

# **PILI International Multimedia Co., Ltd.**

## **Sustainable Development Committee Charter**

### **Article 1: Purpose and Basis for Establishment**

To fulfill the Company's sustainable development goals and strengthen sustainability governance, the Sustainable Development Committee (hereinafter referred to as "the Committee") is established in accordance with Article 27, Paragraph 3 of the "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies" and Article 9, Paragraph 1 of the "Sustainable Development Best Practice Principles for TWSE/TPEX Listed Companies." This Charter (hereinafter referred to as "the Charter") is hereby formulated to serve as a guideline.

### **Article 2: Scope of Application**

Matters concerning the number of committee members, their term of office, duties and responsibilities, meeting procedures, and the resources to be provided by the Company for the exercise of the Committee's functions shall be governed by this Charter, unless otherwise stipulated by laws or the Company's Articles of Incorporation.

### **Article 3: Disclosure and Reference**

The Company shall publish the contents of this Charter on its official website and the Market Observation Post System (MOPS) for public reference.

### **Article 4: Composition of the Committee, Promotion and Execution Units**

The Committee shall consist of no fewer than three members, appointed by resolution of the Board of Directors. Committee members shall possess professional knowledge and capabilities in corporate sustainability, and at least one director shall participate in supervisory duties.

Depending on the Company's scale, industry characteristics, or other factors relevant to sound sustainability management, the Committee may establish dedicated or concurrent units for sustainable development, and may appoint a senior executive to serve as Chief Sustainability Officer (CSO) to ensure effective promotion of sustainability-related initiatives.

The CSO or personnel in equivalent positions may form cross-departmental teams as needed to carry out sustainability-related tasks based on the operational needs of each department.

## **Article 5: Term of Committee Members and Replacement**

The term of Committee members shall, in principle, align with the term of the Board of Directors, and members may be reappointed.

If a Committee member is dismissed for any reason and the number of members falls below three, the Board of Directors shall appoint a replacement at the next meeting.

## **Article 6: Duties of the Committee and the Promotion/Execution Units**

Under the authorization of the Board of Directors, the Committee shall exercise its duties with the care of a prudent manager and in good faith, and report to the Board of Directors on the following responsibilities:

1. Formulating, promoting, and strengthening the Company's sustainability policies, annual plans, and strategies.
2. Reviewing, tracking, and revising the implementation and effectiveness of sustainability initiatives.
3. Supervising the disclosure of sustainability-related information and reviewing the sustainability report.
4. Overseeing the implementation of the Company's sustainability code of conduct and other sustainability-related tasks as resolved by the Board of Directors.

Dedicated or concurrent sustainability units shall assist the Committee in implementing various plans, covering the following task groups, and shall report the execution status of sustainability initiatives to the Committee:

1. **Corporate Governance Task Group:** Responsible for legal compliance in corporate governance, establishing reasonable compensation policies and employee performance evaluation systems, conducting training programs, and maintaining stakeholder communication mechanisms to achieve the Company's sustainability goals.
2. **Environmental Sustainability Task Group:** Responsible for environmental management systems, compliance with environmental laws and international standards, assessing sustainability transitions, improving resource efficiency, implementing climate change response mechanisms, and establishing dedicated environmental management units or personnel to achieve environmental sustainability goals.
3. **Social Responsibility Task Group:** Responsible for human rights management policies and procedures, compliance with human rights

laws and international standards, establishing internal and external communication mechanisms for all organizational members (e.g., employees, subsidiaries, joint ventures) and key value chain participants, assessing related risks and management mechanisms, and promoting community and cultural development to achieve sustainable operations.

4. **Sustainability Information Disclosure Task Group:** Responsible for sustainability information management policies, compliance with relevant laws and international standards for sustainability disclosure, and ensuring the disclosure of relevant and reliable sustainability information to enhance transparency.

Cross-departmental teams shall execute the tasks of the above-mentioned groups, consolidate implementation plans or other sustainability-related matters, and report execution results to the dedicated or concurrent sustainability units or the Committee.

#### **Article 7: Committee Meetings and Convening Procedures**

The Committee shall convene at least once per year and may hold additional meetings as needed.

Meeting notices shall specify the purpose of the meeting and be sent to all Committee members at least seven days in advance. However, in case of emergency, this requirement may be waived. Notices may be delivered in writing or electronically.

