

Pili International Multimedia Co., Ltd.

Rules of Procedure for Board of Directors Meetings

Article 1 (Basis of the Rules)

These Rules of Procedure (hereafter referred to as “The Rules”) are adopted in accordance with Article 2 of the “Regulations Governing Procedure for Board of Directors Meetings of Public Companies” to establish a sound governance system, enhance the supervisory function and strengthen the management capabilities of the Company’s Board of Directors.

Article 2 (Scope of the Rules)

The rules of procedure for meetings of the Company’s Board of Directors shall govern the main agenda items, operational procedures, required content of meeting minutes, public announcements, and other compliance requirements.

Article 3 (Convening of Board Meetings and Meeting Notice)

The Company’s Board of Directors shall be convened on a quarterly basis.

Directors and supervisors shall be notified of the reasons for calling a meeting of the Board of Directors at least seven days in advance. A meeting may be called with shorter notice in an emergency. Notification may be by electronic means with the consent of the recipients.

The matters covered under Article 12, Paragraph 1 of these Rules shall be listed in the meeting notice and may not be raised by an extraordinary motion.

Article 4 (Meeting Notification and Materials)

The Shareholder Services Department has been designated by the Company’s Board of Directors as the **Investors Relations Department**.

The agenda working group shall formulate the agenda for the Board meeting and comprehensive meeting materials to be sent with the meeting notice.

If a director believes that the meeting materials are inadequate then he or she may require supplementary materials to be provided by the agenda working group. If a director believes that there the materials concerning any proposal are in content then 2

the deliberation of said proposal can be postponed by a resolution of the Board of Directors.

Article 5 (Preparation of Attendance Book and Other Documents, and Attendance by Proxy)

When a meeting of the Company's Board of Directors is held, an attendance book shall be made ready for signature by directors attending the meeting and thereafter made available for future reference.

All directors shall attend Board meetings in person; if attendance in person is not possible, they may appoint another director to attend as their proxy in accordance with the Company's articles of incorporation. Attendance via video-conferencing is deemed as attendance in person.

A director that appoints another director as their proxy at a Board meeting shall in each instance issue a written proxy stating the scope of authorization with respect to the items on the agenda.

The proxy under Paragraph 2 is limited to acting as proxy for one person only.

Article 6 (Principles Governing the Location and Timing of Board Meetings)

Board meetings shall be convened at the Company premises during office hours, or a local and time that is suitable and convenient for the Board meeting to be held.

Article 7 (Chair of Board Meetings and Deputy)

Board meetings of the Company that are convened by the Chairman shall be chaired by the Chairman. The director elected with the most votes at the shareholders meeting shall convene the first meeting for each session of the Board of Directors. The meeting shall also be chaired by the convener. If there are two or more directors with the right to convene a meeting then they should elect one among their number to act as the chair.

If a board meeting is convened with the consent of more than half of the board under any of the conditions described in Paragraph 4, Article 203 or Paragraph 3, Article 203-1 of The Company Act, the participating directors shall appoint one among themselves to serve as chairperson.

If the Chairman is on leave or cannot exercise his or her powers for any reason, the Vice Chairman shall serve as the deputy. If there is no Vice Chairman or the Vice Chairman is on leave or cannot exercise his or her powers for any reason, the Chairman may designate an executive director as the deputy; if no executive directors were appointed then a director may be designated as the deputy. If no deputy is designated by the Chairman then the executive directors or directors may elect one among their number as the deputy. 3

Article 8 (Reference Materials for Board Meetings, Non-Voting Participants, and the Convening of Board Meetings)

When the board convenes its meeting, the Investors Relations Department is expected to prepare relevant information ready for use at directors' request.

When a Board meeting is convened, personnel from the relevant departments or subsidiaries may be asked to attend as non-voting participants depending on the content of the agenda. If necessary, the CPA, attorney or other professionals may be invited to sit-in at the meeting and provide their explanation. They must however excuse themselves during discussions and voting.

The chair of the Board meeting may call the meeting to order when the starting time has been reached and more than half of the directors are in attendance. If less than half of all directors have arrived by the time that the meeting is due to start, the chair may announce a postponement. Up to two postponements may be announced and if quorum still not reached then the chair may re-convene the meeting at another time in accordance with Article 3, Paragraph II.

“All directors” as referred to in the preceding article and Article 16, Paragraph 2, Sub-paragraph 2 shall be based on the actual number of directors in office.

