

# **Rules of Order for the Board of Directors Meeting**

## **The Far EasTone Telecommunications Co., Ltd.**

Approved by Board of Director Meeting on 2021/5/6

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| Article 1 | The Board of Directors Meetings of the Company shall abide by these Rules of Order for the Board of Directors Meeting (the “Rules”) unless otherwise provided for in the laws, regulations or the Company’s Articles of Incorporation.  |
| Article 2 | <p>The board of directors meeting shall convene once each quarter. The notices to the meeting shall bear agenda of the meeting and be served to all directors seven days in advance. The meeting may be held at any time in case of an emergency.</p> <p>The meeting notice provided in preceding paragraph could be issued by e-mail or facsimile.</p> <p>A board of directors meeting shall be held at the location and during the business hours of the company, or at a place and time convenient to all directors and suitable for holding such a meeting.</p>   |
| Article 3 | <p>The board of directors meeting called by the chairman shall be chaired by the chairman, provided that the first board of directors meeting of every session shall be called and chaired by the director who won most ballots in the election; if there are two or more directors so entitled to call the meeting, directors shall choose one person by and from among themselves to act as convener.</p> <p>If the board of directors meeting is called by the majority or more of the directors according to the Company Act, directors shall choose one person by and from among themselves to act as convener.</p>          |
| Article 4 | In case the Chairman of the board of directors is on leave or not able to exercise his power and for any cause, the Vice Chairman shall act on his behalf. If there is no Vice Chairman or the Vice Chairman is also not able to exercise his power in case of absence or for cause, the Chairman shall designate one of the managing directors to act on his behalf. If there is no establishment of managing directors, the Chairman shall designate one director to act on his behalf. In the absence of such a designation, the managing directors or the directors shall elect from among themselves as the acting Chairman. |
| Article 5 | <p>The board of directors shall be provided with appropriate and timely information which is sufficient for them to make decisions and to perform director functions.</p> <p>Strategy &amp; Finance Division (S&amp;F) shall prepare agenda items for board of directors meetings and provide sufficient meeting materials, to be sent together with the notice of the meeting.</p> <p>If a director is of the opinion that the meeting materials provided are insufficient in content may request S&amp;F to supplement the</p>  |

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|             | <p>materials. S&amp;F shall respond within 3 days. If a director is of the opinion that materials concerning any proposal are insufficient in content, the deliberation of such proposal may be postponed by a resolution of the board of directors.</p> <p>The Company shall appoint the Corporate Governance Officer to handle information requested by directors and to respond within 7 days, in an attempt to timely and effectively facilitate the board of directors to exert their proper functions.</p> <p>All directors of the Company are provided with support from the Corporate Governance Officer, so as to ensure the compliance with procedures of board of directors meeting and regulatory requirements, and the sound communication of information among directors and between directors and managerial divisions.</p> |
| Article 5-1 | <p>Agenda items for regular board of directors meetings shall include at least the following:</p> <ol style="list-style-type: none"> <li>1. Reports: <ol style="list-style-type: none"> <li>(1) Minutes of the last meeting and review the follow-up actions.</li> <li>(2) Reporting on important financial and business matters (including the first, second, and third quarters financial reports).</li> <li>(3) Internal Audit Update.</li> <li>(4) Other important reports.</li> </ol> </li> <li>2. Matters to be Ratified</li> <li>3. Matters to be Discussed: <ol style="list-style-type: none"> <li>(1) Items of discussion reserved for this meeting.</li> <li>(2) Items for discussion at this meeting.</li> </ol> </li> <li>4. Extempore motions.</li> </ol>   |
| Article 5-2 | <p>The Company shall submit the following items to the board of directors for discussion:</p> <ol style="list-style-type: none"> <li>1. Business plan.</li> <li>2. Annual financial reports.</li> <li>3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act and the assessment of the effectiveness of the internal control system.</li> <li>4. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of capital lending to others, and providing endorsements or guarantees to others.</li> </ol>  |

