

Catcher Technology Co., Ltd.

Remuneration Committee Charter

Amended on March 10, 2020

Article 1 The Basis

In accordance with Article 3 of the Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Taiwan Stock Exchange or the Taipei Exchange (hereinafter referred to as the “Regulations”), this Remuneration Committee Charter (hereinafter referred to as the “Charter”) is established for compliance purposes.

Article 2 Scope of Applications

Matters relating to the authority and functions of the Company’s Remuneration Committee (hereinafter referred to as “the Committee”) shall be governed by the provisions of these Rules, except where otherwise provided by applicable laws or the Articles of Incorporation.

Article 3 Function of the Committee

The function of the Committee is to objectively and professionally evaluate the Company’s compensation policies and systems for Directors and managerial officers, and to provide recommendations to the Board of Directors for its decision-making reference.

Article 4 Composition of the Committee

Members of the Committee shall meet the professional qualifications and work experience requirements set forth in Article 5 of the Regulations Governing the Powers and Duties of the Remuneration Committee, and shall not be subject to any restrictions or prohibitions specified in Article 6.

Committee members shall be appointed by resolution of the Board of Directors. The Committee shall consist of no fewer than three members, and shall include at least one Independent Director.

The Committee shall elect an Independent Director from among all members to serve as the convener and chairperson, and to act as the Committee’s representative in external affairs.

Article 5 Term of Office and By-election of the Committee

The term of office of the Committee members shall coincide with that of the Board of Directors by which they were appointed.

In the event that a member is dismissed or otherwise vacates their position, resulting in fewer than three members remaining on the Committee, the Board of Directors shall appoint a replacement within three months from the date on which the fact occurred.

In addition, the Company shall make a public announcement and file a report via the information reporting website designated by the competent authority within two days from the date on which the fact occurred.

Article 6 Duties and Responsibilities

The Committee shall exercise the due care of a prudent administrator and faithfully perform its responsibilities. Recommendations made by the Committee shall be submitted to the Board of Directors for consideration. The Committee is responsible for the following:

1. Establishing and periodically reviewing policies, systems, standards, and structures for the performance evaluation and remuneration of the Company's Directors and managerial officers.
2. Regularly evaluating and determining the remuneration packages of Directors and managerial officers.

In performing the above duties, the Committee shall adhere to the following principles:

1. Ensure that the Company's remuneration framework complies with applicable laws and regulations and is adequate to attract and retain qualified and capable talent.
2. Evaluate the performance and remuneration of Directors and managerial officers with reference to industry benchmarks, the individual's time commitment, scope of responsibilities, concurrent roles, historical compensation for similar positions, and a reasonable correlation between individual performance and the Company's operating results, progress toward short- and long-term business objectives, financial status, and future risk exposures.
3. Avoid creating remuneration structures that incentivize behavior inconsistent with the Company's risk tolerance.
4. When determining bonus payments or the timing of variable compensation based on short-term performance, give due consideration to the industry context and the nature of the Company's business.

5. In the event a Committee member's remuneration is under discussion, the member shall fully disclose relevant information during the meeting. Where a conflict of interest may impair the interests of the Company, the member shall recuse themselves from both discussion and voting, and may not exercise voting rights on behalf of other members.

For the purposes of the preceding two paragraphs, the term "remuneration" includes, but is not limited to, cash compensation, stock options, profit-sharing, retirement benefits, severance payments, allowances, and other substantive forms of incentive. The scope of remuneration shall conform to the provisions concerning Directors and managerial officers as prescribed in the Regulations Governing Information to be Published in Annual Reports of Public Companies. Where the remuneration of Directors or managerial officers of the Company's subsidiaries is subject to final approval by the parent company's Board of Directors in accordance with the subsidiaries' hierarchical decision-making procedures, the matter shall first be reviewed and recommended by the parent company's Remuneration Committee prior to submission to the Board.

Article 7 Convening of Meetings

The Committee shall convene no fewer than two meetings per year. A meeting notice specifying the agenda shall be provided to all members at least seven days prior to the meeting date, except in cases of emergency.

