

Uni-President Enterprises Corporation

Rules of Procedure for Board of Directors' Meeting

Article 1 (Basis)

To establish a strong governance system and sound supervisory capabilities for this Corporation's board of directors and to strengthen management capabilities, these Rules are adopted pursuant to Article 2 of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.

Article 2

With respect to the board of directors meetings ("board meetings") of this Corporation, the main agenda items, working procedures, required content of meeting minutes, public announcements, and other compliance requirements shall be handled in accordance with the provisions of these Rules.

Article 3

The Board of Directors shall hold a meeting at least once per quarter. A notice of the reasons for convening a board meeting shall be given to each director before 7 days before the meeting is convened. In emergency circumstances, however, a board meeting may be called on shorter notice. The notice to be given under the preceding paragraph may be effected by means of electronic transmission. All matters set forth under Article 7, paragraph 1 of these Rules shall be specified in the notice of the reasons for convening a board of directors meeting. None of those matters may be raised by an extraordinary motion.

Article 4

The board meeting shall be held at the premises and during the business hours of this Corporation, or at a place and time convenient for all directors to attend and suitable for holding board meetings.

Article 5

The parliamentary unit designated by the Company's Board of Directors shall be the secretariat of the Board of Directors. The unit responsible for board meetings shall draft agenda items and prepare sufficient meeting materials, and shall deliver them together with the notice of the meeting. A director who is of the opinion that the meeting materials provided are insufficient may request their supplementation by the unit responsible for board meetings. If a director is of the opinion that materials concerning any proposal are insufficient, the deliberation of such proposal may be postponed by a resolution of the board of directors.

Article 6

Agenda items for regular board meetings of this Corporation shall include at least the following:

1. Report:

- (1) Previous meeting minutes and execution thereof

- (2) Important financial business report
 - (3) Internal audit business report
 - (4) Other important reports
2. Discussion:
 - (1) Issues discussed in the previous meeting as reserved.
 - (2) Issues scheduled to be discussed in this meeting.
 3. Temporary motions

Article 7

The following issues shall be discussed in the Directors' meeting:

1. The Company's business plan.
2. Annual and quarterly financial reports, which are signed or sealed by the chairperson, managerial officer, and accounting officer.
3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Act, and an assessment of the effectiveness of the internal control system.
4. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of any handling procedures for material financial or business transactions, such as the acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others.
5. The offering, issuance, or private placement of equity-type securities.
6. the election or discharge of the chairman of the board of directors.
7. The appointment or discharge of a financial, accounting, or internal audit officer.
8. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.
9. Any matter that, under Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw, must be approved by resolution at a shareholders meeting or board meeting, or any material matter as may be prescribed by the competent authority.

The term "related party" in subparagraph 8 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.

The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened.

For foreign companies whose stock has no par value or a par value other than NTD10, the "5 percent of paid-in capital" in paragraph 2 above shall be calculated instead as 2.5 percent of shareholders' equity.

The Company at least one independent director shall attend each meeting in person. In the case of a meeting concerning any matter required to be submitted for a resolution by the board of directors under paragraph 1, each independent director shall attend in person; if an independent director is unable to attend in person, he or she shall appoint another independent director to attend as his or her proxy. If an independent director expresses any objection or reservation about a matter, it shall be recorded in the board meeting minutes. An independent director intending to express an objection or reservation but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the meeting minutes.

Article 8

Except the issues to be submitted to the Board of Directors' meeting for debate as referred to in Paragraph 1 of the preceding Article, where the Board of Directors authorizes the authority of the Board of Directors pursuant to laws or the Company's articles of incorporation between sessions of the Board of Directors' meetings, it is necessary to specify expressly the hierarchy and contents of the authorization.

Article 9

An attendance book shall be provided for present directors' affixation of their signatures when the Board of Directors' meeting is held.

Directors shall attend the Board of Directors' meeting personally. Where any director cannot attend the meeting personally, he may appoint another director to attend the meeting on his behalf pursuant to the Company's articles of incorporation. Directors taking part in the meeting in the form of video conference shall be deemed attending the meeting personally.

