

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

**Audit Committee Charter**

**Article 1**

This Charter is established in accordance with Article 3 of the “Regulations Governing the Exercise of Powers by Audit Committees of Public Companies.”

**Article 2**

The number of members, term of office, powers and responsibilities, meeting procedures, and the resources to be provided by the Company when the Audit Committee exercises its powers shall be governed by this Charter.

**Article 3**

The operation of the Audit Committee shall primarily focus on the supervision of the following matters:

- I. The fair presentation of the Company’s financial statements.
- II. The selection (or dismissal), independence, and performance of the certified public accountants.
- III. The effective implementation of the Company’s internal control system.
- IV. The Company’s compliance with relevant laws and regulations.
- V. The control of the Company’s existing or potential risks.

**Article 4**

The Audit Committee shall be composed entirely of independent directors, with no fewer than three members. One member shall serve as the convener, and at least one member shall possess expertise in accounting or finance. The term of office for independent directors on the Audit Committee shall be three years and may be renewed upon re-election. If a member is dismissed for any reason resulting in the number of members falling below the minimum required by the preceding paragraph or the Articles of Incorporation, a by-election shall be held at the next shareholders’ meeting. If all independent directors are dismissed, the Company shall convene an extraordinary shareholders’ meeting within 60 days from the date of the occurrence to hold a by-election.

## **Article 5**

The provisions of the Securities and Exchange Act, the Company Act, and other applicable laws concerning supervisors shall apply mutatis mutandis to the Audit Committee.

The provisions of Paragraph 4, Article 14-4 of the Securities and Exchange Act regarding the powers of supervisors under the Company Act shall apply mutatis mutandis to the independent directors serving on the Audit Committee.

Resolutions of the Audit Committee shall require the approval of more than one-half of all its members. The convener shall represent the Audit Committee externally.

The Company's representative for matters under Articles 213, 214, and 223 of the Company Act shall be appointed by the Audit Committee in accordance with the preceding procedures. The Committee may resolve that the representative act individually or jointly. If no representative is appointed in accordance with the preceding procedures, all members shall act jointly as the representative.

## **Article 6**

The powers and responsibilities of the Audit Committee are as follows:

- I. Establishing or amending the internal control system in accordance with Article 14-1 of the Securities and Exchange Act.
- II. Evaluating the effectiveness of the internal control system.
- III. Establishing or amending procedures for material financial transactions such as acquisition or disposal of assets, engaging in derivative transactions, lending funds to others, or providing endorsements or guarantees, in accordance with Article 36-1 of the Securities and Exchange Act.
- IV. Matters involving the personal interest of directors.
- V. Major asset or derivative transactions.
- VI. Major lending of funds, endorsements, or provision of guarantees.
- VII. The raising, issuance, or private placement of equity-type securities.
- VIII. The appointment, dismissal, or compensation of the certified public

accountant.

- IX. The appointment or dismissal of financial, accounting, or internal audit officers.
- X. Annual financial reports signed or sealed by the chairperson, managerial officers, and accounting officers, and second-quarter financial reports that must be audited and attested by a CPA.
- XI. Other significant matters as prescribed by the Company or competent authorities.

Resolutions on the above matters shall be approved by more than one-half of all Audit Committee members and submitted to the Board of Directors for resolution.

Except for Item 10, if any of the above matters fail to receive the approval of more than one-half of all Audit Committee members, they may be approved by at least two-thirds of all directors.

The term “all members” as used in this Charter refers to those currently in office. The convener shall represent the Audit Committee externally.

## **Article 7**

The Audit Committee shall meet at least once every quarter and may convene additional meetings as necessary.

The convocation of the Audit Committee shall specify the reasons for the meeting and notify all independent director members at least seven days in advance. However, this requirement may be waived in case of emergencies. Meetings shall be held at the Company’s premises during business hours or at a time and place convenient for the members and suitable for holding the meeting.

The members of the Audit Committee shall elect one among themselves to serve as the convener and chairperson of the meeting. If no convener can be elected, the independent director who receives the most votes shall serve as the convener.

If the convener is on leave or unable to convene the meeting, they shall designate another independent director to act on their behalf. If no proxy is

designated, the members shall elect one among themselves to act as the proxy.

More than one-half of all independent directors on the Audit Committee may submit a written request stating the proposed matters and reasons to the convener to call a meeting. If the convener fails to convene the meeting within 15 days of the request, more than one-half of all independent directors may convene the meeting themselves.

The Audit Committee may invite relevant department managers, internal auditors, accountants, legal counsel, or other personnel to attend the meeting and provide necessary information. However, they shall leave during discussions and voting.

Relevant materials shall be prepared and made available for review by the attending committee members during the meeting.

## **Article 8**

When the Audit Committee convenes, the Company shall prepare a sign-in book for attending independent directors to sign and for future reference.

Independent directors shall attend the Audit Committee meetings in person. If unable to attend in person, they may appoint another independent director as a proxy. Participation via video conferencing shall be deemed as attendance in person.

