



ARBOR Technology Corporation

Audit Committee Charter

Article 1 : The Audit Committee Charter is adopted according to article 14-4 of the “Securities Exchange Act”, and article 3 of the “Regulations Governing the Exercise of Powers by Audit Committees of Public Companies”.

Article 2 : The number of members, term of office, duties, meeting procedures, as well as the resources to be provided by the company to the committee to exercise its duties shall be stipulated by this Charter.

Article 3 : The committee’s operation has as main purpose to supervise the following matters:

- (1) Fair presentation of the Financial Statement.
- (2) Appointment, dismissal, as well as the assessment of the independence and performance of certified public accountant (CPA).
- (3) Effective execution of the Company’s internal control.
- (4) Company’s compliance, including laws and regulations.
- (5) Inherent and potential risk management.

Article 4 : The Committee is composed by entirely of independent directors, but no less than three people, including one as meeting convener, at least one of the independent directors should have accounting or financial expertise.

The term of office of directors of the committee shall be three years; re-election shall be permissible. When an independent director is dismissed for any reason, resulting in a number of directors lower than that required by previous requirement or company's articles of incorporation, a by-election for independent director shall be held at the next following shareholders meeting. When all independent directors have been dismissed, the company shall convene a special shareholders meeting to hold a by-election within 60 days from the date on which the situation arose.

Article 5 : Except paragraph 4, article 14-4 of Securities and Exchange Act, the committee shall follow all legal provisions applicable to the supervisors pursuant to the Securities and Exchange Act, and Company Act.

Paragraph 4, article 14-4 of the Securities and Exchange Act relating to Company Act associated with conduct of supervisors or provisions governing representation of the Company shall apply mutatis mutandis to the audit committee members.

Article 6 : Duties and functions of the Committee are follow:

- (1) Adoption or amendment of an internal control system pursuant to Article 14-1.
- (2) Assessment of the effectiveness of the internal control system.
- (3) Adoption or amendment, pursuant to Article 36-1, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others.
- (4) A matter bearing on the personal interest of a director or supervisor.
- (5) A material asset or derivatives transaction.
- (6) A material monetary loan, endorsement, or provision of guarantee.
- (7) The offering, issuance, or private placement of any equity-type securities.
- (8) The hiring or dismissal of an attesting CPA, or the compensation given thereto.
- (9) The appointment or discharge of a financial, accounting, or internal auditing officer.
- (10) Annual and semi-annual financial reports.
- (11) Any other material matter so required by the company or the Competent Authority.

The preceding paragraph shall be subject to the consent of one-half or more of all audit committee members and be submitted to the board of directors for a resolution.

With the exception of subparagraph 10, any matter under a subparagraph of the preceding paragraph that has not been approved with the consent of one half or more of all audit committee members may be undertaken upon the consent of two-thirds or more of all directors, without regard to the restrictions of the preceding paragraph, and the resolution of the audit committee shall be recorded in the minutes of the directors meeting.

"All audit committee members" as used in this charter shall mean the actual number of persons currently holding those positions.

The convener shall externally represent the committee.

Article 7 : A committee's meeting shall be held at least once every quarter, or deems necessary.

The cause(s) or subject(s) of the meeting to be convened shall be indicated in the individual notice to each committee members, also a notice to convene the meeting shall be given to each member no later than 7 days prior to the scheduled meeting date, unless in the case of emergency.

The preceding meeting notice shall be in writing or by way of electronic transmission.

The chairman and convener of the meeting shall be elected by all committee members. In case the chairman is on leave or absent to convene a meeting of audit committee, the

chairman shall designate one of the committee members to act on his behalf. In the absence of such a designation, the independent directors shall elect from among themselves an acting chairman of the independent directors.

Department managers and internal auditors of the company, certified public accountant, legal advisors or others may attend the meeting of audit committee in order to provide relevant information, but they shall leave the meeting for committee members internal discussion and voting.

Upon the convening of the committee meeting, relevant information and documents shall be prepared and provided to the committee members for reference at any time.

Article 8 : Upon the convening of the committee meeting, the company shall prepare attendance list for signature of independent directors present at the meeting, also for reference.

