

Wistron Corporation

Corporate Governance Policy

These Corporate Governance Policy (the “Policy”) of Wistron Corporation (the “Company”) are adopted to structure an effective corporate governance framework. The Policy, in conjunction with the Company’s Articles of Incorporation, Rules and Procedures of Board of Directors Meeting, Rules for Board of Directors and Function Committee Performance Assessments, Function Committee charters and other applicable rules, are designed to establish an effective mechanism for the Company to maintain sound corporate governance practices.

Section I – Shareholders and Shareholders’ Meeting

Article 1 Protection of Shareholders’ Rights and Interests

The corporate governance system of the Company is designed with the overarching goal to protect the rights and interests of its shareholders, and to treat all shareholders equitably

Article 2 Convention of Shareholders’ Meeting

The Company shall hold its shareholders’ meeting in accordance with relevant laws and rules, as well as the Company’s Articles of Incorporation and Rules of Procedures of Shareholders’ Meeting. The Company shall arrange the agenda items and procedures for shareholders’ meetings as appropriate.

Article 3 Shareholders’ Meeting Matters

The Company’s shareholders are encouraged to actively participate in shareholders’ meetings. The Company makes available all the information related to shareholders’ meetings, in both Chinese and English, through the Taiwan Stock Exchange’s Market Observation Post System (the “MOPS”) as well as the Company’s website. The Company adopts electronic voting, arranges for its shareholders to vote on each separate proposed resolution item, and publishes the voting results the same day on the MOPS following conclusion of the meeting. Meeting minutes are made and retained in compliance with applicable laws and made available at the Company’s website.

Article 4 Board Member’s Presence at Shareholders’ Meeting

Shareholders’ meetings shall be chaired by the Chairman of the Board (“Chairman”), unless Chairman is unable to do so or the shareholders’ meeting is not convened by the Board, whereby the chair of the shareholders’ meeting shall be decided in accordance with relevant laws. The Company’s Board members are encouraged to attend shareholders’ meetings to directly communicate with shareholders.

Article 5 Information Disclosure

The Company highly values shareholders’ rights and shall comply with applicable regulations regarding information disclosure by providing shareholders with timely information on the Company’s financial conditions and operations, insider

shareholdings, and corporate governance status through the MOPS or the Company's website. The Company has adopted Procedures for Preventing Insider Trading prohibiting company insiders from trading securities based on information not disclosed to the market.

Article 6 Material Financial and Business Transactions

The Company has established procedures in accordance with applicable laws and regulations for conducting material financial and business transactions such as acquisition or disposal of assets, lending funds, and making endorsements or providing guarantees. These procedures have been approved by the shareholders, and the Company shall fully comply with these procedures to protect shareholders' interests.

Article 7 Mechanism for Interaction with Shareholders

The Company provides an "investors " web page on the Company's website as a window for investors to contact the Company

Section II – Composition of the Board

Article 8 Composition of the Board

The Board shall be composed and the board meetings shall be convened in accordance with the Company's Articles of Incorporation. The Company's Nominating Committee may periodically review the size and composition of the Board and make recommendations to the Board.

Article 9 Board Membership Criteria

The Board shall evaluate director candidates for election by the shareholders based on, among other considerations, their professional knowledge, experience, business judgment, commitment to uphold the Company's core values, and reputation in both ethical conduct and leadership. Diversity of backgrounds (including gender, age, and culture) and their professional knowledge and skills of Board members shall also be considered

Article 10 Director Term and Tenure

Directors' term of office is set forth in relevant laws and the Company's Articles of Incorporation. The Board has not established director tenure limits, taking the position that directors who over time have developed increasing knowledge, experience and insight into industry and deeper understanding of the operations of the Company can better perform their duties and provide an increasing contribution and value to the shareholders of the Company. All of the independent directors shall serve no more than three consecutive terms.

Article 11 Independent Director

It is the Company's goal for the Board to be composed of a majority of independent directors. A independent directors is independent if he or she meets the requirements for independence under applicable laws. Independence criteria adopted by the stock

exchange(s) where TSMC shares are listed shall also be considered. The board, however, may set forth stricter independence criteria than the regulations based on the Company's needs.

- Article 12 **Limitation of Director Service on Other Company Boards**
Independent directors may not serve on more than three other Taiwan public company boards at any one time during his or her tenure.
- Article 13 **Directors Who Change Their Present Job Responsibilities:**
Directors shall promptly notify both the Chairman of the Board and the Corporate Governance Officer of any significant change to his or her job responsibilities at other companies or associations, or any other circumstance that may cause his or her status as an independent director to change. The Board will then evaluate the continued appropriateness of Board membership under the circumstances.

