

Wistron Corporation
ESG & Information Security Committee Charter

Article 1 Basis for Establishment

To implement Wistron Corporation (the “Company”) social responsibility, integrate with international trends, and actively respond to stakeholders' various risk-oriented assessments and countermeasures for environment, society, and corporate governance to achieve the goal of sustainable management, the ESG & Information Security Committee Charter (the "Charter") is adopted pursuant to the “Sustainable Development Best Practice Principles” and “Corporate Governance Best Practice Principles.”

Article 2 Scope of application

Except as otherwise provided by law and regulation or by the articles of incorporation, matters relating to the official powers of the ESG Committee (the “Committee”) shall be handled in accordance with this Charter.

Article 3 Composition of committees, promotion and implementation units

The members of the Committee shall be appointed by resolution of the Board of Directors. The Committee shall not be fewer than three members and shall be composed of directors and at least one independent director shall participate.

The term of the Committee members is the same with the expiration of the Board of Directors. When a member is dismissed for any reason, resulting in a number of members lower than that required under preceding paragraph or the Company's articles of incorporation, a new member may be appointed by the Board of Directors. To promote sustainable development strategies and various sustainability projects, the company has established a dedicated Sustainability Office. A manager may be appointed as the Chief Sustainability Officer to ensure the promotion and implementation of sustainability-related work.

To promote information security governance, the company has established a dedicated Information Security Governance Office. A manager may be appointed as the Chief Information Security Officer to ensure the promotion and implementation of information security-related work.

Article 4 Authority of the Committee Members

Based on the authorization of the Board of Directors, in order to assist the Board of Directors in continuing to promote the sustainable development of the enterprise and improve corporate governance in order to achieve the purpose of sustainable management, the Committee shall faithfully perform the following duties and powers with the attention of a good manager and submit reports or discussions to the Board

of Directors

1. To formulate sustainable development direction, strategies and goals, and formulate relevant management policies and specific promotion plans.
2. To track, review, and revise the implementation and effectiveness of the Company's sustainable development.
3. Supervise sustainability information disclosure matters and review Sustainability Reports.
4. Oversee the management of existing or potential sustainability issues within the Company (including climate, nature, and biodiversity).
5. Formulate the Company's cybersecurity development direction, strategies, and goals, and supervise the implementation of the company's information security management system, technical standards, and operational procedures.
6. Supervise the implementation of Sustainable Development Best Practice Principles and other matters to be performed by the Committee pursuant to the resolution of the Board of Directors.

Article 5 Convening and Meeting Notice

The Committee shall convene at least twice a year, such requirement shall be expressly provided in the Charter.

In calling a Committee meeting, a notice setting out the reasons for the meeting shall be given to the Committee members earlier than seven days in advance of the meeting.

In emergency circumstances, however, the meeting may be called on shorter notice.

The meeting notice may be distributed in either written or electronic format.

One member shall be elected as the convener and meeting chair by and from among the entire membership of the Committee. If the Committee convener is on leave, unable to convene a meeting for any reason, or required to recuse himself/herself pursuant to Article 4, Paragraph 2, the convener shall appoint another Committee member to act as a convener. If the convener does not make such an appointment, the other Committee members shall select one independent director to serve as a convener.

The Committee may request management-level personnel of relevant departments, internal auditors, accountants, legal consultants or other personnel of the Company to attend the meeting and provide related information as required, provided such delegates shall leave upon any discussion or voting being conducted.

Article 6 Attendance and Resolution

The Committee's meeting agenda shall be drafted by the convener. The meeting agenda shall be provided to members of the Committee in advance.

When a Committee meeting is convened, the Company shall make available an attendance book for attending members to sign and also for reference.

Committee members shall attend meetings in person. If a Committee member is unable to attend a meeting, this member may appoint another committee member as his/her proxy. The proxy may only attend on behalf of one other Committee member. Attendance via videoconferencing is deemed attendance in person.

A Committee member appointing another member to attend a meeting as his/her proxy shall issue a letter of authorization for each such appointment setting out the authorization in regard to matters for which the meeting is convened.

Except as otherwise provided by law and regulation or by this Company's articles of incorporation and bylaws, a resolution of the Committee requires the approval of a majority of the members present at the meeting attended by a minimum of two-thirds of all Committee members.

The result of the vote shall be made known immediately and recorded in writing.

Article 7 Recusal system

If any members is an interested party with respect to any agenda item, the member shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interests of the company, the member may not participate in discussion or voting on that agenda item, and, furthermore, shall enter recusal during discussion and voting on that item and may not act as another member's proxy to exercise voting rights on that matter.

Where the spouse or a blood relative within the second degree of kinship of a member, or a company which has a controlling or subordinate relation with a member, is an interested party with respect to an agenda item as described in the preceding paragraph, such member shall be deemed to be an interested party with respect to that agenda item.

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

Article 8 Meeting Minutes

The proceedings of a Committee meeting shall be recorded in minutes, which shall specify the following matters in detail:

1. Session, time, and place of the meeting
2. Chairperson's name
3. Attendance of members, including names and numbers of members who are present at the meeting, on leave or absent from the meeting
4. Names and titles of nonvoting delegates at the meeting
5. Name of minutes taker
6. Matters reported on
7. Matters for discussion: resolution method and result of each proposal; summary

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

8. Extempore motions: Name of the mover of the motion; the resolution method and result of each proposal; summary of the comments made by the members on the committee and the experts and any other persons present at the meeting; the name of any member possibly having an interest relationship as referred to 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 of the meeting and the video and audio record in the event of a videoconference convened are an integral part of the minutes of the proceedings.

Minutes of the proceedings must be signed or sealed by the chairperson and the minute taker of the meeting, and copies shall be distributed to all Committee members within 20 days after the meeting. The minutes shall also be submitted to the board and be deemed important files of the Company and shall be retained for five years. Preparation and distribution of the minutes of the proceedings may be done electronically.

In the event of a suit in respect of a matter concerning the Committee before the retention period in the preceding paragraph expires, the minutes shall be retained until the conclusion of the litigation.

Article 9 The Committee may resolve to retain the service of an attorney, professional human resources agency, investment bank, certified public accountant, or other professionals to provide advice with respect to matters in connection with Article 4. The costs of their services shall be borne by this Company.

Article 10 Information Disclosure

The Company shall disclose the Charter and the operation of the Committee in the annual report, on the Company website, or through the Market Observation Post System.

Article 11 Delegation of powers by the Committee

The execution of tasks relating to resolutions adopted by the Committee may be delegated to the convener or other Committee members for follow-up, with a written or verbal report to be presented to the Committee during the implementation period.

When necessary, the matter shall be presented for ratification or a report made at the next meeting of the Committee.

Article 12 Enforcement

The Charter will be implemented after adoption by resolution of the Board of Directors, same as amendment.

The Charter was enacted on March 24, 2020.

The 1st amendment was made on December 23, 2020.

The 2nd amendment was made on May 6, 2022.

The 3rd amendment was made on May 11, 2023.

The 4th amendment was made on May 10, 2024 and took effect after the 2024 annual shareholder meeting.

The 5th amendment was made on April 2, 2025.