

# Uni-President Enterprises Corporation

## Audit Committee Charter

### Article 1

The Charter is adopted pursuant to Article 3 of “Regulations Governing the Exercise of Powers by Audit Committees of Public Companies” and Articles of Incorporation.

### Article 2

The number, term, powers, rules of procedure of the Committee and resources to be provided by the company when the Committee exercises its powers shall be adopted pursuant to the Charter.

### Article 3

The purpose of the Committee shall be the supervision of following matters:

- (1) To fairly present the financial reports.
- (2) To ensure the performance of the auditor and the independency and performance when select or dismiss of the auditor.
- (3) To effectively execute the internal control.
- (4) To make the company follow the relative regulations and rules.
- (5) To control the existed or potential risk of the company.

### Article 4

The Committee shall be composed of the entire number of independent directors. It shall not be fewer than three persons in number, one of whom shall be Committee convener, and at least one of whom shall have accounting or financial expertise.

The term of office of the independent directors shall be three years; re-election shall be permissible. When an independent director is dismissed for any reason, resulting in the number of directors lower than that required under preceding paragraph or the articles of incorporation, a by-election for independent director shall be held at the next following shareholders meeting. When all independent directors have been dismissed, the company shall convene a special shareholders meeting to hold a by-election within 60 days from the date on which the situation arose.

### Article 5

The provisions of the Securities and Exchange Act, the Company Act, and any other law regarding supervisors shall apply mutatis mutandis to the Committee.

The provisions of Article 14-4, paragraph 4, of the Act concerning provisions of the Company Act that involve the powers of supervisors shall apply mutatis mutandis to the independent director members on the Committee.

Persons to represent the company in matters under Articles 213, 214, and 223 of the Company Act shall be selected by the Committee by the procedure set out in the Article 8, paragraph 4. The Committee may resolve for members to

individually represent or jointly represent the company in such matters. If representatives are not selected by the procedure in the preceding paragraph, the entire membership shall jointly represent the company.

#### Article 6

Official powers of the Committee:

- (1) Adoption or amendment of an internal control system pursuant to Article 14-1 of Securities and Exchange Act.
- (2) Assessment of the effectiveness of the internal control system.
- (3) Adoption or amendment, pursuant to Article 36-1 of Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others.
- (4) A matter bearing on the personal interest of a director.
- (5) A material asset or derivatives transaction.
- (6) A material monetary loan, endorsement, or provision of guarantee.
- (7) The offering, issuance, or private placement of any equity-type securities.
- (8) The hiring or dismissal of an certified public accountants, or the compensation given thereto.
- (9) The appointment or discharge of a financial, accounting, or internal auditing officer.
- (10) Annual and quarterly financial reports , which are signed or sealed by the chairperson, managerial officer, and accounting officer.
- (11) Any other material matter so required by the company or the Competent Authority.

The preceding paragraph shall be subject to the consent of one-half or more of all Committee members and be submitted to the board of directors for a resolution. With the exception of subparagraph 10, any matter under a subparagraph of the preceding paragraph that has not been approved with the consent of one-half or more of all Committee members may be undertaken upon the consent of two-thirds or more of all directors.

"All directors" as used in the Charter shall means the actual number of persons currently holding those positions.

The convener represents the Committee.

#### Article 7

This Committee shall meet at least quarterly and may hold meetings as needed. The reasons for calling a meeting of the Committee shall be notified to each independent director member at least seven days in advance. In emergency circumstances, however, this requirement does not apply.

The Committee meeting shall be held at the location and during the business hours of the company, or at a place and time convenient to attendance by all

committee members and suitable for holding the Committee meeting.

One member shall be elected as the convener and meeting chair by and from among the entire membership of the Committee. However, if the Committee members are unable to elect a convener, the independent director who received votes representing the largest share of the voting rights shall serve as the convener.

When the convener goes on leave or otherwise for any reason whatsoever is unable to convene a meeting, the meeting shall be convened by another independent director member designated by the convener, or if no such designation is made, by another member elected by and from among the independent director members of the Committee.

Independent directors constituting one-half or more of the entire membership of the Committee may, by filing a written proposal setting forth the subjects for discussions and the reasons, request the convener to convene a meeting of the Committee. If the convener fails to convene the Committee meeting within 15 days from the filing of the request under the preceding paragraph, independent directors constituting one-half or more of the entire membership of the Committee may convene a meeting on their own.

The Committee may by resolution request relevant department officers, internal auditors, certified public accountants, legal counsels, or other personnel to attend the meeting as nonvoting participants and provide pertinent and necessary information; provided, they shall leave the meeting when discussion and voting take place.

When the Committee convenes, relevant materials should be prepared and made available for Committee members to consult at any time.

## Article 8

When the Committee meeting is held, the company shall have an attendance book ready for signature by the independent director members attending the meeting and thereafter keep it available for future reference.

All independent director members on the Committee shall attend Committee meetings in person; a member who cannot attend in person may appoint another independent director member to attend as their proxy.

Attendance via tele- or video-conference is deemed attendance in person. A member of the Committee appointing another independent director member to attend a Committee meeting shall in each instance give to that director a written proxy stating the scope of authorization with respect to the items on the meeting agenda. Resolutions at meetings of the Committee shall be adopted with the consent of one-half or more of the entire membership. The result of a vote shall be made known immediately and recorded in writing.

