

Wistron Corporation

Rules and Procedures of Board of Directors Meeting

Article 1 To establish fond corporate governance, Board of Directors (“BOD”) management system, strengthen supervising mechanism, enhancing managing mechanism, and to assist the Board of Directors in performing its duties and enhance its effectiveness, the Rules and Procedures have been regulated in accordance with “Regulations Governing Procedure for Board of Directors Meetings of Public Companies” and “Operation Directions for Compliance with the Establishment of Board of Directors by TWSE Listed Companies and the Board's Exercise of Power”.

Article 2 The procedures for Wistron’s BOD, including discussion items, working procedures, items required to be recorded in the journal, publication, and other matters, and standard operational protocol for responding to requests from directors. In addition to compliance with regulations and Article of corporation, Wistron should followed in accordance with the Rules and Procedures of BOD’ Meeting (“Rule”.)

Article 3 BOD meeting should be called one time every three-month.

The reasons for calling BOD meeting should be recorded and every Directors and Supervisors should be notified 7 days prior to the meeting. However, when there is emergency, the BOD meeting can be called anytime.

Every item listed in Paragraph 1 of Article 12 of the Rule, except under the emergency circumstances or with justified reasons, should be recorded at the calling notice and can’t be presented by extemporary motion.

The Meeting notice may be prepared in either written or electronic format.

Wistron should provide appropriate and sufficient information to enable the directors to make decisions with relevant information and to perform their duties as directors.

Article 4 Wistron has appointed the Secretary of BOD Division as the designated unit.

The designated unit should prepare the BOD’s discussion content and provide sufficient meeting information and deliver the data with the calling notice.

If Directors find the discussion information insufficient, they can ask for supplement from the designated unit. The designated unit should provide further information within 5 days or not later than date of the meeting, or the Directors can postpone the BOD’s meeting with BOD’s resolution.

Article 4-1 All directors of Wistron shall have the assistance of the Company Secretary to ensure all rules and procedures of BOD can be complied with, and have good communication between directors and management team.

Wistron has set up a Company Secretary. The Secretary of BOD Division is required to handle the directors' requirements promptly and effectively, and to do so as soon as possible within 5 business days.

Article 5 For record purpose, Wistron shall prepare a sign-up book for the Directors to register his attendance when the BOD meeting is held.

The Directors shall attend the BOD meeting in person; otherwise, they may authorize another director to represent him in the BOD meeting in accordance with the Articles of Incorporation of Wistron. The Directors are regarded as present in the BOD's meeting if they join the BOD meeting by videoconference.

If any director shall assign another director to represent him in the BOD meeting, he shall present the proxy and specify the scope of authorization each time.

The above-mentioned representatives may not represent more than one director at once.

Article 6 The BOD meeting shall be called in the principal office and within the office hours of Wistron or at other appropriate location and timing for the convenience of the Directors.

Article 7 The BOD of Wistron shall be called and presided by the chairman of Board. However, the first BOD meeting for the term shall be called by the Director representing the most voting rights from the shareholder votes. The BOD meeting shall be chaired by the said Director. If two or more Directors qualify to be chairman of Board, one of them shall be elected as Chairman.

If the chairman of Board is absent or unable to attend the BOD meeting for some reason, the vice chairman shall act in place of the chairman; if the vice chairman is also absent or unable to attend, the chairman of Board shall appoint one Director to act as his proxy. If no proxy is appointed by the Chairman, the Directors shall elect one Director to be the proxy of the Chairman.

Article 8 When Wistron holds a BOD meeting, it may notify the personnel of relevant departments or subsidiaries to attend the meeting in accordance with the proposals for resolution. Accountants, lawyers or other professional may be invited to attend the BOD meeting and make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place if deemed necessary.

The chairmen of the Board meeting shall commence the meeting if the time for the BOD meeting is due and more than half of the Directors are present. If the time for BOD meeting is due but more than half of the All Directors are not present, the chairman of Board may postpone the meeting; provided that the meeting shall not be postponed more than twice or for more than one hour in aggregate. After the second stay, if the number of All Directors in attendance still falls below the minimum requirement, the Chairman shall reconvene the BOD meeting in accordance with the procedures set forth in Paragraph 2 of Article 3.

“All Directors” mentioned in the above paragraph and Sub-paragraph 2 of Paragraph 2 of Article 16 shall mean those in their term of office.

Article 9 The entire proceedings for Wistron’s BOD meeting shall be recorded or videotaped for file as evidence and be kept for at least five years. The records and videos may be kept electronically.

Prior to the expiration of record-keeping period, in the event that any litigations arises in relation to the BOD resolutions, the relevant portion of records or videos in file shall continue to be preserved notwithstanding of the stipulations in the preceding paragraph.

If the BOD meeting is conducted by way of videoconference, the recording and videos of the meeting shall be preserved permanently as part of meeting minutes.

Article 10 The content of the resolution in the BOD meetings shall include at least the following items:

1. Items to be reported:

(1) the minutes of last BOD meeting and the status of enforcement.

(2) Important financial and business report.

(3) Internal audit report.

(4) Other important items.

2. Items to be discussed:

(1) The preserved items from last BOD meeting.

(2) The planned items for discussion in this BOD meeting.

3. Extemporary Motion

Article 11 Wistron’s BOD meeting shall proceed in accordance with the content of the meeting notice; provided that the content may be changed by the agreement/consent of the majority of the Directors present at the meeting.

The Chairman may not announce adjournment unilaterally without the consent of the majority of the Director present at the meeting while the discussion items of the BOD meeting and the Extemporary Motion have not been go through.