Article 9 (Audio or Video Recordings of Board Meetings)

The Company shall record the audio or video of the entire proceedings of a Board of Directors meeting and preserve the recordings for at least 5 years, in electronic form or otherwise.

If litigation relating to resolutions made by the Board occurs before the expiration of the retention period in the preceding paragraph, the audio or video recordings shall continue to be retained until the conclusion of litigation.

The audio-video information from meetings convened over video-conferencing shall be considered a part of the meeting minutes and shall be properly preserved for the existence of the Company.

Article 10 (Agenda)

Agenda items for regular board of directors meetings shall include at least the following:

I. Reports: 4

(I) The minutes of the last meeting and resulting actions.

(II) Report on material financial activities.

(III) Report on internal audit activities.

(IV) Other material reports.

II. Discussions:

(I) Items discussed and continued from the last meeting.

(II) Items to be discussed at this meeting.

III. Extraordinary motions.

Article 11 (Discussion of Proposals)

A meeting of the Company's Board of Directors shall be conducted in accordance with the order of business on the agenda as specified in the meeting notice. The order may however be changed with the approval of a majority of directors present.

The chair may not declare the meeting closed without the approval of a majority of directors present at the meeting.

When a meeting of the Board of Directors is in progress, if the number of directors sitting at the meeting falls below half of the attendance, the chair may declare a suspension of the meeting upon a motion by the sitting directors and apply the provisions of Article 8, Paragraph 5.

Article 12 (Items Requiring Discussion the Board of Directors)

The following items shall be submitted to the Company's Board of Directors for discussion:

I. Corporate business plans.

II. Annual financial reports and second quarter financial reports that are subject to CPA's audit.

III. Adoption or amendment of the internal control system in accordance with Article 14-1 of the "Securities and Exchange Act", and assessing the effectiveness of the internal control system.

IV. Adoption or amendment of handling procedures for material financial actions such as the acquisition or disposal of assets, derivatives trading, extension of

monetary loans to others, or endorsements or guarantees for others in accordance with Article 36-1 of the Securities and Exchange Act.

V. The offering, issuance, or private placement of any equity-type securities.

VI. Election or discharge of chairperson when no managing director is set within the board of directors.

VII. The appointment or removal of a financial, accounting, or internal audit officer.

VIII. Donations to related parties or material donations to non-related parties. Charitable donations towards emergency relief for major natural disasters can be submitted to the next meeting of the Board for retroactive recognition.

IX. Any matter requiring approval by the shareholders meeting, the board of directors, or any other material matters as defined by the competent authority in accordance with Article 14-3 of the Securities and Exchange Act or any other laws, regulations, or articles of incorporation.

The term "related party" in Sub-paragraph 7 of the preceding paragraph means a related party as defined in the "Regulations Governing the Preparation of Financial Reports by Securities Issuers." The term "material donation to a non-related party" means any individual donation, or donations within a 1-year period to a single recipient, at an amount of NT\$100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.

The "term within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current Board of Directors meeting was convened. Amounts already submitted to and passed by a resolution of the Board do not have to be counted again.

At least one independent director must attend each Board meeting in person; all independent directors shall attend the meeting in person or appoint another independent director as their proxy when any matter that requires a resolution of the Board of Directors under Article 14-3 of the Securities and Exchange Act comes before the Board. The dissenting or qualified opinions of independent directors shall be recorded in the minutes of the Board meeting; if an independent director who cannot attend the Board meeting in person has a dissenting or qualified opinion, this should be submitted in writing in advance and recorded in the minutes unless there is a good reason for not doing

so.

Article 13 (Resolution) 6

When the chair at a Board of Directors meeting is of the opinion that a matter has been sufficiently discussed and can be put to a vote, the chair may announce the discussion closed and bring the matter to vote.

When a proposal comes to a vote at a meeting of the Company's Board of Directors, if the chair puts the matter before all directors present at the meeting and none voices an objection, the proposal is deemed to have been passed. If an objection is raised then the proposal shall immediately be put to a vote.

The chair shall decide whether to vote on proposals by a show of hands or by the casting of ballots during a Board meeting.

"All directors present at the meeting" in the preceding two paragraphs does not include directors prohibited from exercising voting rights in accordance with Article 15, Paragraph I.