Where any director appoints another director to attend the meeting on his behalf, he shall issue a letter of proxy and specify the scope of authorization with respect to the grounds for calling the meeting.

The proxy referred to in the preceding two paragraphs shall act on behalf of no more than one person.

Article 10

The Directors' meeting shall be called and chaired by the Chairman of the Board. Where the first meeting of each newly elected board of directors is called by the director who received votes representing the largest portion of voting rights at the shareholders' meeting in which the directors were elected, the meeting shall be chaired by that director; if there are two or more directors so entitled to call the meeting, they shall choose one person by and from among themselves to chair the meeting.

Where a meeting of the board of directors is called by a majority of directors on their own initiative in accordance with Article 203, paragraph 4 or Article

203-1, paragraph 3 of the Company Act, the directors shall choose one person by and from among themselves to chair the meeting.

Where the Chairman of the Board takes leave or fails to exercise his authority with justifiable reason, the Vice Chairman shall be his proxy. Where the Vice Chairman also takes leave or fails to exercise his authority with justifiable reason, the Chairman shall appoint a director to be his proxy. When Chairman does not appoint any proxy, the proxy shall be elected among the directors.

Article 11

When holding a meeting of the board of directors, a company may, as necessary for the agenda items of the meeting, notify the personnel of relevant departments or subsidiaries to attend the meeting as non-voting participants.

When necessary, the company may also invite certificated public accounts, attorneys, or other professionals to attend as non-voting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place.

Article 12

Where present directors are less than a majority of the whole directors at the meeting time, the chairperson may announce postponement of the meeting on the same day, provided that the meeting shall not be postponed for more than twice. Where present directors are still less than a majority of the whole directors after the meeting is postponed for twice, the chairperson shall call the meeting again pursuant to Paragraph 2 of Article 3 herein.

The number of "all directors," as used in the preceding paragraph and in Article 17, paragraph 2, subparagraph 2, shall be counted as the number of directors then actually in office.

Article 13.

The Directors' meeting shall follow the parliamentary procedure scheduled in the notice of the meeting, provided that the procedure may be altered subject to a majority of present directors' approval.

The chairperson shall not adjourn the meeting, unless the parliamentary procedure scheduled in the preceding paragraph are approved by a majority of the present directors.

Where seated directors are less than a majority of the present directors in the process of the meeting, the chairperson may announce suspension of the meeting and apply Paragraph 1 of the preceding Article.

During the proceedings of a board meeting, if the chair is unable to chair the meeting or fails to declare the meeting closed as provided in paragraph 2, the provisions of Article 10, paragraph 3 shall apply mutatis mutandis to the selection of the deputy to act in place thereof.

Article 14

Where the chairperson considers that the debate of a motion may be put to vote, he may announce suspension of debate and put the motion to vote.

Where no present directors raise objection upon the chairperson's inquiry before a motion is put to vote in the meeting, the motion shall be deemed passing with the effect as same as that of passage by votes.

Where any present director expresses dissent upon the chairperson's inquiry, the motion shall be put to vote. The votes may be decided by the chairperson in any of the following manners, provided that where any present director expresses dissent, they shall be decided in the manner determined subject to a majority of the present directors' opinion:

1. A show of hands or a vote by voting machine.
2. A roll call vote.
3. A vote by ballot.
4. A vote by a method selected at this Corporation's discretion.

The above item 2 ~ 4, If a vote on a proposal requires monitoring and counting personnel, the chair shall appoint such personnel, providing that all monitoring personnel shall be directors.

The voting result shall be reported on the spot and recorded.

Item 2 and 3 of this article, the whole present directors referred to exclude the directors who are not entitled to exercising the voting right under Paragraph 1 of Article 16 herein.

Article 15

Unless otherwise provided in the Act, Securities and Exchange Act and Company Act and the Company's Articles of Incorporation, the motions proposed in the Board of Directors' meeting shall be resolved subject to attendance of a majority of the whole directors and agreement of a majority of the present directors. The resolution shall be reported on the spot and recorded. When there is an amendment or alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. If any one among them is passed, the other proposals shall then be deemed rejected, and no further voting on them shall be required. Voting results shall be made known on-site immediately and recorded in writing.