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|             | <p>5. The offering, issuance, or private placement of any equity-type securities.</p> <p>6. The appointment or discharge of chief financial, accounting, or internal audit officer.</p> <p>7. A donation to a related party or a major donation to a non-related party. However, a public welfare donation of disaster relief for a major natural disaster may be submitted to the following board of directors meeting for ratification.</p> <p>8. Any matter required by Article 14-3 of the Securities and Exchange Act, other laws, regulations, or bylaw to be approved by resolution at a shareholders' meeting or a meeting of the board of directors, or any such significant matter as may be prescribed by the competent authority.</p> <p>The term "related party" in subparagraph 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 "major donation to a non-related party" means any individual donation, or cumulated donations within a 1-year period to a same recipient, in an amount of NT\$100 million or more, or in 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.</p> <p>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 is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.</p> <p>The Board meetings shall have at least one Independent Director to attend in person. With respect to the discussion of matters specified under paragraph 1, each independent director shall attend the meeting in person, or give a proxy to another independent director. If an independent director dissents to or expresses reservations about the matter, it shall be recorded in the minutes of the board meeting; an independent director intending to express objection or reservations but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the meeting minutes.</p> <p>All matters set out in preceding paragraph shall be specified in the notice of the reasons for calling a board of directors meeting; none of them may be raised by an extempore motion except in the case of an emergency or legitimate reason.</p> |
| Article 5-3 | <p>Except the matters which shall be discussed by the board of directors under paragraph 1 of the preceding Article, with respect to the level and content of delegation by the board of directors in accordance with laws and regulations or the Company's articles of incorporation, shall be concrete and specific.</p>   |

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| Article 6   | Upon a board of directors meeting, the attendance book shall be prepared for the attending directors, and all data concerned shall be prepared available to the attending directors for their reference.   |
| Article 7   | All directors shall attend a board of directors meeting in person. A director who is not able to attend the meeting in person may authorize another director to attend as a proxy on his behalf. A director who attends the meeting through a video conference shall be deemed present in person.  |
| Article 8   | A director who authorizes another director to attend a board of directors meeting on his behalf shall duly issue the proxy for each meeting, specifying the scope of the authorized powers. A director who acts as a proxy may represent only one other director.  |
| Article 9   | <p>The Chairman may, in line with the needs of the contents of the meeting, appoint as observers, personnel of relevant departments or subsidiaries concerned to attend the meeting to help directors better understand the Company's situations and, in turn, come to made appropriate decisions.</p> <p>When necessary, the company may also invite certified public accounts, attorneys, or other professionals to attend and to make explanatory in the meeting. The professionals shall leave the meeting when deliberation or voting takes place.</p>  |
| Article 9-1 | <p>When the time of a meeting has arrived and one-half all board directors are not present, the meeting chairman may announce postponement of the meeting time, provided that only two postponements may be made. If the quorum is still not met after two such delays, the chairman shall re-call the meeting following the procedures provided in Article 2.</p> <p>The term "all board directors" as used in the preceding paragraph and in Article 16, paragraph 2, subparagraph 2 shall be calculated as the number of directors then in office.</p>  |
| Article 9-2 | <p>The proceedings of a board meeting shall be conducted in a predetermined order of agenda items as stated in the meeting notice. However, the order may be changed with the approval of a majority of directors present at the meeting.</p> <p>The meeting Chairman may not dismiss the meeting at will unless with the approval of a majority of directors present at the meeting.</p> <p>If at any time during the procedure of a board of directors meeting the directors present at the meeting are less than half of the directors attending the meeting, the Chairman shall declare a suspension of meeting upon motion by the directors sitting at the meeting, in which case the preceding Article shall apply mutatis mutandis.</p> |
| Article 10  | The chairman may announce discontinuation of discussion and refer the proposal for resolution through voting if he considers it the right timing to come to the final decision through voting.   |
| Article 11  | All directors shall strictly discipline themselves and if any director or a juristic person represented by a director has a conflict of  |

