

SinoPac Holdings Co., Ltd.
Remuneration Committee Organizational Charter

- Not formulated in accordance with external regulations
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Formulation unit: Secretariat

Approved Level: Board of Directors

Article 1 Basis of Establishment

To implement corporate governance and strengthen the system of Directors' and managers' remuneration of the Company, the Company has established the Remuneration Committee (hereinafter referred to as the Committee) Organizational Charter (hereinafter referred to as the Charter) of the Company in accordance with Article 14-6 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 referred to as the Regulations) of the Securities and Exchange Act (hereinafter referred to as the Act) for compliance.

Article 2 Scope of Application

The composition, the number of members, term, powers, rules of procedure, and provision of resources by the Company when exercising its powers shall be subject to the provisions of the Charter. Unspecified matters in the Charter shall be handled in accordance with the Act, the Regulations, relevant regulations, regulations of the competent authority, and other regulations of the Company.

Article 3 Composition, number of members, and term of the Committee

Members of the Committee shall meet the professional qualifications and work experience as stipulated in Article 5 of the Regulations, and shall not be involved in restricted or prohibited actions stated in Article 6 of the Regulations.

The member of the remuneration committee shall not be fewer than three persons in number, and a majority of its members shall be independent directors. The entire number of its members shall elect an independent director to act as convener and chairperson of a meeting.

The term of office of the members of the Committee is the same as that of the Board of Directors.

When the number of members of the remuneration committee falls below three due to the dismissal of a member for any reason, the company shall convene a board of directors meeting within three months of the occurrence of that fact to hold a by-election for members. In the event, however, that an independent director is dismissed and there is no other independent director, the company may appoint someone who is not qualified to act as independent director to be a member of the remuneration committee prior to appointment of independent director at a by-election in accordance with Article 8, who will be replaced by the independent director elected in the by-election.

When the members of the Committee are appointed or changed, the Company shall file an announcement on the information declaration website designated by the competent authority within two days from the date of the fact.

Article 4 Powers of the Committee

The Committee shall exercise the care of a good administrator and faithfully perform the following powers and submit proposals to the Board of Directors for discussion:

- I. Establish and regularly review Directors' and managers' performances as well as the policies, systems, standards, and structures of salary.
- II. Regularly assess and set Directors' and managers' remuneration.

When the Committee performs the powers as specified in the preceding paragraph, it shall comply with the following principles:

- I. The Directors' and manager' performance evaluation and remuneration should refer to the general standards in the sector and take into account the reasonable connection to individual performance, management performance, and future risks.
- II. Directors and managers shall not be encouraged to engage in risky behaviors unacceptable to the Company for the pursuit of remuneration.
- III. The proportion of dividends for Directors and senior managers for short-term performance and the timing of issuing variable pay shall be determined based on the characteristics of a given sector and the nature of the Company's business.

The remuneration referred to in the preceding two paragraphs includes cash remuneration, stock options, stock ownership, retirement benefits or resignation pay, various allowances, and other measures with substantive rewards; the scope shall be consistent with the criteria regarding the Directors' and managers' remuneration specified in the Financial Holdings' annual report.

When the Board of Directors discuss the Committee's suggestions, it shall consider the amount of remuneration, payment methods, and the Company's future risks comprehensively.

The Board of Directors' refusal of or amendments to the Committee's suggestions shall be approved and implemented by more than half of the Directors with two-thirds of all directors present. During resolution, the Board of Directors shall specify if the approved remuneration is superior to the Committee's suggestions in accordance with the comprehensive considerations as specified in the preceding paragraph.

If the remuneration approved by the Board of Directors is superior to the Committee's suggestions, the differences and reasons shall be stated in the meeting minutes of the Board of Directors, and an announcement shall be filed on the information declaration website designated by the competent authority within two days from the date of approval by the Board of Directors.

If the Directors', Supervisors', and managers' remunerations of subsidiaries are required to be approved by the Board of Directors of the Company in accordance to tiered responsibility, they shall put forward suggestions to the Committee before submitting it to the Board of Directors for discussion.

Article 5 Convening and Notification

The Committee shall meet at least twice a year.

The reasons for convening the Committee meeting shall be stated and the members of the Committee shall be notified seven days before the meeting. However, emergencies are not subject to this requirement.

The Committee meeting is convened by the convener, who shall serve as the chairman of the meeting. If the convener is absent or unable to convene a meeting for any reason, the convener shall designate another Independent Director of the Committee as his/her substitute; if there is no other Independent Director at the Committee, the convener shall designate another member of the Committee as his/her substitute; if the convener did not designate a substitute, the other members of the Committee shall select one person as the substitute.

The remuneration committee may invite directors, managerial officers of relevant departments, internal auditors, certified public accountants, legal consultants, or other personnel to attend meetings as nonvoting participants and provide relevant necessary information, provided that they shall leave the meeting when deliberation and voting take place.