When appointing a proxy, a written authorization shall be issued for each meeting, specifying the scope of authorization regarding the meeting agenda. Resolutions of the Audit Committee shall require the approval of more than one-half of all members. The voting results shall be announced on the spot and recorded.

If the Audit Committee cannot be convened for legitimate reasons, resolutions may be passed with the approval of at least two-thirds of all directors.

However, matters under Article 6, Paragraph 1, Item 10 must still be approved by the independent directors.

Each proxy may only represent one other independent director.

### **Article 8-1**

If, at the scheduled meeting time, the number of attending members is less than

one-half of all members, the chairperson may announce a postponement of the meeting on the same day, with a maximum of two postponements.

If the quorum is still not met after two postponements, the chairperson may reconvene the meeting in accordance with the procedures set forth in Paragraph 2 of Article 7.

#### **Article 8-2**

The Audit Committee shall proceed according to the agenda specified in the meeting notice. However, changes may be made with the consent of more than one-half of all members.

The chairperson shall not adjourn the meeting without the consent of more than one-half of all members.

If, during the meeting, the number of attending members falls below one-half of all members, and a present independent director proposes to suspend the meeting, the chairperson shall announce a suspension and apply the provisions of the preceding article.

If the convener is unable to preside over the meeting during its proceedings, or if the chairperson fails to adjourn the meeting in accordance with Paragraph 2, the appointment of a proxy shall follow the provisions of Paragraph 5 of Article 7.

#### **Article 9**

The proceedings of the Audit Committee shall be recorded in meeting minutes, which shall accurately include the following details:

- I. The session number, meeting time, and location.
- II. The name of the chairperson.
- III. The attendance status of independent directors, including names and number of those present, on leave, or absent.
- IV. The names and titles of attendees.
- V. The name of the minute taker.
- VI. Reports presented.
- VII. Discussion items: the resolution methods and results of each proposal, summaries of statements made by independent directors, experts, and

other participants, the names of independent directors with conflicts of interest as defined in Paragraph 1 of Article 11, a description of the material aspects of such conflicts, reasons for recusal or non-recusal, recusal status, and any dissenting or qualified opinions.

VIII. Ad hoc motions: the name of the proposer, resolution methods and results, summaries of statements made by independent directors, experts, and other participants, the names of independent directors with conflicts of interest as defined in Paragraph 1 of Article 11, a description of the material aspects of such conflicts, reasons for recusal or non-recusal, recusal status, and any dissenting or qualified opinions.

IX. Other matters that should be recorded.

The sign-in sheet for the Audit Committee shall be considered part of the meeting minutes and must be properly preserved throughout the Company's existence.

The meeting minutes shall be signed or sealed by the chairperson and the minute taker, distributed to all independent directors within 20 days after the meeting, and filed as an important company record to be properly preserved throughout the Company's existence.

The preparation and distribution of the meeting minutes described in Paragraph 1 may be conducted electronically.

#### **Article 10**

The meeting agenda of the Audit Committee shall be set by the convener. Other members may also submit proposals for discussion by the Committee.

#### **Article 11**

If any independent director has a conflict of interest in relation to a matter on the meeting agenda, they shall explain the material aspects of the conflict. If the conflict is likely to harm the interests of the Company, the director shall not participate in the discussion or voting and must recuse themselves. They may not act as a proxy for another independent director in exercising voting rights. If the spouse or a relative within the second degree of kinship of an independent director has a conflict of interest in relation to a matter, the independent director

shall be deemed to have a personal conflict of interest in that 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 resolution.

#### **Article 11-1**

The entire proceedings of the Audit Committee meetings shall be audio or video recorded and retained for at least five years. The recordings may be stored electronically.

If any litigation arises related to the resolutions of the Audit Committee before the end of the retention period, the relevant recordings shall be preserved until the conclusion of the litigation.

If the meeting is held via video conferencing, the audio-visual recordings shall be considered part of the meeting minutes and must be properly preserved throughout the Company's existence.

#### **Article 12**

The Audit Committee may, by resolution, engage attorneys, accountants, or other professionals to conduct necessary audits or provide consultation on matters specified in Article 6. The expenses incurred shall be borne by the Company.

#### **Article 13**

Members of the Audit Committee shall perform their duties faithfully and with the care of a good administrator in accordance with this Charter. They shall be accountable to the Board of Directors and submit their proposals to the Board for resolution.

#### **Article 14**

The Audit Committee shall periodically review matters related to this Charter and provide recommendations for amendments to the Board of Directors.

Matters resolved by the Audit Committee may be delegated to the convener or other members of the Committee for follow-up execution. During the execution period, written or verbal reports shall be submitted to the Committee, and if necessary, the matter shall be presented at the next meeting for ratification or reporting.

**Article 15**

This Charter shall be approved by resolution of the Company's Board of Directors. The same applies to any amendments.

However, it shall take effect upon the first implementation after the resolution of the shareholders' meeting to establish the Audit Committee.

**Article 16**

This Charter was established on October 11, 2013.

First amendment: November 6, 2017.

Second amendment: August 13, 2019.

Third amendment: March 23, 2020.

Fourth amendment: August 11, 2020.

Fifth amendment: November 11, 2024.