If for a legitimate reason it is impossible to hold the Committee meeting, matters on the meeting agenda shall be adopted with the consent of two-thirds or more of the entire board of directors. Notwithstanding the foregoing, the matters in Article

6, paragraph 1, subparagraph 10 of the Act. shall still require the opinion of the independent directors indicating their consent.

A proxy under paragraph 2 may accept a proxy from one person only.

#### Article 8-1

When the time of a meeting has arrived, if the Committee members present do not reach one-half of the entire membership, the meeting chair may announce that the meeting time will be postponed to later on the same day, provided that only two postponements may be made. If the quorum is still not met after two postponements, the chair may re-call the meeting following the procedures provided in Article 7, paragraph 2.

#### Article 8-2

The Committee meeting shall be conducted in accordance with the order of business on the agenda as specified in the meeting notice. However, the order may be changed with the approval of one-half or more of the entire membership of the Committee.

The meeting chair may not declare the meeting closed without the approval of one-half or more of the entire membership of the Committee.

If at any time during the proceedings of the Committee meeting the members sitting at the meeting do not reach one-half of the entire membership, then upon motion by the independent directors sitting at the meeting, the chair shall declare a suspension of the meeting, in which case the preceding article shall apply *mutatis mutandis*.

If at any time during the proceedings of the Committee meeting, the convener for any reason is unable to chair the meeting or the chair fails to declare the meeting closed as provided in paragraph 2, the provisions of Article 7, paragraph 4 shall apply *mutatis mutandis* to the selection of the deputy to act in place thereof.

#### Article 9

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

- (1) Session, time, and place of meeting.
- (2) Name of meeting chair.
- (3) Attendance of independent director members at the meeting, specifying names and number of members present, excused, and absent.
- (4) Names and titles of those attending the meeting as a nonvoting participant.
- (5) Name of minutes taker.
- (6) Matters reported.
- (7) Agenda items: resolution method and result of each proposal; summary of the comments made by the independent director members on the Committee and

the experts and any other persons present at the meeting; the name of any independent director member possibly having an interest relationship as referred to in paragraph 1 of the preceding article, the essential content of the interest, the reasons why the director was required or not required to enter recusal, and the status of the recusal; and any objections or reservations expressed at the meeting.

(8) Extraordinary motions: Name of the mover; the resolution method and result of each proposal; summary of the comments made by the independent director members on the Committee and the experts and any other persons present at the meeting; the name of any independent director member possibly having an interest relationship as referred to in paragraph 1 of the preceding article, the essential content of the interest, the reasons why the director was required or not required to enter recusal, and the status of the recusal; and any objections or reservations expressed at the meeting.

(9) Other matters required to be recorded.

The attendance book constitutes part of the minutes for each meeting of the Committee meeting and shall be well preserved for the duration of the existence of the company. The minutes of the Committee meeting shall bear the signature or seal of both the meeting chair and the minutes taker, and a copy shall be distributed to each independent director member on the Committee within 20 days after the meeting and be carefully preserved as important company records during the existence of the company.

The production and distribution of the meeting minutes referred to in paragraph 1 may be made in electronic form.

#### Article 9-1

A company shall record on audio or video tape the entire proceedings of the Committee meeting, and preserve the recordings for at least five years, in electronic form or otherwise. If before the end of the preservation period referred to in the preceding paragraph any litigation arises in connection with a resolution of the Committee meeting, the relevant audio or video recordings shall continue to be preserved until the litigation is concluded.

Where the Committee meeting is held by video conference, the audio or video documentation of the meeting constitutes part of the meeting minutes and shall be well preserved for the duration of the existence of the company.

#### Article 10

The Committee meeting agenda shall be drawn up by the convener. Other members also may submit motions for deliberation by the Committee.

#### Article 11

If an independent director member of the Committee has a personal interest in any agenda item, the director shall explain the essential content of the interest. If the

director's personal interest is likely to prejudice the interest of the company, the director 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 independent director member.

Where the spouse or a blood relative within the second degree of kinship of an independent director is an interested party with respect to an agenda item as described in the preceding paragraph, such director shall be deemed to be an interested party with respect to that agenda item.

Where a matter is unable to be resolved at a Committee meeting for the reason stated in paragraph 1, the fact shall be reported to the board of directors and the matter shall be resolved by the board instead.

#### Article 12

The Committee may, on behalf and at the cost of the company, engage an attorney, certified public accountant, or other professional after resolved to conduct a necessary audit or provide advice with respect to Article 6.

#### Article 13

The Committee shall exercise the care of a good administrator in faithfully performing the official powers adopted in the Charter, be responsible for the board of directors and shall submit its recommendations for deliberation by the board of directors.

#### Article 14

The Committee shall conduct an internal performance evaluation at least once a year.

#### Article 15

The Committee shall periodically review the Charter and provide amendment suggestion to the board of directors.

The execution of tasks relating to matters resolved by the Committee may be delegated to the convener or other member of the Committee for follow-up and handling, and they shall make written reports to the Committee during the period in which they are handling such tasks. When necessary, they shall submit them for ratification, or report them, to the Committee at the subsequent meeting.

#### Article 16

The charter and any amendment thereto, shall be adopted by resolution of the board of directors and the establishment of the Committee. These rules were made on 28 March 2013 and have been amended on :

- (1) 8 November 2017
- (2) 20 December 2017
- (3) 27 March 2020
- (4) 7 March 2024