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|            | <p>interest status with respect to any agenda item, the director shall elaborate the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interests of the Company, the director may not participate in deliberation, shall recuse himself during discussion and voting and may not act as another director's proxy to exercise voting rights on that matter.</p> <p>Where the spouse, a blood relative within the second degree of kinship of a director, or any company which has a controlling or subordinate relation with a director has interests in the matters under discussion in the meeting of the preceding paragraph, such director shall be deemed to have a personal interest in the matter.</p> <p>In the event that a director violates the principle of recusal and joins the voting, his voting shall not be counted as one attending director.</p> |
| Article 12 | Each director holds one voting power. Unless otherwise provided for in the Securities and Exchange Act and Company Act, a resolution by the board of directors meeting shall requires a majority vote in the meeting that is attended by a majority of directors.  |
| Article 13 | <p>In deciding an agenda item, if no dissents opinion avails after the Chairman consults with all attending directors, the item is deemed having been resolved.</p> <p>Except for proposals being passed with no dissents opinion, the Chairman shall choose one of the following methods to resolve unless there is objection, the method of voting shall be determined by a majority vote:</p> <ol style="list-style-type: none"> <li>1. Voting by raising hands or by ballot machine.</li> <li>2. Voting by announcing names.</li> <li>3. Voting by ballots.</li> </ol> <p>Attending directors Aforementioned do not included those who could not vote according to the paragraph 1 of Article 11.</p>  |
| Article 14 | In the event that a same agenda issue is composed both of an amendment or an alternative proposal, the chairman shall determine the order of voting in line with the original agenda. In the event that any one proposal is resolved, other issues are deemed rejected and for which no voting shall be called.  |
| Article 15 | Where necessary to install balloting scrutinizers and balloting counters, the chairman shall appoint personnel to count the ballots. All attending directors shall be the ballot scrutinizers.   |
| Article 16 | <p>Minutes shall be prepared of the interpellation at board of directors meetings; the minutes shall truthfully record the following:</p> <ol style="list-style-type: none"> <li>1. Session (or year), time, and place of the meeting.</li> </ol>  |

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|  | <ol style="list-style-type: none"> <li>2. Name of the chair.</li> <li>3. Attendance status of directors at the meeting, including the names and number of members attending, excused, and absent.</li> <li>4. Names and titles of those sitting in the meeting.</li> <li>5. Name of minutes taker.</li> <li>6. Matters to be reported.</li> <li>7. Matters to be discussed: the method of resolution and the result for each resolution; a summary of the comments made by directors, experts, and other persons; the name of any director that is an interested party as referred to in Paragraph 1 of the Article 11, elaboration of the important aspects of the relationship of interest, the reasons why the director was required or was not required to recuse, and the status of their recusal; dissents opinions or reservations so recorded at the meeting or written statement for the same; and any opinion issued in writing by an independent director under the Paragraph 2 of the Article 5-2.</li> <li>8. Extempore motions: the name of the mover; the method of resolution and the result for each motion; a summary of the comments made by directors, experts, or other persons; the name of any director that is an interested party as referred to in Paragraph 1 of the Article 11, elaboration of the important aspects of the relationship of interest, the reasons why the director was required or was not required to recuse, and the status of their recusal; dissents or reservations at the meeting that were included in records or stated in writing.</li> <li>9. Other matters required to be recorded.</li> </ol> <p>Any of the following matters in relation to a resolution passed at a meeting of the board of directors shall be stated in the meeting minutes and within two days of the meeting be published on an information reporting website designated by the competent authority:</p> <ol style="list-style-type: none"> <li>1. Any matter about which an independent director expresses an objection or reservation that has been included in records or stated in writing.</li> <li>2. If the company has an audit committee, any matter that has not been passed by the audit committee, but has been adopted with the approval of two-thirds or more of all board directors.</li> </ol> <p>The attendance book forms a part of the minutes for each board of directors meeting. The minutes shall be duly signed or sealed by the Chairman and the minutes taker, served to all directors and persons sitting in the meeting within twenty days after the meeting, and shall be archived as major files of the Company throughout the period that the Company exists. The production and distribution of the meeting minutes may be done by electronic form.</p> |
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| Article 17 | <p>The Company shall record the entire proceedings of meeting of board of directors by audio or video means, and keep in electronic form or otherwise the recordings for at least five years.</p> <p>If, prior to the end of the preservation period, a lawsuit arises with respect to a resolution of a board of directors meeting, the relevant audio or video recordings shall be preserved for a further period until the end of the litigation.</p> <p>Where a board of directors meeting is held via video-conference, the video recordings of the meeting form a part of the meeting minutes and shall be preserved throughout the period during which the Company exists.</p> <p>Where a resolution by the board of directors meeting proves to violate the laws or regulations, the Company's articles of incorporation, and thus injures the Company, the director who objects the decision, as proven by the minutes or written declaration, is free of the responsibility of indemnity.</p> |
| Article 18 | <p>Any matters not adequately covered herein shall be subject to the Securities and Exchange Act, Company Act, and other laws and regulations concerned.</p>  |
| Article 19 | <p>These Rules shall come into enforcement after being resolved by the board of directors, and any future amendments applies the same procedure.</p>  |