

# **Inventec Corporation**

## **Procedures for Election of Directors**

### Article 1

To ensure a just, fair, and open election of directors, elections of directors shall be conducted in accordance with the Procedures adopted pursuant to Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies unless applicable laws and regulations or articles of incorporation provide otherwise.

### Article 2

Directors shall be elected in the shareholders' meeting.

### Article 3

The overall composition of the board of directors shall be taken into consideration in the selection of the Corporation's directors. Besides, the Company shall consider of variety to compose of the board of directors and think about operation, operation type and development demand to make an appropriate diversity policy, including but not limited to the following standards: 1. Basic conditions and value: gender, age, nationality and culture. 2. Professional knowledge and techniques: professional background (like legislation, accounting, industry, finance, marketing or technology), professional techniques and industrial experience. Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the board as a whole are as follows: the ability to make judgments about operations, Accounting and financial analysis ability, Business management ability, Crisis management ability, Knowledge of the industry, International market perspective, Leadership ability, Decision-making ability.

### Article 4

When the position of independent director has been created, the election of independent directors of this Corporation shall comply with the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and shall be conducted in accordance with the Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies. At least one of the independent directors should have accounting or financial specialty.

### Article 5

The number of directors will be as specified in this Corporation's articles of incorporation. The election shall adopt the candidate nomination system which is conformed to the Article 192-1 of the Company Act, and the shareholders shall elect the directors from the list of the nominated candidates. Independent and non-independent directors shall be elected at the same time but on

separate ballots. Except where the Competent Authority has granted approval, the following relationships may not exist among more than half of a company's directors:

1. A spousal relationship.
2. A familial relationship within the second degree of kinship.

When a company convenes a shareholder meeting for the election of directors and the original selectees do not meet the conditions of the two preceding paragraphs, the election of the director receiving the lowest number of votes among those not meeting the conditions shall be deemed invalid.

#### Article 6

The cumulative voting system shall be used for election of the directors at this Corporation. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates. A person with the right to convene shall prepare separate ballots for directors in numbers corresponding to the directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

#### Article 7

The number of directors shall calculate the voting rights of independent directors and non-independent directors separately in accordance with Articles of Incorporation and approved by board of director. Those receiving ballots representing the highest numbers of voting rights will be elected separately in turn according to their respective numbers of votes. The position left vacant by such decision shall be filled by the candidate with the next most votes in the original election before the date the new registration license .When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

#### Article 8

Before the election begins, the chair shall appoint a number of persons to perform the respective duties of vote monitoring and counting personnel. All monitoring personnel shall be shareholders of this Corporation.

#### Article 9

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 10

A ballot is invalid under any of the following circumstances:

1. The ballot was not prepared by the person with the right to convene.
2. A blank ballot is placed in the ballot box.
3. The writing is unclear and indecipherable or has been altered.
4. The candidate whose name is entered in the ballot do not match the list of candidates of directors after cross-check.
5. Other words or marks are entered in addition to the number of voting rights allotted.
6. The name of the candidate entered in the ballot is identical to that of another shareholder, but no shareholder account number or identity card number is provided in the ballot to identify such individual.

#### Article 11

The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, and the list of fail to be elected directors and the numbers of votes which they were obtained, shall be announced by the chair on the site.

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 12

The board of directors of this Corporation shall issue notifications to the persons elected as directors.

#### Article 13

These Procedures, and any amendments hereto, shall be implemented after approval by a shareholders meeting.

(The Procedures were amended on July. 22<sup>th</sup>, 2021.)