

# **Catcher Technology Co., Ltd.**

## **Rules of Procedure for the Board of Directors**

Amended on March 10, 2020

### **Article 1**

To establish a sound corporate governance system for the Board of Directors, strengthen supervisory functions, and enhance management capabilities, these Rules are formulated in accordance with Article 2 of the "Regulations Governing Procedure for Board of Directors Meetings of Public Companies".

### **Article 2**

The rules of procedure for the Company's Board of Directors shall be governed by these Rules with respect to the main agenda items, operational procedures, matters to be recorded in the meeting minutes, disclosures, and other compliance requirements.

### **Article 3**

The Company's Board of Directors shall convene at least once every quarter.

The convocation of the Board meeting shall specify the agenda and notify all Directors and supervisors at least seven days in advance, via email or fax. However, in case of emergencies, meetings may be convened at any time.

Matters listed under Paragraph 1 of Article 12 of these Rules, except in cases of sudden emergencies or justifiable reasons, shall be included in the meeting notice and shall not be raised as special motion proposals.

### **Article 4**

The Finance Department is designated by the Board to handle meeting affairs.

This unit is responsible for preparing the agenda and providing comprehensive meeting materials, which shall be distributed along with the meeting notice.

If any Director considers the information provided to be insufficient, they may request additional materials from the meeting affairs unit.

Should any Director find the meeting materials inadequate, the Board may resolve to defer the discussion.

### **Article 5**

When convening a Board meeting, an attendance sheet shall be provided for the attending Directors to sign for record-keeping purpose.

Directors shall attend Board meetings in person. If unable to do so, they may appoint another Director as a proxy in accordance with the Company's Articles of Incorporation. Participation via video conference shall be deemed as attendance in person.

When a Director appoints another Director as a proxy, a written proxy shall be submitted for each meeting, specifying the scope of authorization with respect to the meeting agenda.

A proxy may act on behalf of only one Director per meeting.

#### **Article 6**

The time and venue of the Company's Board meetings shall be held at the Company's place of business during working hours, or at a location and time convenient for Directors and appropriate for holding Board meetings.

#### **Article 7**

The Company's Board of Directors shall be convened and chaired by the Chairperson. However, the first Board meeting of each term shall be convened by the Director who received the greatest number of voting rights at the shareholders' meeting, and that convening Director shall serve as the meeting's chair. If more than one Director qualifies, they shall elect one among themselves to convene and chair the meeting.

If the Chairperson is on leave or otherwise unable to exercise his or her duties, the Vice Chairperson shall act as Chair. If there is no Vice Chairperson, or if the Vice Chairperson is likewise unavailable, the Chairperson shall appoint one Executive Director to act in their stead. If no Executive Director has been appointed, the Chairperson shall designate another Director to act. Should the Chairperson fail to designate a proxy, the Executive Directors – or, if none are in office, the Directors – shall elect one among themselves to act as Chair.

#### **Article 8**

When the Company's Board of Directors convenes, the management department (or the meeting affairs unit designated by the Board) shall prepare and provide relevant materials for Directors' reference during the meeting.

Depending on the nature of the agendas, relevant managerial personnel who are not members of the Board may be invited to attend. If necessary, external professionals such as accountants, legal counsel, or other experts may also be invited to participate.

Once the scheduled meeting time has arrived and a majority of the Directors are present, the Chairperson shall declare the meeting in session.

If less than half of the Directors are present at the scheduled time, the Chairperson may announce a postponement. Postponements shall be limited to a maximum of two, and the total delay shall not exceed one hour.

If a quorum is still not met after two postponements, the Chairperson may reconvene the meeting in accordance with the procedures stipulated in Paragraph 2 of Article 3.

The term "all Directors" as referred to in the preceding paragraph shall be calculated based on the number of Directors currently in office.

## **Article 9**

The entire proceedings of the Company's Board meetings shall be recorded or videotaped for documentation purposes and retained for a minimum of five years. Such records may be stored electronically.

If any legal proceedings arise related to resolutions passed by the Board before the expiration of the retention period, the relevant audio or video recordings shall be preserved until the conclusion of the litigation.

For meetings held via video conferencing, the audiovisual recordings shall form part of the meeting minutes and must be properly retained throughout the duration of the Company's existence.

## **Article 10**

The agenda of regular Board meetings shall include, at a minimum, the following matters:

### **1. Reported matters**

- (1) Minutes and follow-ups from the previous meeting
- (2) Material financial and business reports
- (3) Internal audit reports
- (4) Other important reported matters

### **2. Matters for discussion**

- (1) Matters reserved for discussion from the previous meeting.
- (2) Matters scheduled for discussion at the current meeting.

### **3. Special motion**

## **Article 11**

The Board of Directors shall conduct meetings according to the agenda specified in the meeting notice. However, the agenda may be amended with the consent of a majority of the Directors present.

Without the approval of a majority of the Directors present, the Chairperson shall not unilaterally declare the meeting adjourned.

If, during the course of a Board meeting, the number of Directors present falls below a majority of those originally in attendance, the Chairperson shall, upon the proposal of the Directors still present, announce a suspension of the meeting and apply the provisions Paragraph 4 of Article 8 accordingly.

## **Article 12**

The following matters shall be submitted to the Company's Board of Directors for discussion:

1. The Company's operational plans.
2. The annual and semi-annual financial reports.
3. The establishment or revision of the internal control system in accordance with Article 14-1 of the Securities and Exchange Act (hereinafter referred to as the "Securities and Exchange Act").