Section III – Duty of the Board and Board Members

- Article 14 **Board's Primary Duty:**
In addition to any other duty as set forth in applicable laws, the Board's primary duties include the following: (i) to supervise the Company's compliance with relevant laws and regulations, financial transparency, timely disclosure of material information, and ethical compliance; (ii) to evaluate the management's performance and to appoint and dismiss officers of the Company when necessary; (iii) to resolve critical matters which require the Board's decision; (iv) to provide guidance, counseling and direction to the Company's management team; and (v) to oversee risk management.
Where any resolution adopted by the Board of Directors contravenes the law or company charter, thereby causing loss or damage to the company, all directors taking part in the adoption of such resolution shall be liable to compensate the company for such loss or damage; however, those directors whose disagreement appears on record or is expressed in writing shall be exempted from liability.
- Article 15 **Director's Fiduciary Duty**
Directors shall perform their responsibilities with both a duty of care and a duty of loyalty to the shareholders. To be specific, directors shall: (i) attend each quarterly or interim meeting of the Board of directors; (ii) attend each meeting of Board Committee of which he or she is a member; and (iii) strictly comply with the Company's policy, procedures and rules related to ethics and business conducts, including but not limited to avoiding conflict of interests, unless an exception is approved by the Board.
- Article 16 **Induction preparation meetings for new directors and continuing training programs for current directors**
The Company shall provide orientation programs to each newly-elected director to

enhance their knowledge of the Company and relevant corporate governance laws and regulations. The Company shall provide directors the continuing training programs every year, including risk management.

Article 17 Communication with the Management Team

Directors are encouraged to communicate directly with any member of the management team.

Section IV – Functional committee

Article 18 Functional committee

The Board currently has Audit Committee; Compensation Committee; Nominating Committee, and ESG & Information Security Committee. There will, from time to time, be occasions on which the Board may find it desirable to form a new committee or disband a current committee, subject to applicable regulatory requirements.

The Audit Committee shall be comprised by all independent directors as required by the law; the members of the other Board committees shall be appointed by the Board. Each Functional committee shall have a written charter, approved by the Board, which describes the committee's size, duties and operating procedures. Amendments to a committee charter also require the Board approval.

Each Board committee has the authority to engage outside experts, advisers and counsels, at the Company's expense, to assist the committee in carrying out its duties.

Section V – Performance Evaluation, Compensation and Succession Planning

Article 19 Board of Directors and Functional Committee Performance Assessments

The Company shall conduct an internal board and functional committee performance evaluation at least once a year and shall be conducted by an external independent professional institution at least once every three years.

Article 20 Director Remuneration

The remuneration of directors shall be calculated in accordance with the proportion of the "Articles of Incorporation" and the "Rules for Distribution of Compensation to Directors and Functional Committees" and shall be reviewed annually by the Compensation Committee and approved by the Board of Directors.

Article 21 Succession Planning

The Nominating Committee shall constitute and review the composition, qualification and succession plans of the directors and the executives.

The Nominating Committee shall recommend to the Board the succession plan of CEO, including the selection, development and replacement.

The Board shall periodically review the implementation status of succession plans to ensure the Company's sustainable development.

Section VI – Stakeholders

- Article 22 The Company shall maintain open channels of communication with its stakeholders, including employees, clients, shareholders/investors, suppliers/contractors, government/regulatory authorities, non-governmental organizations/communities, and the media. A dedicated “Stakeholders” section shall be established on the Company’s website, which includes communication channels for reporting employee misconduct related to anti-corruption and integrity, customer relations, investor relations, supplier engagement, and public relations.
- To strengthen sound management of ethical business practices, the Company has designated the Wistron Global Human Resources & Administration to handle whistleblower reports (including anonymous submissions), conduct subsequent investigations, and take appropriate actions. The status of such cases shall be reported to the Board of Directors at least once a year.

Section VII – Information Disclosure

- Article 23 The Company has adopted its “Procedures for Handling Internal Material Information”, which ensures that the disclosure of the Company’s material information shall be timely and accurate and be made by the Company’s spokesperson.
- Article 24 The Company has set up an ESG and investors website to provide company financial, business and ESG related information.
- Article 25 The Company holds investor conferences periodically.

Section VIII Supplementary Provisions

- Article 26 The Policy will be implemented after adoption by resolution of the Board of Directors, same as amendment.
- The Policy was enacted on May 6, 2025.