

# **TCC Group Holdings CO., LTD.**

## **Organizational Charter of the Nominating Committee**

Established on June 21, 2022

First Amended at November 10, 2023

### **Article 1 (Basis for Establishment)**

In order to strengthen the sound functions of the Company's Board of Directors and its management mechanism, "Organizational Charter of the Nominating Committee (hereinafter referred to as the Committee)" (hereinafter referred to as the Charter) was formulated to ensure compliance with the "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies".

### **Article 2 (Scope of Application)**

The responsibilities of the Committee shall be carried out in accordance with the provisions of the Charter, unless otherwise provided by law or charter.

### **Article 3 (Disclosure of Information)**

The Company shall publish the contents of the Charter in its annual report, company website or disclosures of TWSE Market Observation Post System (MOPS) for inquiry.

### **Article 4 (Number, Composition and Tenure of Members)**

The Board of Directors elects at least 3 directors to form the Committee. There should be more than half of the independent directors therein participating, and the Committee members shall select one member to serve as the convener. Unless otherwise provided by law or the Company's articles of association or rules, the tenure of a director to join the Committee shall be from the date of election by the Board of Directors until the expiration of the director's term, the resignation of the Committee or director, or the date on which the Board elects to replace the original director as a member of the Committee.

### **Article 5 (Powers of the Committee)**

The Committee, authorized by the Board of Directors, shall perform the following duties in a fiduciary capacity. It is also accountable to the Board and submits recommendations to the Board for discussion:

1. Criteria for the selection of directors (including independent directors) and executives are formulated to select, review and nominate candidates for directors and executives. Executives

include the CEO and general manager.

2. Director training plans, performance evaluations and member evaluations of the Board, and succession plan for executives are formulated and reviewed regularly.
3. Other matters that the Board of Directors directs the Committee to handle.

When performing the functions and powers mentioned in the preceding paragraph, those interested persons among the Committee members shall explain the important contents of their interests at the current Committee meeting. If such a person is likely to be harmful to the interests of the Company, s/he is not allowed to participate in discussions and voting, and s/he should avoid discussions and voting. This person may not exercise voting rights on behalf of other members of the Committee. It is deemed that a member has an interest in the matter if those who have an interest in the matters of the meeting include spouses, blood relatives to the second degree of consanguinity of members of the Committee, or companies that have a controlling or subordinate relationship with members of the Committee.

If the Board of Directors does not adopt the Committee's recommendation, more than two-thirds of all directors must be present, and more than half of the directors' present must agree to do so. Besides, the discrepancies and reasons should be stated in the minutes of the board meeting, and the Company should make an announcement in the TWSE Market Observation Post System (MOPS) within two days from the date of approval by the Board.

#### **Article 6 (Qualifications of Nominated Directors, including Independent Directors)**

In accordance with Paragraph 1, Item 1 of the preceding Article, the Committee shall address the following:

1. Based on the Company's scale and business nature, it shall determine and periodically review the number of directors and qualifications required. These qualifications include professional knowledge, technical skills, experience, gender diversity, and independence necessary for directors (including independent directors) of the Company.

The expertise and representativeness of the members of the Board of Directors should align with the Company's short-, medium-, and long-term development strategies. Candidates for directorships should meet, but are not limited to, the following criteria:

- (1) Personal expertise, abilities and experience. Such expertise and capabilities include finance, accounting, information management, legal practice, business management, etc.
- (2) Contributions to business or other professional domains.
- (3) Concurrent positions as directors or managers at other companies.

2. When nominating candidates for independent directors, it should pay attention to the nominee's qualifications, professionalism, integrity and any concurrent roles as directors, supervisors, committee members or chairs at other companies. Additionally, compliance with the "Securities and Exchange Act," the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies," and the conditions for independent directors set by Taiwan Stock Exchange. The primary consideration must be the long-term interests of the shareholders.

#### **Article 7 (Qualifications of Nominated Executives)**

1. **【CEO】** Candidates should be assessed based on, but not limited to, the following qualifications:
  - (1) Extensive experience serving as a general manager, CEO, or other senior executive in a large-scale industry, publicly listed company, or multinational organization.
  - (2) Demonstrated integrity, leadership skills, and the ability to effectively manage the Company. Candidates should have an outstanding reputation in business, possess integrity, an international outlook, and innovation capabilities. They should be able to adapt to changing circumstances and formulate short-, medium-, and long-term strategies and operational plans for corporate development.
2. **【General manager】** Candidates should be assessed based on, but not limited to, the following qualifications:
  - (1) Extensive experience serving as a general manager, CEO, or other senior executive in a large-scale industry, publicly listed company, or multinational organization.
  - (2) A strong ability to manage international business operations, including experience with new organization setups, international mergers and acquisitions, and skills in legal, financial, and banking evaluation and decision-making. Candidates should also have comprehensive management experience in areas of operational complexity, diversity, and risk. They should demonstrate effective communication, persuasion, and feedback skills in foreign languages to accomplish tasks successfully.

