

Tainergy Tech. Co., Ltd.

Regulations Governing Procedure for Board of Directors Meetings

Article 1 (Basis of Establishment)

In order to establish a sound corporate governance system, strengthen supervisory functions, and enhance management capabilities, this rule is formulated in accordance with Article 2 of the "Procedures for Board Meetings of Public Issuing Companies" for compliance.

Article 2 (Scope of Application of this Rule)

This rule shall govern the main contents of the board meetings, operational procedures, matters to be recorded in the minutes, announcements, and other matters to be complied with by the board of directors of the Company, in accordance with the provisions of this rule.

Article 3 (Convening and Notice of Board Meetings)

The board of directors of the Company shall be convened once every quarter.

The convocation of the board of directors shall state the reasons and notify each director seven days in advance, but in case of urgent matters, the board meeting may be called at any time.

The notification for the convening as mentioned in the preceding paragraph may be conducted electronically with the consent of the parties concerned.

The matters stipulated in Article 12, Paragraph 1, Subparagraphs of this rule shall be listed in the convocation reasons and may not be proposed as ad-hoc motions.

Article 4 (Meeting Notice and Meeting Materials)

The financial and accounting department is designated as the unit responsible for handling board meeting affairs on behalf of the Company.

The unit responsible for handling board meetings shall prepare the content of the board meetings and provide sufficient meeting materials, which shall be sent together with the meeting notice.

If directors find the meeting materials insufficient, they may request the unit responsible for handling board meetings to supplement them. If directors find the materials related to the agenda insufficient, the discussion may be postponed after approval by the board of directors.

Article 5 (Disposition of Signing Sheet and Delegation of Directors' Attendance)

When holding board meetings of the Company, a signing sheet shall be provided for attending directors to sign in for reference.

Directors shall attend board meetings in person. If unable to attend in person, directors may appoint other directors as proxies in accordance with the Company's articles of incorporation. Participating in the meeting via video conference shall be deemed as attending in person.

When a director appoints another director as a proxy to attend a board meeting, a proxy letter shall be issued for each occasion, specifying the scope of authorization related to the reasons for convening the meeting.

The proxy, as mentioned in the preceding two paragraphs, shall be limited to representing only one person.

Article 6 (Principles of Board Meeting Location and Time)

The location and time of the Company's board meetings shall be determined based on the Company's place of operation and office hours, or any location and time convenient for directors to attend and suitable for convening the board meeting.

Article 7 (Chairperson and Proxy of the Board of Directors)

The Company's board meetings shall be convened by the Chairman of the Board, who shall also serve as the chairperson. However, for the first board meeting of each term, the director with the most votes received from shareholders' meeting representatives shall convene the meeting, and the chairperson of the meeting shall be the convening director. If there are multiple convening directors, they shall mutually elect one among them to serve as the chairperson.

In accordance with Article 203, Paragraph 4, or Article 203-1, Paragraph 3 of the Company Act, when the board meeting is convened by more than half of the directors themselves, they shall elect one of the directors to serve as the chairperson.

When the Chairman of the Board is on leave or unable to perform their duties due to other reasons, the Vice Chairman of the Board shall act as the proxy. In the absence of a Vice Chairman or if the Vice Chairman is also on leave or unable to perform their duties, the Chairman of the Board shall designate one of the Managing Directors to act as the proxy. If there are no Managing Directors, the Chairman shall designate one of the directors as the proxy. In the absence of a designated proxy by the Chairman, one of the Managing

Directors or directors shall be elected as the proxy.

Article 8 (Reference Materials, Attendees, and Convening of the Board Meeting)

When the Company's board meeting is convened, the relevant departments (or the unit designated by the board) shall have the necessary materials ready for the attending directors to review at any time.

During the board meeting, relevant personnel from departments or subsidiaries may be invited to attend based on the agenda. If necessary, accountants, lawyers, or other professionals may also be invited to attend the meeting and provide explanations. However, they shall leave the meeting during discussions and voting.

The Chairman of the board shall announce the commencement of the meeting when the scheduled meeting time has arrived, and more than half of the directors are present.

If, at the scheduled meeting time, half of the directors are not present, the Chairman may announce a postponement of the meeting, limited to two postponements. If after two postponements, the quorum is still not met, the Chairman may reconvene the meeting in accordance with the procedures stipulated in Article 3, Paragraph 2.

The term "all directors" mentioned in the preceding paragraph and Article 16, Paragraph 2, Subparagraph 2 shall be based on the actual number of directors in office.

Article 9 (Recording or Video Recording of Board Meetings for Evidence)

The proceedings of the Company's board meetings shall be fully recorded or video recorded for evidence and shall be kept for at least five years. Such records may be preserved electronically.

