

## **Pili International Multimedia Co., Ltd. Director Election Policy**

Article 1: The Policy has been established in accordance with Article 21 of "Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies" to ensure fairness, justice, and transparency in director elections.

Article 2: Unless otherwise specified by law or the Articles of Incorporation, election of the Company's directors shall proceed according to the Policy.

Article 3: Directors of the Company shall be elected after taking into account the overall board allocation. Board members should be diversified in a manner that supports the Company's operations, business activities and growth. The diversification should be based on, but is not limited to, the following two principles:

- I. Basic requirements and values: Gender, age, nationality, and culture.
- II. Professional knowledge and skills: Professional background (e.g., law, accounting, industry, finance, marketing, or technology), professional skills, and industry experience.

All members of the Board shall possess the knowledge, skills, and experience necessary to perform their duties. They should possess the following abilities overall:

- I. Ability to make business judgments.
- II. Accounting and financial analysis ability.
- III. Business management ability.
- IV. Crisis management ability.
- V. Industry knowledge.
- VI. International market perspective.
- VII. Leadership ability.
- VIII. Decision-making ability.

No more than half of all Board directors may be related to each other by marriage of second degree of kinship. The Board of Directors shall consider adjustments to the composition of the Board based on the outcomes of the performance evaluation.

Article 4: Independent directors are subject to the eligibility criteria specified in Articles 2, 3 and 4 of "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies."

The election of the Company's independent directors shall conform to Articles 5, 6, 7, 8 and 9 of the "Regulations Governing Appointment of Independent Directors and Compliance Matter for Public Companies", and be conducted in accordance with the "Corporate Best Practice Principles for TWSE/TPEX Listed Companies."

Article 5: Election of directors shall proceed according to the nomination system mentioned in Article 192-1 of The Company Act.

When the number of directors falls below five due to the discharge of a director for any reason, the Company shall hold a by-election at the next shareholders meeting. When the number of vacant directorships reaches one-

third of the total number specified in the articles of incorporation, the Company shall convene an extraordinary shareholders meeting within 60 days of the event to hold a by-election.

If the number of independent directors falls short of the requirements stated in Paragraph 1, Article 14-2 of the Securities and Exchange Act, a by-election shall be held in the upcoming shareholder meeting. If all independent directors are dismissed from duty, the Company shall convene an extraordinary shareholder meeting within 60 days from the date of occurrence to elect candidates for the shortfall.

Article 6: Election of the Company's directors shall proceed using the cumulative method. Each share is vested with voting rights equal to the number of directors to be elected. These voting rights may be concentrated on one candidate or spread across multiple candidates.

Article 7: The board of directors shall produce ballots in quantities that match the number of directors to be elected, and apply weight before distributing them to shareholder meeting participants. Conference pass serial number can be printed on the ballot for identification purpose instead of voter's name.

Article 8: Votes are distinguished between independent and non-independent directors. Candidates who receive the highest number of votes shall be assigned the role of director followed by independent director, until the number of director and independent seats mentioned in the Articles of Incorporation are fully filled. If two or more candidates receive the same number of votes, they shall draw for the remaining available seats. The chairperson will draw on behalf of those who are absent during the meeting.

Article 9: Before the election begins, the chairperson shall appoint several shareholders to undertake the roles of ballot examiner and ballot counter to perform various duties relating to the election. The ballot box shall be prepared by the Board of Directors and publicly inspected by the vote monitors before voting.

Article 10: Ballots are considered void in any of the following circumstances:

1. Use of ballot that is not prepared by authorized convener.
2. Casting of blank ballot into the ballot box.
3. Ballots with illegible writing or are altered.
4. The identity of the candidate specified does not match.
5. Ballots that contain writings other than allocated votes.

Article 11: Votes are considered void in any of the following circumstances:

1. Use of ballot that is not prepared by the board of directors.
2. Casting of blank ballot into the ballot box.
3. Ballots with illegible writing or are altered.
4. Where the candidate is a shareholder, the written identity and shareholder account number do not match the shareholder registry; or where the candidate is a non-shareholder, the written name and identity document

number do not match the candidate's identity proof.

5. Ballots that contain writings other than the candidate's account name, shareholder account number (or identity document number) and allocated votes.
6. The candidate's name written in the ballot coincides with another shareholder, but no shareholder account number or identity document number is provided for identification.

Article 12: Ballots are to be counted openly immediately after voting. The chairperson shall announce the outcome of the vote, including the names of elected directors and the number of votes received.

The votes cast shall be sealed and signed by the vote monitors then held in safe custody for at least one year. If litigation is launched by a shareholder in accordance with Article 189 of the Company Act then the data shall be retained until the conclusion of litigation.

Article 13: This Policy shall take effect once approved during shareholder meeting; the same applies to all subsequent revisions. This Policy was established on June 28, 2012.

The 1st amendment was made on May 30, 2014.

The 2nd amendment was made on June 24, 2015.

The 3rd amendment was made on May 27, 2019.

The 4th amendment was made on July 30, 2021.