

Nichidenbo Corporation

Procedures for Election of Directors

Approved by the shareholders' meeting on June 15th, 2023

- Article 1 Except as otherwise provided by law and regulations or the Articles of Incorporation, the Company's election of directors shall be conducted in accordance with these Procedures.
- Article 2 The election of the Company's directors shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act. The registered cumulative method shall be used for election of the directors at the Company. The number of the attendance cards printed on the ballots may be used instead of recording the names of the voters. Unless otherwise provided or limited by law, the number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates. The qualifications and selection of the independent directors of the Company shall meet the requirements set forth in the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies" and the Corporate Governance Best Practice Principles for "TWSE/TPEX Listed Companies".
- Article 3 The independent directors and non-independent directors of the Company shall be elected by the shareholders' meeting from the candidate list according to the number of seats specified in the Company's Articles of Incorporation and the results of the tally of the ballots. as specified in the relevant announcements. Voting through electronic voting, videoconferencing platform, and ballots will be counted. The candidates receiving the largest number of voting rights on the ballots were elected as independent directors or non-independent directors in that order. When two or more persons receive the same number of votes, thus exceeding the number of seats to be elected, their winners shall draw lots to determine the winner, with the chairman drawing lots on behalf of any person absent or any person not in attendance.
- Article 4 Ballots shall be prepared by the person having the right to convene in numbers corresponding to the directors to be elected, with the number of voting rights specified therein, distributed to the attending shareholders for the purpose of exercising their right. To vote by electronic means or through a video conference platform, no separate ballots shall be prepared and issued.
- Article 5 Prior to the commencement of an election, the Chairman is to appoint a number of vote-monitoring personnel in the capacity of shareholders and a number of vote-counting personnel to perform the respective duties of the election.

- Article 6 The ballot boxes shall be prepared by the person with the right to convene and publicly checked by the vote monitoring personnel before voting commences.
- Article 7 The ballots for directors shall be counted according to the votes casted by the independent directors and the non-independent directors in the ballots together and elected separately.
- Article 8 A ballot is invalid under any of the following circumstances:
- (1) A ballot not prepared by a person with the right to convene.
 - (2) Blank ballots are cast into the ballot box.
 - (3) The handwriting is illegible or altered.
 - (4) The candidate entered does not conform to the director candidate list.
 - (5) Other words or marks are entered in addition to the number of allocated voting rights.
 - (6) Two or more candidates are indicated on the same ballot.
 - (7) The total number of voting rights cast by the voters exceeds the total number of voting rights held by the voters.
 - (8) The number of candidates entered exceeds the quorum to be elected.
 - (9) Ballots that have not been placed in the ballot boxes.
 - (10) Other violations of laws, Articles of Incorporation, or related regulations.
- Article 9 The voting rights shall be calculated on the spot after the end of the poll. The results of the list of elected directors and the number of votes shall be announced by the chairman or the emcee immediately on site, including the names of those elected as directors and the numbers of votes with which they were elected.
- The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.
- Article 10 The Board of Directors of the Company shall issue notifications to the persons elected as directors.
- Article 11 These Procedures shall take effect after having been approved by a shareholders' meeting. Subsequent amendments thereto shall be effected in the same manner.
- These Procedures were enacted on July 22, 2021.
- The 1st amendment was made on June 15, 2023.