In the event that the term for record preservation specified in the preceding paragraph has not yet expired, and there is a lawsuit related to matters decided in the board meeting, the relevant recorded or video recorded evidence shall continue to be preserved until the conclusion of the lawsuit.

For board meetings conducted via video conferencing, the video and audio data shall be considered part of the meeting records and shall be properly preserved during the existence of the Company.

Article 10 (Agenda of Regular Board Meetings)

The agenda of regular board meetings of the Company shall include, at least, the following matters:

Report Items:

- (a) Minutes and execution status of the previous meeting.
- (b) Important financial business reports.
- (c) Internal audit business reports.
- (d) Other important report matters.

Discussion Items:

- (a) Deferred discussion items from the previous meeting.
- (b) Agenda items for the current meeting.

Ad hoc motions.

Article 11 (Deliberation of Agenda)

The Company's board meetings shall be conducted in accordance with the agenda specified in the meeting notice. However, with the consent of more than half of the attending directors, the agenda may be changed.

If the consent of more than half of the attending directors is not obtained, the chairperson shall not declare the adjournment of the meeting directly.

During the board meeting, if the number of present directors does not reach more than half of the attending directors, the chairperson shall, upon proposal by a present director, declare a temporary suspension of the meeting and apply Article 8, Paragraph 4.

Article 12 (Matters Requiring Discussion by the Board)

The following matters shall be discussed by the Company's board of directors:

The Company's operational plan.

The annual financial report and the second-quarter financial report that require the certification of accountants.

The establishment or revision of the internal control system and the assessment of its effectiveness pursuant to Article 14-1 of the Securities and Exchange Act.

The handling procedures for significant financial business activities, including the acquisition or disposal of assets, derivative transactions, loans to others, endorsing or guaranteeing for others, stipulated in Article 36-1 of the Securities and Exchange Act.

The issuance, offering, or private placement of equity securities.

The appointment or removal of the Chairman of the Board when the board does not have a Managing Director.

The appointment or removal of the financial, accounting, or internal audit managers.

Donations to related parties or significant donations to non-related parties. However, donations with a charitable nature due to significant natural disasters may be recognized at

the next board meeting.

Other significant matters specified by the Securities and Exchange Act, other laws, the Company's articles of incorporation, or regulatory authorities that should be resolved by the shareholders' meeting or submitted to the board of directors for approval.

The term "related parties" referred to in Subparagraph 7 of the preceding paragraph shall be based on the definition of related parties stipulated in the regulations governing the preparation of financial reports for the Company. The term "significant donations to non-related parties" refers to donations where the amount of each donation or the cumulative donations to the same recipient within one year exceeds NT\$100 million or amounts to 1% of the latest year's audited net revenue or 5% of the paid-in capital, whichever is higher. (For foreign companies whose stock has no par value or has a par value other than NT\$10 per share, the amount of "5% of the paid-in capital" in this paragraph shall be calculated as 2.5% of the shareholder's equity.)

The term "within one year" in the preceding paragraph is based on the date of the current board meeting as the benchmark and is retroactively calculated one year back. Partial resolutions approved at previous board meetings need not be counted again.

For matters that require approval by the board under Article 14-3 of the Securities and Exchange Act, there shall be at least one independent director present in person at the board meeting, and for matters specified in Paragraph 1 that require board approval, all independent directors shall be present at the board meeting. If an independent director is unable to attend in person, another independent director shall be appointed as a proxy to attend the board meeting. If an independent director has objections or reservations, it shall be recorded in the minutes of the board meeting. If an independent director cannot attend the board meeting to express objections or reservations, except for legitimate reasons, written opinions shall be provided in advance and recorded in the minutes of the board meeting.

Article 13 (Voting Part I)

When the chairperson considers that the discussion on a motion has reached a stage suitable for voting, the chairperson may announce the end of the discussion and put it to a vote.

For voting on resolutions at the Company's board meetings, if the chairperson asks for objections from all attending directors and there are no objections, it shall be deemed as approved.

If objections are raised when the chairperson asks for objections, the matter shall be put to

a vote.

The voting method shall be selected by the chairperson from the following provisions, but when there are objections from the attendees, the opinion of the majority shall be sought to determine the voting method:

- (a) Voting by raising hands or using a voting machine.
- (b) Voting by roll call.
- (c) Voting by ballot.
- (d) Voting by other methods chosen by the Company.

The term "all attending directors" in the preceding two paragraphs does not include directors who are not allowed to exercise voting rights according to Article 15, Paragraph 1.

