



AUO Corporation

Organizational Charter for

Corporate Governance and Nomination Committee

- Article 1** This Organizational Charter for the Committee (hereinafter referred to as the “Organizational Charter”) is established in accordance with the third paragraph, Article 27 of the Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies in order to reinforce corporate governance and to improve the performance of the board of directors.
- Article 2** Unless otherwise provide by law or the Articles of Incorporation, matters related to the duties and operations of the Committee of the Company shall be governed by this Organizational Charter.
- Article 3** The Committee is composed of at least three directors elected by the Board of Directors, among which the majority shall be independent directors.
Unless otherwise provided by law or the Articles of Incorporation or the regulations of the Company, the term of the directors as members of the Committee shall be from the date of election by the Board of Directors until the end of the term as directors, dismissal from the Committee or as directors or the date on which the Board of Directors elects members of the Committee to replace the original directors.
- Article 4** In accordance with the authorization of the Board of Directors, the Committee shall exercise the due care of a good administrator to perform the following duties faithfully and shall submit their recommendations to the Board of Directors for discussion:
1. Establish the standards of professional knowledge, skills, experience, gender diversity and independence required of the members of the Board of Directors and seek, review, improve and nominate Director candidates accordingly.
 2. Construct and develop the organizational structure of the Board of Directors and each committee, assess the performance of the Board of Directors, each committee and each director and assess the independence of the independent directors.
 3. Establish and regularly review Director training plans.
 4. Review the succession plan for senior managers above the general manager (including equivalent ranks).
 5. Provide suitable induction explanations to the new directors, so that they can understand their responsibilities and familiarize themselves with the company's operations and environment.

6. Establish the Corporate Governance Principles of the Company.
7. Other matters as instructed by the Board of Directors.

In the performance of the above duties, if any member of the Committee has a conflict of interest, he/she shall provide an explanation about the key contents of the conflict during the current meeting of the Committee. If there is jeopardy to the interest of the Company, such member shall be excluded from discussion and voting and shall recuse him/herself during the discussion and voting. Such members shall also be barred from exercising voting rights on behalf of any other member of the Committee.

If the Board of Directors does not adopt a recommendation of the Committee, such decision shall be approved by the majority of directors attending a meeting that is attended by at least 2/3 of all directors.

Article 5

In accordance with sub-paragraph 1, first paragraph of the previous article, the Committee shall carry out the following matters:

1. In accordance with the scale and business nature of the Company, consider the professional knowledge, skills, experience, gender and independence required of the directors of the Company and established and regularly review the number of directors and the required conditions.
2. Based on the number of directors and conditions established under the previous sub-paragraph, look for suitable Director candidates and propose a Director candidate list to the Board of Directors. Assess the qualifications of the nominees, whether or not there is any event listed under Article 30 of the Company Act and proceed in accordance with Article 192-1 of the Company Act.
3. In proposing the candidate list for independent directors, exercise due care as to the credentials, professionalism, good faith as a few nominees (in comparison with other candidates), status as a director, supervisor, committee member or chair in other companies and whether or not the candidate meets the conditions for independent directors under the Securities and Exchange Act, Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies and the Taiwan Securities Exchange Corporation. The main consideration shall be consistent with the long-term interest of the shareholders.

Article 6

In accordance with sub-paragraph 2, first paragraph of Article 4, the Committee shall carry out the following matters:

1. Establish standards for each committee reporting to the Board of Directors and the qualifications required of the members thereof and suggest organizational charters thereof. Such standards and qualifications shall be

reviewed at least once every year, with timely proposal of amendment suggestions to the Board of Directors.

2. Review the qualifications of member candidates for each committee and potential conflict of interest. Suggest new member and convener candidates for each committee to the Board of Directors.
3. Assess the performance of each director, convener of each committee and committee members every year. Suggest to the Board of Directors as to the need of replacement. The term of the convener and members of each committee shall be consistent with the term of the directors and supervisors, which shall be three years per term, in principle.

Article 7

The Committee shall meet at least once every year. Meetings may also be held at any time, as required.

To hold a meeting, an agenda shall be prepared and sent to members of the Committee 7 days in advance, except in case of an emergency.

