term "all directors" as mentioned in this article and Article 16, Paragraph 2, Item 2 refers to actual serving directors.

Article 9 (Recording of Meetings)

The entire board meeting process should be recorded or videotaped and kept for at least five years. Recordings may be kept electronically.

If litigation arises concerning board decisions before the retention period expires, the relevant recordings should be preserved beyond the original period.

For meetings held via video conference, the recording or videotaping is considered part of the meeting records and should be preserved appropriately during the company's existence.

Article 10 (Meeting Content)

Regular board meetings should include at least the following:

1. Reports:

- Minutes and implementation status from the previous meeting.
- Important financial and business reports.
- Internal audit reports.
- Other significant reports.

2. Discussion Items:

- Items reserved from the previous meeting.
- Items scheduled for discussion at the current meeting.

3. Ad-hoc Motions.

Article 11 (Discussion of Proposals)

The board meeting should proceed according to the agenda set forth in the meeting notice. Changes may be made with the consent of a majority of attending directors. Proposals and ad-hoc motions must be resolved before the end of the meeting, and the Chair cannot adjourn the meeting without the consent of a majority of attending directors.

If the number of attending directors is less than a majority, the Chair should declare a recess, and the procedure in Article 8, Paragraph 5 should be applied.

If the Chair cannot preside over the meeting or adjourns the meeting without following the regulations, the selection of a proxy should follow Article 7, Paragraph 3.

Article 12 (Matters Requiring Board Discussion)

The following matters must be discussed by the Board of Directors:

1. Company's operational plan.
2. Annual financial reports and second-quarter financial reports audited by accountants.
3. Establishment or amendment of internal control systems and assessment of their effectiveness according to Article 14-1 of the Securities and Exchange Act (SEA).
4. Establishment or amendment of procedures for significant financial operations such as acquiring or disposing of assets, engaging in derivative transactions, lending funds, or providing endorsements or guarantees according to Article 36-1 of the SEA.
5. Issuance or private placement of equity securities.
6. Appointment or dismissal of the Chairman of the Board if there is no standing director.
7. Appointment or dismissal of financial, accounting, or internal audit officers.
8. Donations to related parties or significant donations to non-related parties.
However, donations for urgent relief due to natural disasters may be ratified at the next board meeting.
9. Other matters required by the SEA or company bylaws to be decided by the board or significant matters as regulated by competent authorities.

For item 8, "related parties" refers to parties defined under securities issuer financial reporting standards, and "significant donations to non-related parties" refers to donations exceeding NT\$100 million per donation or annually to the same recipient, or exceeding 1% of net revenue as audited or 5% of paid-in capital from the most recent annual financial report.

The term "annually" refers to the one-year period calculated from the date of the current board meeting. Items already resolved by the board do not need to be recalculated.

At least one independent director must attend board meetings in person, and all independent directors must be present for items requiring board resolution.

Independent directors unable to attend must have another independent director attend on their behalf. Independent directors with dissenting or reserved opinions should

have these recorded in the minutes; if unable to attend, they should provide written opinions in advance to be included in the minutes.

Article 13 (Voting Procedures - 1)

The Chair may announce the end of discussions and proceed to voting if the discussion is deemed sufficient.

In the board's voting process, if no objections are raised after consulting the attending directors, the proposal is considered approved and effective as if it had been formally voted on. If there are objections, the proposal must be put to a vote.

Voting methods may include:

1. Hand-raising or voting device.
2. Roll call voting.
3. Ballot voting.
4. Other methods chosen by the company.

Article 14 (Voting Procedures - 2 and Supervision of Voting)

Decisions by the Board of Directors require the presence of a majority of directors and approval by a majority of the attending directors unless otherwise specified by the SEA or Company Act.

For proposals with amendments or alternatives, the Chair should determine the order of voting, but if one proposal is approved, others are considered rejected without further voting.

If necessary, a vote supervisor and counters should be appointed by the Chair, who must be a director.

The results of the vote should be reported immediately and recorded.

Article 15 (Conflict of Interest)

Directors with a personal or corporate interest in a meeting matter must disclose the significant content of their interest at the meeting. If their participation could harm the company's interests, they should abstain from discussion and voting and not act as proxies for other directors.

Directors' spouses, close relatives, or companies with controlling or subordinate relationships are considered to have a personal interest in the matter discussed.

Resolutions involving directors with conflicts of interest should be handled according to Article 206, Paragraph 4 of the Company Act, applying Article 180, Paragraph 2 provisions.

Article 16 (Meeting Minutes and Signatures)

Meeting minutes must be prepared and include:

1. Meeting session (or year) and date, time, and location.
2. Name of the Chair.
3. Attendance status of directors, including names and numbers of those present, excused, and absent.
4. Names and titles of attendees.
5. Name of the record keeper.
6. Reported items.
7. Discussion items: voting methods and results, summaries of statements by directors, experts, and others, names of interested directors, explanations of interests, reasons for recusal or non-recusal, recusal circumstances, dissenting or reserved opinions, and independent directors' written opinions if applicable.
8. Ad-hoc motions: proposer's name, voting methods and results, summaries of statements by directors, experts, and others, names of interested directors, explanations of interests, reasons for recusal or non-recusal, recusal circumstances, and dissenting or reserved opinions.
9. Other required items.

Decisions made must be disclosed within two days on the designated information disclosure website, including:

10. Dissenting or reserved opinions by independent directors.
11. Matters not approved by the audit committee but approved by two-thirds of all directors if the company has an audit committee.

The attendance register is part of the minutes and should be preserved appropriately during the company's existence.

Minutes must be signed or stamped by the Chair and record keeper and distributed to all directors within 20 days after the meeting. They should be filed as important company documents and preserved permanently.

Minutes preparation and distribution may be done electronically.

Article 17 (Authorization Principles)

Except for matters that must be discussed by the board as per Article 12, during board recesses, the Board of Directors may authorize the Chairman to exercise board functions as stipulated by law or company bylaws. The authorization includes:

1. Approval of significant contracts.
2. Approval of real estate mortgages and other loans.

3. Approval of purchases and disposals of general property and real estate.
4. Appointment of directors for invested companies.
5. Approval of capital increases or decreases and cash dividend distribution dates.

Article 18 (Supplementary Provisions)

These rules take effect upon approval by the Board of Directors and apply to amendments as well.

Article 19 (Effective Dates)

These procedures were formulated on June 30, 2009.

First amendment on December 13, 2012.

Second amendment on August 3, 2017.

Third amendment on March 1, 2018.

Fourth amendment on February 27, 2019, effective from May 24, 2019.

Fifth amendment on February 27, 2020.

Sixth amendment on February 25, 2021.

Seventh amendment on April 27, 2022.

Eighth amendment on February 29, 2024.