Each independent director member shall attend the meeting of audit committee in person. In case of absence, he may appoint another independent director to attend the meeting. In case the meeting is proceeded via visual communication network, then the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

In case a committee member appoints another independent director to attend the committee's meeting, he/she shall, in each time, issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting.

The resolution of audit committee shall have the concurrence of one-half or more of all members. The results of resolution shall be reported at the time of the meeting, as well as recording in the meeting minute.

In case the committee meeting cannot be held, may be undertaken upon the consent of two-thirds or more of all directors. With the exception of matters under a subparagraph of the preceding paragraph that has not been approved with the consent of one half or more of all audit committee members may be undertaken upon the consent of two-thirds or more of all directors.

The designated representative referred in the paragraph 2 is limited by only one person.

Article 9 : Resolutions adopted at the committee meeting shall be recorded in the minutes of the meeting, which shall contain the following particulars:

- (1) Meeting session, date, time, and venue.
- (2) Name of chairman.
- (3) Attendance status of independent directors, including name and quantity of people on leave, and absence.
- (4) Name and job title of the attendees.

- (5) Name in minutes.
- (6) Reports.
- (7) Items for discussion: resolution and results, committee members, summary of opinion from experts or others, name of independent director who has a personal interest, including the essential contents of personal interest, the grounds for recusal or non-recusal, the circumstances of recusal, any objections or reserved opinion as stipulated by article 10 paragraph 1 of this charter.
- (8) Extemporaneous motions: name of the person who did the discussion proposal, independent director members, summary of opinion from experts or others, name of independent director who has a personal interest, including the essential contents of personal interest, the grounds for recusal or non-recusal, the circumstances of recusal, any objections or reserved opinion as stipulated by article 10 paragraph 1 of this charter.
- (9) Other recorded issues.

The attendance list shall form part of the meeting minute, and it shall be kept persistently throughout the life of the company.

The minutes of meeting shall be affixed with the signature or seal of the chairman and minute taker of the meeting, the minute shall be distributed to the committee members within twenty (20) days after held the audit committee meeting, as well as be archived as important document of the company, also be kept persistently throughout the life of the company.

The preparation and distribution of the minutes of meeting may be effected by means of electronic transmission.

Article 10 : Meeting agenda of the audit committee shall be determined by the convener; the committee members may also propose subjects for discussion.

Article 11 : An independent director of this committee who has a personal interest in the matter under discussion shall explain the essential contents of such personal interest, if the personal interest may impair the interest of the company, the independent director shall refrain from participation in the discussion and voting, as well as shall not vote nor exercise the voting right on behalf of another committee member.

The spouse, a blood relative within the second degree of kinship of an independent director, who 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.

If, due to the provisions of Paragraph 1, the Committee is unable to reach a resolution, it shall report to the Board of Directors, and the Board shall make the resolution.

Article 12 : The Committee may, by resolution, appoint lawyers, certified public accountants, or other professionals to conduct necessary audits or provide advice on matters specified in Article 6, and any resulting fees shall be borne by the Company.

Article 13 : The committee member shall have the loyalty and shall exercise the due care of a good administrator in conducting duties determined in this charter, also reports to the Board of Directors, submitting proposals to the Board of Directors for resolution.

Article 14 : The Audit Committee shall review the provisions of this charter regularly, and submit it to the Board of Directors for amendments.

Resolutions from the Committee may be delegated to the convener or other members of the Committee for execution, who shall provide written or oral reports to the Committee during the execution. Such matters shall be submitted to the Committee at the next meeting for ratification or reporting, if necessary.

Article 15 : The Company shall make an audio or video recording of the entire proceedings of the Committee's meetings and preserve such records for at least five years, which may be done electronically.

If, before the expiration of the aforementioned retention period, litigation arises in connection with the resolutions of the Committee, the relevant audio or video records shall be preserved until the conclusion of the litigation.

For meetings held by means of visual communication network, the audiovisual materials shall form part of the meeting minute, and it shall be kept persistently throughout the life of the company.

Article 16 : After approved provisions from this Charter by resolution of the Board of Directors, it shall be implemented after constitution of the Audit Committee, the same shall apply to any amendments.

These provisions were adopted on February 1st, 2021, and shall be implemented after the annual shareholders' meeting of the same year.