The Committee shall be held at the company's location during business hours, or at a place and time that is convenient for all Committee members to attend and suitable for holding the meeting. The chairman of the Board of Directors shall act as the convener of the Committee and shall chair the meetings thereof. If the convener is on leave, cannot chair the meeting for any reason or should recuse him/herself in accordance with the second paragraph of Article 4, another independent director of the Committee shall be appointed to act on his/her behalf. Other members of the Committee may also be designated as required. If the convener does not designate a representative, other members of the Committee shall elect one independent director to act as the convener.

The Committee may invite managers and staff of relevant departments of the Company, internal auditors, accountants, legal advisers or other persons to attend the meetings and provides relevant required information. However, these persons shall leave the meeting during discussion and voting.

Article 8

Agenda for meetings of the Committee shall be established by the convener. Other members may also propose agenda for discussion by the Committee. The agenda of the meetings shall be provided to the members of the Committee in advance.

When the meeting is held, the Company shall provide an attendance sheet for signatures by the attending members and for records purposes.

Members of the Committee shall attend meetings personally. Any member who cannot attend the meeting in person may appoint another member to attend the meeting on his/her behalf. A member attending the meeting through video conference shall be deemed to be attending the meeting in person.

When a member of the Committee designates another member to attend a meeting



on his/her behalf, a proxy shall be issued each time, specifying the scope of authorization for matters in the agenda.

The representative under the third paragraph shall represent no more than one person.

Article 9

Unless otherwise provided by law, Articles of Incorporation or rules of the Company, resolutions of the Committee shall approved by the majority of members attending a meeting that is attended by at least 1/2 of all members.

Meetings of the Committee shall be recorded in the minutes, specifying the following matters:

1. Term of meeting, time and location.
2. Name of Chair.
3. Member attendance status, including the names and the number of persons present, on leave and absent.
4. Names and titles of meeting participants.
5. Name of record taker.
6. Reported matters:
7. Discussion matters: Manner and results of resolution for each proposal, objections or reservations of Committee members.
8. Motions: Names of the persons proposing motions, manner and results of the resolutions of the proposals, summaries of statements made by Committee members, experts and other persons and objection or reservation opinions.
9. Other matters that should be recorded.

The attendance sheets of the Committee are integral parts of the minutes. If meetings are held through video conference, the audio-visual information of the video conference shall also be an integral part of the minutes.

The minutes shall be affixed with the signatures or seals of the meeting chair and record taker, shall be sent to members of the Committee within 20 days from the meeting, shall be submitted to the Board of Directors, included as important files of the Company and shall be kept for 5 years. The minutes may be prepared and distributed in an electronic manner.

In case of litigation on any matter related to the Committee before expiry of the record keeping period under the previous paragraph, the records shall be kept until the end of the litigation.

Article 9-1

When the meeting time is due and less than half of the Committee's members are present, the meeting chair may announce that the meeting will be postponed on the same day, provided that no more than two postponements are allowed. If a quorum is still not met after the two postponements, the chair may reconvene the meeting in accordance with the procedures outlined in Article 8, paragraph 2.



- Article 9-2** A committee meeting shall be conducted in accordance with the order of business specified in the meeting notice. However, the order may be changed with the approval of a majority of all Committee members.
- The meeting chair may not declare the meeting adjourned without the approval of a majority of all Committee members.
- If, at any time during the proceedings of a committee meeting, the number of members present is less than half of the total membership, the chair shall declare a suspension of the meeting upon the motion of an independent director present; in such cases, the provisions of the preceding article shall apply *mutatis mutandis*.
- During the proceedings of a committee meeting, if the chair is unable to preside over the meeting or fails to adjourn the meeting as provided in the second article, the provisions of Article 7 shall apply *mutatis mutandis* to the selection of a deputy to take their place.
- Article 10** The Committee may pass resolutions to hire attorneys, professional manpower brokerage firms, investment banks, accountants or other professionals to provide consulting assistance for matters related to Articles 4 and 5 and the cost incurred shall be undertaken by the Company.
- Article 11** The convener or other members of the Committee may be authorized to follow up on execution tasks related to the matters resolved by the Committee and written or verbal reports shall be submitted to the Committee during the execution period. If required, a ratification or report shall be filed with the Committee in the following meeting.
- Article 12** This Organization Charter is implemented after approval by the board of directors. The same shall be applicable to any amendments hereof.
- Article 13** This Organizational Charter was established on 29 October 2019. The first amendment was made on February 10, 2022. The second amendment was made on February 8, 2023.
- The third amendment was made on March 11, 2024. The fourth amendment was made on October 31, 2024.