Article 14 (Voting Part II and Monitoring and Counting Methods)

The resolutions of the Company's board meetings, except as otherwise provided in the Securities and Exchange Act and the Company Act, shall require the presence of more than half of the directors, and approval by the majority of the attending directors.

When there are amendments or alternative motions for the same motion, the chairperson shall determine the voting order along with the original motion. However, if one of the motions has already been approved, the other motions shall be deemed rejected and need not be voted on again.

If it is necessary to appoint supervisors and counters for voting, the chairperson shall appoint them, but the supervisors must be directors.

The voting results shall be reported on the spot and recorded.

Article 15 (Conflicts of Interest Avoidance System for Directors)

Directors with an interest in a meeting item that concerns themselves or the legal persons they represent shall explain the important details of the interest at the board meeting. If it may be harmful to the Company's interests, they shall not participate in the discussion and voting and shall avoid voting and shall not act as proxies for other directors to exercise their voting rights.

For directors' spouses, blood relatives up to the second degree, or companies that have a controlling relationship with directors, if they have an interest in the meeting items mentioned in the preceding paragraph, it shall be deemed that the directors have an interest in the matter.

Regarding the resolutions of the Company's board of directors that apply to directors who

are not allowed to exercise voting rights according to the preceding paragraph, the provisions of Article 180, Paragraph 2 of the Company Act shall be applied in accordance with Article 206, Paragraph 3 of the Company Act.

Article 16 (Meeting Records and Items for Signature)

The proceedings of the Company's board meetings shall be recorded in meeting records.

The meeting records shall include detailed information about the following:

- (a) Meeting number (or year) and time and place of the meeting.
- (b) Name of the chairperson.
- (c) Attendance status of directors, including names and numbers of attendees, those on leave, and those absent.
- (d) Names and titles of attendees.
- (e) Name of the recorder.
- (f) Report matters.
- (g) Discussion matters: Resolution methods and results of each motion, summaries of statements made by directors, experts, and other personnel, names of directors with conflicts of interest as stipulated in the preceding Article, explanations of important contents of conflicts of interest, reasons for abstention or avoidance, abstention situations, objections or reservations with records or written statements, and written opinions provided by independent directors in accordance with Article 12, Paragraph 4.
- (h) Ad hoc motions: Name of the proposer, resolution methods and results of the motion, summaries of statements made by directors, experts, and other personnel, names of directors with conflicts of interest as stipulated in the preceding Article, explanations of important contents of conflicts of interest, reasons for abstention or avoidance, abstention situations, objections or reservations with records or written statements.
- (i) Other items to be recorded.

For resolutions of the board of directors with objections or reservations by independent directors with records or written statements or items not approved by the Company's audit committee but approved by more than two-thirds of all directors, in addition to being recorded in the meeting records, they shall be announced and reported within two days from the date of the board meeting on the financial supervisory authority-designated public information observation website.

The attendance register of the board of directors shall be part of the meeting records and shall be properly preserved during the Company's existence.

The meeting records shall be signed or sealed by the chairperson and the recorder and

distributed to each director within twenty days after the meeting. They shall be included in the important files of the Company and properly preserved during the Company's existence.

The preparation and distribution of meeting records in Paragraph 1 may be done electronically.

Article 17 (Principles of Authorization of the Board of Directors)

Except for matters required to be discussed by the Company's board of directors according to Paragraph 1 of Article 12, the board of directors may authorize the chairperson to exercise its authority in accordance with laws and regulations or the Company's articles of incorporation. The content of the authorization is as follows:

- (a) Approval of significant contracts.
- (b) Approval of real estate mortgages, loans, and other borrowings.
- (c) Approval of the purchase and disposal of general corporate assets and real estate.
- (d) Appointment of directors and supervisors of subsidiaries.
- (e) Determination of dates for capital increases or reductions and distribution dates for cash dividends.

Article 18 (Executive Board)

If the Company's future articles of incorporation establish an executive board, the rules for the executive board meetings shall apply the provisions of Articles 2, 3(2), 4 to 6, 8 to 11, and 13 to the preceding Article. The provisions on the appointment or removal of the chairperson shall apply as stipulated in Article 3(4). However, if the executive board convenes regular meetings within seven days, it may notify each executive director two days in advance.

Article 19 (Supplementary Provisions)

The establishment of these meeting rules shall be approved by the Company's board of directors and reported to the shareholders' meeting. Future amendments may be authorized by a resolution of the board of directors.

These meeting rules were established on December 25, 2009, and became effective on April 28, 2010.

1st amendment was made on March 28, 2013.

2nd amendment was made on March 18, 2016.

3rd amendment was made on March 10, 2021.

4th amendment was made on November 2, 2022.