

Sysgration Ltd.
Risk Management Committee Charter
(Translation)

Promulgated on August 8, 2023

Article 1 Purpose and Basis

In order to establish sound risk monitoring mechanisms and corporate governance systems, Sysgration Ltd. ("the Company") formulates Risk Management Committee ("the Committee") Charter ("the Charter") with reference to the Corporate Governance Best Practice Principles adopted by TWSE/TPEX.

Article 2 Scope

Matters concerning the number, term of office, powers, rules of procedure for meetings, and resources to be provided by the Company when the Committee exercises its powers shall be handled in accordance with this Charter.

Article 3 Members and Term of Office

Committee members shall be appointed by the board meeting, and the number of members shall be no less than three, more than half of which shall be independent directors and at least one member shall have professional expert required for the Committee.

Committee members shall serve the same term as the board members. When a member of the Committee is dismissed for any reason, resulting in there being less than three members, a board of directors meeting shall be called within 3 months from the date of the occurrence to hold a by-election to fill the vacancies

Article 4 Duties

The Committee shall exercise the care of a good administrator to faithfully perform the following duties and present its recommendations to the board of directors for discussion:

1. review and assess risk management policy.
2. review and assess the organization's risk management infrastructure.

3. review and assess major risk management strategies, including risk appetite and risk tolerances.
4. review and assess management report and mechanism employed and pertained to significant risk areas.
5. advise and report on matters relating to risk management implementation to the Board.

Article 5 Meeting Convention

The committee shall convene meetings at least once a year and may call a meeting at its discretion whenever necessary..

In calling a meeting of the Committee, a notice of the reasons for convening the meeting shall be given to each member at least 7 days in advance. In emergency circumstances, however, the meeting may be called on shorter notice.

The Committee meeting may be notified in writing, by e-mail, or by fax. A member of the Committee shall be elected as the convener and meeting chairman by and from the entire membership of the Committee. When the convener is on leave or unable to convene a meeting for any reason, the convener shall appoint another member on the Committee as acting convener; if the convener does not make such an appointment, a member of the Committee shall be elected by and from the other members of the Committee to serve as convener.

Article 6 Meeting Agendas and Attendance

The Committee's meeting agenda shall be drafted by the convener. Other members may also put forward proposals for discussion by the Committee. When a meeting of the Committee is held, an attendance book shall be made available for signing-in by members in attendance, and thereafter made available for reference.

Members of the Committee shall attend meetings in person; if a member is unable to attend in person, he/she may appoint another member as proxy to attend the meeting. Attendance via telecommunications is deemed as attendance in person.

A member of the Committee that appoints another member as proxy to attend a meeting of the Committee shall in each instance issue a written proxy stating the scope of authorization with respect to the items on the

meeting agenda, and one member may represent the presence of only one other member.

Article 7 Resolutions and Meeting Minutes

Resolutions at meetings of the Committee shall be adopted with the consent of one half or more of the entire membership. When a matter comes to a vote at a Committee meeting, if upon inquiry by the meeting chair no member voices an objection, the matter will be deemed approved, with the same effect as approval by vote. The result of the vote shall be announced immediately and recorded in writing. Discussions at a meeting of the Committee shall be included in the meeting minutes, which shall faithfully record the following:

1. The session, time, and place of the meeting.
2. The name of the meeting chairman.
3. Attendance by the members, including the names and the number of members present, excused, and absent.
4. The names and titles of those attending the meeting as non-voting participants.
5. The name of the minute taker.
6. The matters reported at the meeting.
7. Agenda items: For each proposal, the method of resolution and the result, and any objections or reservations expressed by the Committee members.
8. Extraordinary motions: The name of the mover; the method of resolution and the result for each motion; a summary of the comments of the members of the Committee and experts and other persons present at the meeting; and any objections or reservations expressed.
9. Other matters required to be recorded.

The attendance book constitutes part of the minutes for each meeting of the Committee; if the meeting is held via telecommunications, the audio and video materials also constitute part of the meeting minutes. The minutes of a Committee meeting shall bear the signature or seal of both the chairman and the minute taker, and a copy of the minutes shall be distributed to each director within 20 days after the meeting, reported to the board of directors. The minutes shall be deemed

important corporate records and appropriately preserved during the existence of the Company.

The meeting minutes of paragraph 2 may be produced and distributed in electronic form.

Article 8 Execution of Resolutions

The execution of tasks relating to resolutions adopted by the Committee may be delegated to the convener or other Committee members for follow-up, with a written or verbal report to be presented to the Committee during the implementation period. When necessary, the matter shall be presented for ratification or a report item at the next meeting of the Committee.

Article 9 Exercise of Powers

When the Committee calls a meeting, it may request directors, managers of relevant departments, internal audit officers, certified public accountants, attorneys, or other personnel of the Company to attend the meeting as non-voting participants and to provide pertinent and necessary information, provided that they shall leave the meeting when discussion or voting takes place.

The Committee may, at the expense of the Company, resolve to retain the service of an attorney, certified public accountant, or other professional to conduct a necessary audit or to provide advice on matters relating to the exercise of the Committee's powers.

Article 10 Implementation

This Charter, and any amendments hereto, shall come into in force after adoption by a resolution of the board of directors.