#### **Article 8 (Convocation and Meeting Notices)**

The Committee meets at least once a year and may hold meetings at any time as necessary.

The convening of the Committee shall state the purpose of the meeting and notify all members at

least three days before the meeting. However, this does not apply in case of emergency or with the consent of each committee member.

The Committee shall be convened by the convener and shall serve as the chairperson of the meeting. If the convener takes leave or is unable to convene a meeting for any reason, other committee members designated by the convener will act on his/her behalf. If the convener does not designate a proxy, other committee members will nominate a proxy from each other.

The Committee may invite managers from relevant departments of the Company, internal auditors, certified public accountants, legal advisors or other personnel to attend the meeting and provide relevant necessary information. However, they should leave during discussions and voting.

#### **Article 9 (Evaluation Process of Executives)**

Before candidates for the positions of Chief Executive Officer (CEO) and General Manager are submitted to the Committee, the Human Resources Department shall first review their qualifications and conduct assessments of their leadership capabilities and employment background. Following this evaluation, the results shall be reported to the Chairman, who will conduct an interview to confirm the candidate's suitability. Upon confirmation, the candidate's qualifications and evaluation results shall be submitted to the Committee for further review and assessment, with the Committee's recommendations subsequently submitted to the Board of Directors for discussion.

#### **Article 10 (Attendance and Resolution)**

The agenda of the Committee meeting is set by the convener, and other members can also provide proposals for discussion by the Committee. The meeting agenda should be provided to the Committee members in advance.

When the Committee convenes a meeting, the Company should set up a sign-in sheet for attendance members to sign in and make it available for review.

Committee members are expected to attend meetings in person. If unable to attend in person, s/he may entrust another member to attend on his or her behalf. Those who participate in the meeting via video conference will be deemed to have attended in person.

When a member of the Committee entrusts another member to attend the Committee on his or her behalf, s/he shall issue a power of attorney each time which enumerates the scope of authorization for the reason for convening.

The agent in Paragraph 3 is limited to being entrusted by one person.

When the Committee makes a resolution, unless otherwise specified by law, the Company's articles

of association, or its rules, the resolution shall require the attendance of at least two-thirds of the Committee members and the approval of more than half of those present.

#### **Article 11 (Meeting Minutes)**

Proceedings of the Committee shall be kept in minutes. The following matters should be recorded in detail in the minutes.

1. Session, time and location of meeting.
2. Name of Chairman.
3. Attendance status of members, including the names and number of those present, on leave and absent.
4. Names and professional titles of those present.
5. The name of record-keeper.
6. Matters reported.
7. Matters discussed - the resolution methods and results of each motion, as well as the objections or reservations of members.
8. Extempore motions: the name of the proposer, the content of the proposal, the resolution method and results of the motion, objections or reservations.
9. Other matters that should be recorded.

The sign-in sheet is considered part of the meeting record. The video and audio data are also part of the minutes if the conference is held via video conference.

The meeting minutes must be signed or stamped by the meeting chairman and the record-keeper. It shall be distributed to the members of the Committee within twenty days after the meeting. It shall be reported to the Board of Directors and included in the Company's important files which shall be kept for five years. The production and distribution of minutes can be done electronically.

Litigation concerning matters related to the Committee that occurred before the expiration of the retention period in the preceding paragraph shall be preserved until the termination of the litigation.

#### **Article 12 (Resources Provided by the Company as the Committee Exercises Its Powers)**

The Committee may appoint lawyers, professional staffing agencies, investment banks, certified public accountants, or other professionals to provide consultation and assistance on matters related to the Committee's powers. The expenses incurred for such services shall be borne by the Company.

The corporate governance section of the annual report shall disclose the circumstances in which the appointed professionals or institutions have assisted in performing duties, the relationship between

the appointees and the Company, and the expenses incurred.

### **Article 13 (Organizer of the Meetings)**

The Committee's organizer of the meeting is the secretary office of the Board of Directors, responsible for assisting the committee in planning the agenda, convening meetings, notifying meetings, conducting meetings, meeting minutes and other related matters. If executive matters are involved, the aforementioned matters shall be handled by the Human Resources Department.

### **Article 14 (Others)**

The Charter shall be implemented after it is approved by the Board of Directors, and the same shall apply when it is amended.