4. The establishment or amendment of procedures for major financial transactions such as acquisition or disposal of assets, engaging in derivative transactions, lending funds to others, endorsing for others, or providing guarantees, in accordance with Article 36-1 of the Securities and Exchange Act.
5. The raising, issuance, or private placement of equity-type securities.
6. The appointment or removal of senior personnel in finance, accounting, or internal audit.
7. Other matters required by the Securities and Exchange Act Article 14-3, other laws or the Company's Articles of Incorporation to be resolved by the shareholders' meeting or submitted to the Board for resolution, as well as significant matters prescribed by competent authorities.

Independent directors shall personally attend or appoint another independent director as proxy to attend Board meetings for matters requiring Board resolution under Article 14-3 of the Securities and Exchange Act.

If an independent director has dissenting or reserved opinions, such opinions shall be recorded in the Board meeting minutes.

If an independent director is unable to attend the Board meeting in person to express dissenting or reserved opinions, except for justifiable reasons, they shall submit a written opinion in advance, which shall be included in the Board meeting minutes.

### **Article 13**

When the Chairperson believes that the discussion on a proposal has reached a stage suitable for voting, they may announce the end of the discussion and proceed to a vote.

If, upon the Chairperson's inquiry, all Directors present raise no objections, the proposal shall be deemed approved, with the same effect as a formal vote passing. If any objections are raised, the proposal shall be put to a vote.

The Chairperson shall select one of the following voting methods, but if any objections arise from those present, the majority opinion shall determine the method:

1. Voting by a show of hands or electronic voting device.
2. Roll-call voting.
3. Ballot voting.

The term "all Directors present" in the preceding paragraph excludes Directors who are prohibited from voting in accordance with Paragraph 1 of Article 15.

### **Article 14**

Unless otherwise stipulated by the Securities and Exchange Act or the Company Act, resolutions of the Company's Board of Directors require the presence of a majority of Directors and must be approved by a majority of those present.

When amendments or alternative proposals are submitted for the same motion, the Chairperson shall determine the order of voting along with the original proposal. However, once any proposal is approved, all other proposals shall be considered rejected and need not be voted on.

If deemed necessary, the Chairperson shall appoint vote supervisors and counters, who must be Directors.

The voting results shall be announced promptly and recorded in the meeting minutes.

#### **Article 15**

If a Director has a conflict of interest concerning any matter under discussion that may potentially harm the Company's interests, the Director may present opinions and respond to inquiries but shall not participate in the discussion or vote on the matter. The Director must recuse themselves from both discussion and voting and is not permitted to act as a proxy for other Directors to exercise voting rights.

Resolutions of the Company's Board of Directors shall be handled in accordance with Paragraph 2 of Article 180, as applied mutatis mutandis by Paragraph 2 of Article 206 of the Company Act for Directors who are prohibited from voting under the preceding provision.

#### **Article 16**

Meeting minutes shall include the following items:

1. The session (or year) of the meeting and its time and location.
2. The name of the Chairperson.
3. The attendance status of Directors, including the names and number of those present, on leave, or absent.
4. The names and titles of those attending the meeting.
5. The name of the minute taker.
6. Reported matters.
7. Matters for discussion: the resolution method and outcome of each proposal; summaries of comments made by Directors, supervisors, experts, and other participants; any dissenting or reserved opinions that are recorded or submitted in writing; and written opinions issued by independent Directors in accordance with Paragraph 2 of Article 12.
8. Ad hoc motions: the name of the proposer, the resolution method and outcome of the proposal, summaries of comments made by Directors, supervisors, experts, and other participants, and any dissenting or reserved opinions that are recorded or submitted in writing.
9. Other matters that must be recorded.

If any resolution of the Board includes dissenting or reserved opinions from independent Directors that are recorded or submitted in writing, such opinions must not only be included in the meeting minutes but also publicly disclosed and reported via the Market Observation Post System (MOPS) designated by the Financial Supervisory Commission within two days of the Board meeting.

The Board meeting attendance sheet shall form part of the meeting minutes and must be properly retained throughout the Company's existence.

The minutes must be signed or sealed by both the Chairperson and the minute taker and distributed to all Directors and supervisors within 20 days after the meeting. The minutes shall be included in the Company's important records and permanently and properly preserved for the duration of the Company's existence.

The preparation and distribution of the meeting minutes may be done electronically.

#### **Article 17**

Except for the matters listed under Paragraph 1 of Article 12 that must be submitted to the Board of Directors for discussion, any delegation of the Board's authority during the recess period must be in accordance with laws or the Company's Articles of Incorporation. The scope, content, or matters authorized must be specific and clearly defined; blanket authorizations are not permitted.

The scope of such delegation may include the following:

1. Establishing and assessing effective and appropriate internal control systems.
2. Appointing and supervising managerial personnel.
3. Reviewing the Company's management decisions and operational plans.
4. Reviewing and setting the Company's financial objectives.
5. Overseeing the Company's operational performance.
6. Evaluating, inspecting, supervising, and addressing various risks faced by the Company.
7. Ensuring the Company's compliance with applicable laws and regulations.
8. Planning the Company's future development direction.
9. Building and maintaining the Company's image and fulfilling its corporate social responsibilities.
10. Appointing and communicating with professionals such as accountants and legal counsel.
11. Other related matters.

#### **Article 18**

These rules of procedure shall take effect upon approval by the Company's Board of Directors. Any amendments thereto shall also be subject to Board approval.