In the event that the convener is on leave or otherwise unable to perform their duties, another Independent Director on the Committee shall be appointed by the convener to act as proxy. If no Independent Director is available, the convener shall designate another Committee member. If no such designation is made, the Committee members shall elect one member from among themselves to act in that capacity.

Article 8 Agenda Setting and Meeting Procedures

Meeting agendas shall be determined by the convener. Committee members may also submit proposals for inclusion on the agenda. The finalized agenda shall be distributed to all members in advance of the meeting.

A sign-in sheet shall be made available at each meeting for documentation of attendance. Members are expected to attend meetings in person. If a member is unable to attend, they may authorize another member to attend on their behalf by issuing a written proxy that clearly specifies the scope of delegation. Each member may serve as proxy for only one other member. Attendance via

video conferencing shall be regarded as equivalent to attendance in person.

Article 9 Resolutions

Unless otherwise stipulated by applicable laws or the Company's Articles of Incorporation, resolutions of the Committee shall be adopted with the approval of a majority of all Committee members.

Where the chairperson calls for objections and none are raised, the resolution shall be deemed adopted with the same force and effect as a formal vote. Voting results shall be announced during the meeting and duly recorded in the meeting minutes.

Article 10 Meeting Minutes

Deliberations of the Committee shall be recorded in written minutes, which shall include the following details:

1. The meeting term, date, and venue.
2. The name of the Chairperson.
3. The attendance status of each Committee member, including names and number of those present, on leave, or absent.
4. The names and titles of non-Committee attendees.
5. The name of the meeting recorder.
6. Reported matters.
7. Matters for discussion: the resolution method and outcome for each proposal; the name(s) of any member(s) involved in remuneration matters concerning themselves as specified under Subparagraph 5 of Paragraph 2 of Article 6; the content of their remuneration; details of any recusals; and any dissenting or reserved opinions expressed by Committee members.
8. Special motions: the name of the proposer; the resolution method and outcome; summaries of remarks made by Committee members, experts, or other participants; the name(s) of any member(s) involved in remuneration matters concerning themselves as specified under Subparagraph 5 of Paragraph 2 of Article 6; the content of their remuneration; details of any recusals; and any dissenting or reserved opinions expressed by Committee members.
9. Any other matters required to be recorded.

The sign-in sheet is an integral part of the meeting minutes. For meetings held via video conferencing, the audiovisual record shall also be considered part of the meeting minutes.

Minutes shall be signed or sealed by the chairperson and the minute taker, and distributed to all Committee members within 20 days after the meeting. Minutes shall be reported to the Board of Directors and retained as an important Company record for five years. Preparation and distribution may be done electronically.

If legal proceedings involving matters discussed by the Committee arise before the expiry of the retention period, the minutes shall be preserved until the conclusion of such proceedings.

Article 11 Implementation of Resolutions

For matters resolved by the Committee, implementation may be delegated to the convener or another designated Committee member. A written report on the execution shall be submitted to the Committee. Where necessary, the report shall be presented at the subsequent meeting for ratification or informational purposes.

Article 12 Resources for the Exercise of Powers

The Committee may invite Directors, relevant managerial personnel of the Company, internal auditors, accountants, legal counsel, or other individuals to attend meetings and provide necessary information. However, such individuals shall leave the meeting during the discussion and voting sessions.

The Committee may, by resolution, engage legal counsel, accountants, or other professionals to conduct necessary audits or provide advisory services in connection with the exercise of its duties. Any related expenses shall be borne by the Company.

Article 13 Matters Not Covered

Matters not provided for in these Rules shall be handled in accordance with the applicable regulations of the competent authority.

Article 14 Implementation

This Charter shall become effective upon approval by the Board of Directors. Amendments shall be subject to the same procedure.

This Charter was first enacted on December 23, 2011.

The first amendment was made on November 1, 2013.

The second amendment was made on March 10, 2020.