While the BOD meeting is in process, if the number of Directors actually present at the meeting is less than one-half of Directors signed-up for attendance, the Chairman of Board may announce adjournment per the request of the Directors actually present in the meeting mutatis mutandis Paragraph 2 of Article 8.

Article 12 The following items shall be submitted for the discussion by Wistron’s BOD;

1. The annual operation plan of Wistron.
2. Annual financial report and the semi-annual financial reports, with the exception of semi-annual financial reports which, under relevant laws and regulations, need not be audited and attested by a certified public accountant (CPA).
3. Internal control mechanism set forth or amended in accordance with Article 14-1 of the Securities and Exchange Act (“SEA”), and an assessment of the effectiveness of the internal control system.
4. The processing procedures for acquiring assets, engaging in transactions for derivatives, extending loans to third parties, endorsing checks for third parties, providing guarantee or engaging in other material financial or business conducts, which are regulated by Article 36-1 of the SEA.
5. To conduct raise, issuance or private placement of securities with the rights of shares.
6. The hiring or termination of chief executives of finance, accounting or internal audit
7. 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.
8. Other items which shall be submitted for the approval by shareholder meeting or BOD meeting in accordance with Article 14-3 of SEA, other laws or Articles of Incorporations or other material items regulated by the Competent Authority.

The term "related party" in subparagraph 7 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. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

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 directors 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 independent director has any objection or reservation opinions, they shall be recorded in the meeting minutes of the

BOD meeting. If independent director may not attend the BOD meeting in person to express his objection or reservation opinions, he shall present a written opinion to be written into the meeting minutes of BOD meeting except for reasonable excuses.

Article 13 If the Chairman deemed the discussion of a proposal is sufficient for voting, he may stop the discussion and submit the proposal for voting.

With respect to the procedures for the BOD resolution, a proposal shall be deemed approved if the Chairman has consulted those Directors present at the meeting and no objection is presented. If any Director raises objection against a proposal after consulted by Chairman, the proposal shall be submitted for voting. The method for resolution is by raising hands or casting votes if necessary and agreed by the Directors present at the BOD meeting.

Directors present at the meeting referred to in the previous 2 paragraphs shall not include directors without voting rights pursuant to paragraph 1 of Article 15.

Article 14 The resolution of the BOD meeting shall be passed with a quorum of majority Directors present in the meeting and by the approval of majority of vote by Directors present at the BOD meeting.

If a proposal has amendment or substitute proposals, the Chairman shall arrange the sequence for resolution in addition to the original proposals. However, if one of the proposals is passed, the remaining the proposals shall be deemed abolished and no further resolution is needed.

If it is necessary to have any person supervise or calculate the votes in a resolution for a proposal, such person shall be appointed by the Chairman; provided that the person supervising voting shall be a director of Wistron.

The result of the resolution shall be reported on the spot and written into records/meeting minutes.

Article 15 A director shall not participate in the discussion or resolution about one proposal nor represent other directors to exercise voting rights if he or the juridical person he represents is interested in such a proposal and the director shall state the important aspects of the interested party relationship at the respective meeting and his participation has the possibility of hindering the interest of Wistron.

With regard to the interested Directors unable to exercise the voting rights in the resolution of Wistron's BOD meeting, Wistron shall deal with the situation pursuant to Paragraph 3 of Article 206 of the Company Act and apply mutatis mutandis Paragraph 2 of Article 180 of the same Act.

Article 16 The BOD meeting shall be recorded in meeting minutes. The following items shall be

recorded in the minutes:

1. The number (or year) of the meeting, time and place;
2. The name of the chairman;
3. The attendance of the directors, including the name and number of the attending, leave, or absence;
4. The name and title of the attending directors;
5. The name of the secretary;
6. The report items;
7. The discussion items: the manner for resolution and result for every proposal, the speech summary of directors, supervisors, experts, and other personnel; 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 recusal, and the status of their recusal; objection or reserved option with record or written declaration, and the written opinion issued by independent directors according to Section 4 of Article 12;
8. Extemporary motion: the name of the proposing person, the manner for resolution and result for such proposal, the speech summary of directors, supervisors, experts, and other personnel; 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 recusal, and the status of their recusal; objection or reserved option with record or written declaration;
9. Other items that is necessary to be recorded.
10. If any of the following happens, the resolution of BOD, other than recorded in the meeting minutes shall be announced in Market Observation Post System designated by the competent authority within two days:
 - (1) the objection or reserved opinion issued by independent directors with record or written declaration;
 - (2) the item that has not been approved by audit committee but approved by more than two-thirds of all directors.

The chairman of the meeting and recorder should sign or chop on the journal, which will be delivered to every Director and Supervisor respectively after 20 days from the meeting.

The journal should be filed as an important document for Wistron and be permanently preserved well during the existence of the company.

The producing and delivery of the said journal can be done electronically.

Article 17 Except for the matters required to be submitted for discussion in accordance with Paragraph 1 of Article 12 of the Rules, during the BOD recess, BOD should authorize and designate its duty according to relevant laws or Wistron's Articles of Incorporation or other related regulations.

Article 18 The Rules will be taken into effect after the BOD adopts the resolution, same as amendment.

Article 19 The Rules were enacted on March 24, 2003.

The 1st amendment was made on February 17, 2005.

The 2nd amendment was made on October 27, 2006 and taken into effect on January 1, 2007.

The 3rd amendment was made on March 28, 2008.

The 4th amendment was made on March 25, 2009 and taken into effect after the shareholder's meeting of the same year.

The 5th amendment was made on March 22, 2010 and taken into effect after the shareholder's meeting of the same year.

The 6th amendment was made on October 30, 2012.

The 7th amendment was made on November 10, 2017.

The 8th amendment was made on March 25, 2019.