The Committee shall elect one member from among its members to serve as the convener and chairperson of the meetings. If the convener is on leave or otherwise unable to convene the meeting, another Committee member may be designated to act on their behalf. If no designation is made, the Committee members shall elect one among themselves to act as convener.

The Committee may invite relevant department managers, internal auditors, accountants, legal advisors, or other professionals with expertise in corporate sustainability to attend meetings and provide necessary information.

However, such individuals shall leave the meeting during deliberation and voting.

Relevant materials shall be prepared and made available during meetings for Committee members to review as needed.

#### **Article 8: Meeting Agenda and Attendance**

The meeting agenda of the Committee shall be determined by the convener,

and other members may also propose items for discussion. The agenda shall be provided to Committee members in advance.

When the Committee convenes, the Company shall prepare a sign-in sheet for attending members to sign, which shall be available for reference.

Committee members shall attend meetings in person. If unable to attend, a member may authorize another member to attend on their behalf.

Participation via video conferencing shall be considered as attending in person.

When authorizing another member to attend on their behalf, a written proxy shall be issued for each meeting, specifying the scope of authorization related to the meeting agenda.

Each proxy may only represent one member.

#### **Article 9: Resolution Procedures**

Committee resolutions shall require the approval of more than half of all members, unless otherwise stipulated by laws, the Articles of Incorporation, or other applicable rules.

If the Chairperson consults the members and no objections are raised, the resolution shall be deemed passed and shall carry the same effect as a formal vote.

The results of any vote shall be reported immediately and recorded accordingly.

#### **Article 10: Conflict of Interest**

If a Committee member has a personal interest in any matter under discussion, they shall disclose the material details of such interest. If the interest may potentially harm the Company's interests, the member shall not participate in the discussion or voting and must recuse themselves. They shall also not act as a proxy for another member in exercising voting rights.

If a Committee member's spouse or relative within the second degree of kinship has an interest in the matter, it shall be deemed that the member themselves has a personal interest in the matter.

If, due to the above provisions, the Committee is unable to reach a resolution, the matter shall be reported to the Board of Directors for decision.

#### **Article 11: Meeting Minutes**

The proceedings of the Committee shall be documented in meeting minutes, which must include the following details:

1. Meeting session (or year), date, time, and location.
2. Name of the chairperson.
3. Attendance status of members, including names and number of attendees, absentees, and those on leave
4. Names and titles of non-member attendees.
5. Name of the recorder.
6. Reporting items.
7. Discussion items: resolution methods and results for each proposal, names of members with conflicts of interest as defined in the previous article, explanations of the material content of such interests, reasons for recusal or non-recusal, recusal status, and any objections or reservations expressed by Committee members.
8. Ad hoc motions: name of the proposer, resolution methods and results, summary of statements by Committee members, experts, and other participants, names of members with conflicts of interest as defined in the previous article, explanations of the material content of such interests, reasons for recusal or non-recusal, recusal status, and any objections or reservations expressed by Committee members.
9. Any other matters that should be recorded.

The Committee's sign-in sheet shall be considered part of the meeting minutes; for meetings held via video conferencing, the video and audio recordings shall also be considered part of the minutes.

The minutes must be signed or stamped by the chairperson and the recorder, and distributed to Committee members within 20 days after the meeting.

They shall be submitted to the Board of Directors, included in the Company's important records, and retained for five years. The preparation and distribution of the minutes may be done electronically.

If a lawsuit arises concerning matters resolved by the Committee before the expiration of the retention period, the minutes shall be preserved until the conclusion of the litigation.

## **Article 12: Implementation of Committee Resolutions**

Resolutions made by the Committee under the authority defined in Article 6, or follow-up actions related to the appointment of professionals as resolved under Article 13, may be delegated to the convener or other Committee members for continued execution. Written reports shall be submitted to the Committee during the execution period, and if necessary, the matter shall be presented at the next meeting for ratification or reporting.

**Article 13: Resources for Exercising Authority**

The Committee may, by resolution, appoint legal counsel, accountants, or other professionals to conduct necessary audits or provide consultation on matters related to the exercise of its authority. The associated costs shall be borne by the Company.

**Article 14: Implementation**

This Charter shall take effect upon approval by the Board of Directors. Amendments shall follow the same procedure.

**Article 15: Date of Establishment and Amendment**

This Charter was established on March 11, 2025.