Article 16

If a director or a juristic person that the director represents is an interested party in relation to an agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interest of this Corporation, that director may not participate in discussion or voting on that agenda item and shall recuse himself or herself from the discussion or the voting on the item, and may not exercise voting rights as proxy for another director.

A director is deemed to be an interested party with respect to an agenda item in respect of which its spouse or a blood relative within the second degree of kinship, or a company with a controlling or subordinate relation with the director, is an interested party.

Where a director is prohibited from exercising voting rights with respect to

a resolution at a board meeting, the provisions of Article 180, paragraph 2 of the Company Act apply mutatis mutandis in accordance with Article 206, paragraph 34 of the same Act.

The parliamentary unit may specify the same in the notice for meeting, or remind the same prior to discussion of motions in the directors' meeting, in a timely manner.

Article 17

The motions shall be recorded in the meeting minutes. The meeting minutes shall specify the following:

1. Term No. and time/location of the meeting
2. Chairperson's name
3. Directors' attendance, including the names and number of the present directors, directors taking leave and absent directors
4. Names and job titles of attendants
5. Record taker's name
6. Report: reporter's name and job title, and important opinion of directors, experts and other person
7. Agenda items: The method of resolution and the result for each proposal; a summary of the comments made by directors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recues himself, and the status of the recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director under Article 7, paragraph 5.
8. Preliminary motions: Proposers' names, methods to resolve motions and resolutions, abstract of directors', experts' and other personnel's speech, or the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recues himself, and the status of the recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing.
9. Other notes to be specified.

The occurrence of any of the following circumstances, with respect to a resolution passed at a board meeting, shall be stated in the meeting minutes and shall be publicly announced and filed on the website of the Market Observation Post System designated by the Financial Supervisory Commission, within 2 days from the date of the meeting:

- (1) Any objection or expression of reservations by an independent director expresses of which there is a record or written statement.
- (2) A resolution is adopted with the approval of two-thirds or more of all directors, without having been passed by the audit committee of this Corporation.

The attendance book of the Board of Director's meeting shall constitute a part of the meeting minutes, which shall be maintained permanently.

The meeting minutes shall be signed or sealed by the chairperson or record taker and submitted to each director within 20 days upon the meeting, which shall also be included in the Company's important files and maintained permanently in the duration of the Company's existence.

The meeting minutes referred to in Paragraph 1 may be produced and distributed in electronic form

Article 18

The Board of Directors' meeting shall be recorded by tape or video in full and the tape or video recording shall be maintained for at least five years and in electronic form.

Where any legal action arises from the resolutions made by the Board of Directors' meeting prior to expiration of the specific time limit referred to in the preceding paragraph, the relevant tape or video recording shall be maintained continuously until conclusion of the action.

Where the meeting is held in the form of video conference, the tape or video recordings for the meeting shall constitute a part of the meeting minutes and be maintained permanently during the Company survives.

Article 19

These Rules of Procedure shall be adopted by the approval of meeting of the board of directors and shall be reported to the shareholders meeting. The board of directors may be authorized to adopt, by resolution, any future amendments to these Rules.

These Rules were made on April 1, 2004, and to propose shareholders' general meeting report of June 25, 2004.

1st amendment made on Feb. 25, 2005;

2nd amendment made on April 21, 2006;

3rd amendment made on March 9, 2007;

4th amendment made on Feb. 5, 2008;

5th amendment made on Feb. 18, 2011;

6th amendment made on Aug. 29, 2012;

7th amendment made on Mar. 28, 2013.

8th amendment made on Mar. 26, 2015.

9th amendment made on Nov. 8, 2017.

10th amendment made on Mar. 27, 2019.

11th amendment made on Dec. 23, 2020.

12th amendment made on May 11, 2023.

13th amendment made on Mar. 7, 2024.