

Wistron Corporation

The Election Regulations of Directors

- Article 1. Unless otherwise prescribed by relevant rules, the Company Act or the Company's Articles of Incorporation, these Regulations shall govern the election of the Company's directors.
- Article 2. Company's directors shall be elected by a candidate nomination system whereby the shareholders elect directors from the nominees listed in the roster of director candidates that announced in a public notice by the Company.
- Article 3. The Company's directors shall be elected through cumulative voting. Each share shall be entitled to one vote for each director to be elected. The holder of the shares may cast all votes for one candidate, or may distribute the votes among several candidates.
- Article 4. Unless otherwise prescribed by the Regulations, the Company's directors shall be elected from a roster of director candidates according to the quota of the directors to be elected. Candidates to whom the vote casts represent a prevailing number of votes shall be deemed directors elect.
- Article 5. The elections of independent directors and non-independent directors shall proceed as one election and number of the elected shall be calculated separately. The candidates who receive the most votes for the position will be elected sequentially independent directors and non-independent directors. In the event two or more candidates receive the same number of votes beyond a quota, the winner shall be determined by drawing lots. One lot may be drawn by the chairman for each of the absentees. In the event none of the elected of the independent directors possess accounting or finance expertise, the votes of the candidates who possess accounting or finance expertise shall be calculated separately. The one who receive the most votes shall be elected. The other headcounts of the elected shall proceed as prescribed in the preceding paragraph.
- Article 6. (Deleted)
- Article 7. The board of directors or other authorized conveners of shareholders' meetings shall, upon preparing the ballots for directors in numbers corresponding to the directors to be elected, have the ballots numbered in a series and enter the voting power on each ballot.
- Article 8. During the election, the chairman shall appoint vote inspectors and

vote counters from among the shareholders in attendance to take charge of inspecting and counting the votes.

Article 9. A ballot box shall be provided by the board of directors or other authorized conveners of shareholders' meetings and shall be kept in public view by the monitor before the vote.

Article 10. (Deleted)

Article 11. A ballot shall be null and void if such ballot:

- a. Is not dropped into the ballot box,
- b. Is not on a ballot prepared by the Company or other authorized conveners of shareholders' meetings,
- c. Is not filled out by voter or is blank,
- d. Contains the name of a candidate whose name is entered in the ballot does not conform to the director candidate list.
- e. Contains any words or notations other than the number of voting rights allotted,
- f. Contains words or marks which are illegible or unrecognizable or has been altered,,

Article 12. The vote inspector and vote counter shall monitor the opening of the ballots, and the chairman shall announce the results immediately thereafter, including the list of persons elected as directors and the numbers of votes with which they were elected.

Article 13. These Regulations and any amendments hereto shall enter into force when approved by a resolution at a Shareholders' Meeting.

Article 14. This Procedure was enacted on June 7, 2002.

The 1st amendment was made on June 23, 2009.

The 2nd amendment was made on June 21, 2012.

The 3rd amendment was made on July 20, 2021.