Article 6 Agenda, Attendance, and Resolution

The agenda of the Committee meeting is set by the convener. The unit in charge of the meeting is the secretariat. Other members may also provide proposals for the Committee to discuss. The agenda of the Committee meeting shall be provided to the members of the Committee in advance.

When the Committee meeting is convened, the Company shall prepare an attendance book for attending members to sign in and for reference.

The members of the Committee shall attend the Committee meeting in person. If they are unable to attend in person, they may entrust another member to attend the Committee meeting, who shall show a power of attorney each time that lists the scope of the authority for the meeting and the reasons of the convening; however, a member can only be entrusted by one person. If the members participate in the meeting by video, they are regarded as present in person.

The resolution of the Committee shall be approved by half of all the members. When the chairman inquires if there is any objection, if no objection is raised, it shall be regarded as approved, and its validity shall be the same as voting. The result of the resolution shall be reported and recorded in the meeting minutes on the spot.

Article 7 Attendance rewards

The membership of the Committee is a non-paid position, but each time they attend a Committee meeting in person, they will be paid NT\$10,000.

Article 8 Meeting Minutes

The proceedings of the Committee meeting shall be recorded in the meeting minutes, and the meeting minutes shall record the following matters in detail:

- I. Meeting No. and time and place.
- II. The name of the chairman.
- III. The attendance of the members, including the name and number of attendees and absentees.
- IV. The name and title of the attendees.
- V. The name of the minute taker.
- VI. Reporting matters.
- VII. Discussion matters: Resolution methods and results of each motion; according to Art.11 the name of any member whose own remuneration comes under discussion, the content of the discussion about the member's remuneration, and the specifics regarding recusal of the member; and any objections or reservations expressed by any member.
- VIII. Temporary motions: the name of the mover, the resolution method and outcome of the motion; summary of the comments made by any member, expert, or other person; according to Art.11 the name of any member whose own remuneration comes under discussion, the content of the discussion about the member's remuneration, and the specifics regarding recusal of the member; and any objections or reservations expressed by any member.
- IX. Other matters to be recorded.

The attendance book of the Committee meeting is part of the meeting minutes. In the case of a video Committee meeting, its video and audio material is part of the meeting minutes.

The meeting minutes shall be signed or sealed by the chairman and minute taker before being distributed to the members of the Committee within 20 days after the meeting, and shall be submitted to the Board of Directors and be included in the important files of the Company for five years. The production and distribution of the meeting minutes may be conducted electronically.

When a lawsuit concerning relevant resolutions of the Committee occurs before the expiration of the preservation period for the meeting minutes as specified in the preceding paragraph, the meeting minutes shall be preserved until the end of the lawsuit.

For matters decided by resolution, if the members of the Committee have objections or reserved opinions with a written statement, they shall, in addition to the statement recorded in the meeting minutes, file an announcement on the information declaration website designated by the competent authority within two days from the date of the fact.

Article 9 Resources to be provided by the Company

The Committee may, by resolution, appoint an attorney, accountant, or other professionals to conduct necessary reviews or provide advice on the matters regarding the exercise of powers. The expenses incurred by the Committee shall be borne by the Company.

Article 10 Implementation of Resolutions

For matters decided by the Committee by resolution, the convener, other members of the Committee may be authorized for the relevant implementation work and report to the Committee in writing during the implementation period and may report to the Committee for ratification at the next meeting, if necessary.

Article 11 Avoidance of interests

When a meeting of the remuneration committee will discuss the remuneration of any member of the remuneration committee, it will be clearly stated at the meeting. If there is likely to be any prejudice to the interests of the company, that member may not participate in the discussion or voting and shall enter recusal during the discussion and voting. The member also may not act as another remuneration committee member's proxy to exercise voting rights on that matter.

Because of the provisions specified in the preceding paragraph, if the Committee is unable to reach an agreement on a resolution, it shall report to the Board of Directors, and the Board of Directors shall vote on the resolution instead.

Article 12 Confidentiality obligations

For matters reviewed by the Committee, all attendees and guests shall strictly keep the matters confidential and shall not disclose them unless the matters are approved to be made public. Otherwise, they shall be punished in accordance with relevant regulations.

Article 13 Establishment and amendments

The provisions of the Charter shall be approved by the Board of Directors by resolution, and the same shall apply to any amendments.

September 23, 2011. Approved by the 4th session of the Board of Directors at the 5th meeting in 2011.

June 21, 2013. Amended and approved by the 4th session of the Board of Directors at the 6th meeting in 2013.

June 20, 2013. Amended and approved by the 5th session of the Board of Directors at the 2nd meeting in 2014.

July 24, 2020. Amended and approved by the 7th session of the Board of Directors at the 4nd meeting in 2020.