



AUO Corporation

Rules for the Election of Directors (the “Rules”)

Approved by the Shareholders’ Meeting on April 17, 1997
Amended by the Shareholders’ Meeting on May 21, 2002
Amended by the Shareholders’ Meeting on June 15, 2006
Amended by the Shareholders’ Meeting on June 19, 2008
Amended by the Shareholders’ Meeting on June 19, 2009
Amended by the Shareholders’ Meeting on May 30, 2024

- Article 1 Unless otherwise provided in applicable laws and regulations or the Articles of Incorporation of the Company, the Rules specified herein shall govern the election of the Company’s directors.
- Article 2 The Company’s directors shall be elected at the Shareholders’ Meeting.
- Article 3 The Company’s directors should be elected through single-named cumulative voting.
- Article 4 In election of the Company’s directors, each share is entitled to the voting rights equivalent to the number of directors to be elected. The voting rights may be concentrated to one candidate or be allocated among several candidates. The independent and non-independent directors shall be elected at the same time, but votes received shall be ranked respectively to determine the Director-Elect.
- Article 5 The candidates who receive the most votes for the position of director shall win the election, and such number shall be in compliance with the number of positions for director set forth in the Articles of Incorporation. If two or more candidates receive the same number of votes beyond a quota, the winner shall be determined through lot-drawing. The lot may be drawn by the Chairman on behalf of the absentees.
- Article 6 The Board of Directors shall, upon preparing the ballots, enter the voting rights on each ballot. The ballot box shall be prepared by the Board of Directors and shall be checked in public by the inspector before voting.
- Article 7 At the beginning of the election, the chairman shall appoint the inspector and counter to take charge of monitoring and counting of the votes.
- Article 8 The Company adopts the Nomination System for the nomination of candidates to serve as directors. The Board or the shareholders holding 1% or more of the Company’s total issued and outstanding shares are entitled to submit a slate of candidates for consideration as directors in pursuant to the Company Law and other applicable rules.
- The Company shall announce publicly the nomination submission period, the number of director to be elected, the place for eligible shareholders to submit their nomination, and other relevant information prior to the commencement of the book closed period prior to the Shareholders’ meeting.
- The qualifications of the candidates for consideration as independent directors shall be in compliance with applicable laws and regulations.



- Article 9 A ballot shall be deemed void if such a ballot:
1. Is not a ballot provided under the Rules;
 2. Is placed into the ballot box blank;
 3. Contains illegible words or corrections;
 4. The candidate is incorrect with the Company column directors' candidate list;
 5. Except to filling in the number of allocated voting rights, the ballot is altered any words or marks other than allowed is placed on it;
 6. Contains two or more candidates.
- Article 10 The ballots should be counted during the meeting right after the vote casting and the results of the election should be announced by the Chairman at the meeting.
- Article 11 The Rules and any amendment thereof shall become effective after approval by the Shareholders' Meeting.