

Wistron Corporation

Rules for Board of Directors and Functional Committee Performance Assessments

- Article 1 To implement corporate governance and enhance the Company's board functions, and to set forth performance objectives to improve the operation efficiency of the board of directors, the rule is established pursuant to the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies for compliance.
- Article 2 The general evaluation cycles, evaluation periods, scope and method of evaluation, the unit conducting evaluations, evaluation procedures and other matters for compliance under the Company's regulations governing the board and functional committee performance evaluation of shall be subject to the rule.
- Article 3 The Company shall conduct an internal board and functional committee performance evaluation at least once a year. The evaluation period shall be from January 1 to December 31 of the current year, and the performance evaluation shall be conducted in accordance with the evaluation procedures and the evaluation indexes in Articles 6 and 7. The performance evaluation for the current year shall be reported to the board of directors before the end of the first quarter of the following year.
- The Company's board performance evaluation shall be conducted by an external independent professional institution or a panel of external experts and scholars at least once every three years. The institution or panel of external experts and scholars to conduct evaluations of board performance shall comply with the following guidelines:
1. The external evaluation institution or panel of external experts and scholars shall be professional and independent.
 2. The external evaluation institution shall be an institution or management consulting firm mainly engaging in the provision of services for educational and training programs for board of directors and improvement of corporate governance of enterprises.
 3. The panel of external experts and scholars shall appoint at least three experts or scholars specialized in the fields of board of directors or corporate governance to conduct evaluations of board performance of the company and prepare external evaluation analysis reports.
- Article 4 The Company's board and functional committee evaluation scope may cover the evaluation of the board as a whole, individual directors and functional committees. The methods of evaluations include self-evaluation by individual board members, the internal evaluation of the board, the internal evaluation of the committees, and evaluation by appointed external professional institutions, experts, or other appropriate methods.
- Article 5 The unit conducting internal evaluations of the Company's board of directors and functional committees are Secretary of BOD Division.

Article 6 The procedures for the Company's board and functional committees performance evaluation are as follows:

Each year, the unit performing evaluations will collect information about the activities of the board of directors and functional committees and will distribute self-evaluation questionnaires, which determined in accordance with Articles 7, such as the Questionnaire of Self-Evaluation of Performance of the Board or functional committees and the Questionnaire of Self-Evaluation of Performance of Board Members.

The Secretary of BOD Division will then collect all information, give scores based on the evaluation indexes, record the evaluation results in a report, and submit the report to the board of directors and functional committees for report.

Article 7 The performance of the board of directors should cover the following five aspects:

1. Participation in the operation of the company;
2. Improvement of the quality of the board of directors' decision making;
3. Composition and structure of the board of directors;
4. Election and continuing education of the directors; and
5. Internal control.

The criteria for evaluating the performance of the board members on themselves should cover the following six aspects:

1. Familiarity with the goals and missions of the company;
2. Awareness of the duties of a director;
3. Participation in the operation of the company;
4. Management of internal relationship and communication;
5. The director's professionalism and continuing education; and
6. Internal control.

The criteria for evaluating the performance of functional committees should cover the following five aspects:

1. Participation in the operation of the company;
2. Awareness of the duties of the functional committee;
3. Improvement of quality of decisions made by the functional committee;
4. Makeup of the functional committee and election of its members and
5. Internal control.

Article 8 The Company will disclose the rules of board and functional committees' performance evaluation in the annual report and the Company's website as well as how the board and functional committees performance evaluation has been conducted each year, with a description of the evaluation method provided.

Article 9 The performance evaluation regulations established by the Company shall be fully disclosed on the Market Observation Post System (MOPS) and the Company's website at all times, to be made available for consultation.

Article 10 The Principles will be implemented after adoption by resolution of the Board of

Directors, same as amendment.

The Rules are enacted on November 11, 2016.

The 1st amendment was made on December 19, 2019.

The 2nd amendment was made on March 24, 2020.