Article 14 (Voting, and Method of Vote Monitoring and Counting)

Unless otherwise stated in the Securities and Exchange Act or in the Company Act, a resolution on a matter at a board of directors meeting requires the approval of a majority of the directors present at the meeting. A majority of all directors must also be in attendance.

When there is an amendment or an alternative to a proposal, they shall be presented together with the original proposal and voted on in the order decided by the chair. If one of the proposals is passed then the other proposals shall be considered to have been rejected and further voting unnecessary.

If the appointment of vote monitoring and counting personnel is necessary, they shall be appointed by the chair. Vote monitors shall be directors of the Company.

The result of a vote shall be made known immediately and recorded in writing.

Article 15 (Avoiding Conflicts of Interest by Directors)

If a director or the legal entity they represent is an interested party with respect to item on the agenda, the director shall state the material aspects of their interest during the meeting.

If a conflict-of-interest exists with the Company, the director may state their opinion and answer any questions but shall recuse him- or herself from the discussion and voting. The director may not act as the proxy for another director during the voting either.

A director would be considered to hold self interest in a topic raised in the meeting if the director's spouse, 2nd-degree direct relative or closer, or any of the director's controlled or controlling entities holds stake in the said topic. When making board resolutions, Paragraph 4, Article 206 and Paragraph 2, Article 180 of The Company Act shall apply to directors who are prohibited from exercising voting rights under the preceding Paragraph.

Article 16 (Meeting Minutes and Signatures)

Meeting minutes detailing the following matters shall be compiled of discussions by the Company's Board of Directors:

- I. The session (or year), time and location of the meeting.
- II. Name of the chair.
- III. Attendance including the names and number of attending, excused or absent directors.
- IV. The names and titles of non-voting participants.
- V. The name of the minute-taker.
- VI. Matters reported at the meeting.
- VII. Agenda items: the method of resolution and the result for each proposal; a summary of the comments made by directors, supervisors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; dissenting or qualified opinions at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director under Article 12, paragraph IV.
- VIII. Extraordinary motions: the name of the mover; the method of resolution and the result for each motion; a summary of the comments made by directors, supervisors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; dissenting or qualified opinions at the meeting that were included in records or stated in writing.
- IX. Any other matters that should be on record.

Resolutions passed by the board of directors shall be noted in the meeting minutes and

announced/reported to the Market Observation Post System designated by the 8 Financial Supervisory Commission within 2 days after the Board Meeting if any of the following circumstances apply:

I. An independent director has a dissenting or qualified opinion which is on record or stated in a written statement.

II. The matter was not approved by the Audit Committee of the Company but was approved by more than two-thirds of all directors.

The directors' attendance book constitutes a part of the meeting minutes and shall be properly preserved for the existence of the Company.

The minutes of a Board of Directors meeting shall bear the signature or seal of both the meeting chair and the minutes taker; a copy of the minutes shall be distributed to each director and supervisor within 20 days after the meeting. The minutes shall also be preserved as material company records for the existence of the Company.

The meeting minutes under Paragraph 1 may be prepared and distributed in an electronic format.

Article 17 (Delegation Principles for the Board of Directors)

Except for matters that must be submitted to the Board of Directors for discussion under Article 12, Paragraph 1, The Board may delegate its powers to others in accordance with the laws, regulations, or the Company's articles of incorporation. The level of delegated authority, content or matters to be delegated shall be clearly specified. The following principles apply:

I. All matter shall be conducted in accordance with the Company's delegation of authority table.

II. Formulation of the internal Company rules and regulations.

III. Approval of important technical collaborations, bank financing and agency contracts.

IV. Represent the Company for the signing commercial contracts, bank financing contracts, memorandums of understanding, and expressions of intent.

V. The evaluation, inspection and monitoring of existing or potential risks to the Company.

VI. Examination of compliance by the Company.

VII. Other powers delegated to the Chairman by the Board of Directors.

Article 18 (Supplementary Provisions)

The adoption of these Rules of Procedure requires the approval of the Company's Board of Directors and shall be reported to the shareholders meeting. Future amendments may be passed by a resolution of the Board of Directors.

These Rules were adopted on December 30, 2011.

First amendment passed by a resolution of the Board of Directors on December 28, 2011.

Second amendment passed by a resolution of the Board of directors on November 6, 2017.

The 3rd amendment was made on March 23, 2020.

The 4th amendment was made on August 11, 2020.

The 5th amendment was made on November 10, 2022