

ARBOR Technology Corporation

Remuneration Committee Charter

Article 1 : Basis for Establishment

In order to intensify the corporate governance and establish a compensation system for directors and managerial officers, the Company has established the Remuneration Committee (hereinafter referred to as the 'Committee') in accordance with Article 14-6 of the Securities and Exchange Act and the regulations governing the establishment and exercise of powers of Remuneration Committees of companies whose stock is listed on the TWSE or Traded on the TPEx. Provisions of the Committee are adopted to compliance.

Article 2 : Scope and Function

1. Scope

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. Matters not specified in this charter shall follow applicable laws and regulations, as well as with other relevant provisions of the Company.

2. Committee Functions

The function of the Committee is to evaluate the compensation policies and mechanism for the Company's directors and managerial officers in a professional manner, providing suggestions to the Board of Directors for decision-making.

Article 3 : Committee Members, Number of Members, and Term of Office

1. Committee Members and Number of Members

- (1) The Committee members shall be appointed by resolution of the Board of Directors, with more than half of the members being independent directors, and the total number of members shall not be less than three.
- (2) The professional qualifications and independence of the Committee members shall comply with Articles 5 and 6 of the "Regulations Governing the Establishment and Exercise of Powers of Remuneration Committees of Companies Whose Stock Is Listed on the TWSE or Traded on the TPEx."

2. Term of Office and By-election

- (1) The term of office of the Remuneration Committee members shall be the same with the term of the appointing Board of Directors.
- (2) When the number of directors falls below 3 members due to the dismissal of a member for any reason, the company shall hold a by-election within 3 months at the Board of Directors meeting. However, if an independent director is dismissed and there is no other independent director, a non-independent director may temporarily serve as a Committee member until the Company completes the by-election of an independent director, after which the independent director shall be appointed.

Article 4 : Duties

The committee members shall have the loyalty and shall exercise the due care of a good administrator in conducting below duties, submitting recommendations to the Board of Directors for discussion:

1. Review the provisions of this charter regularly, and submit recommendations for amendments to the Board of Directors.
2. Establish and review the performance evaluation criteria for the Company's directors and managerial officers periodically, the annual and long-term performance targets, as well as the policies, systems, standards, and structure of compensation, and disclose the content of the performance evaluation criteria in the annual report.
3. Evaluate the achievement of performance targets by the Company's directors and managerial officers periodically, determining the content and amount of individual remuneration based on the performance and evaluation criteria.

The annual report shall disclose the individual performance evaluation results of directors and managerial officers, as well as the content and amount of the individual remuneration, including the correlation and reasonableness with the performance evaluation, reporting in the shareholders' meeting.

Duties of members of the committee shall follow below principles:

1. Ensure the Company's compensation comply with applicable laws and regulations, as well as adequate to attract outstanding professionals.
2. The performance evaluation and compensation of directors and managerial officers shall take as reference practices of the industry, as well as considering individual performance, time devoted, responsibilities, achievement of personal targets, performance in other positions, Company's consideration of individual performance for equivalent positions in

recent years, and remuneration of the job responsibility. In addition, the reasonableness correlated to individual and Company's operational performance, and future risks shall be assessed based on the achievement of the Company's short- and long-term business objectives and financial condition.

3. Directors and managerial officers should not be incentivized to pursue compensation by engaging in actions that exceed the Company's risk tolerance.
4. The proportion of short-term compensation for directors and senior executives, as well as the timing of payment for variable compensation, shall be determined by consideration industry characteristics and the nature of the Company's business.
5. Shall consider the reasonableness of directors and managerial officers' compensation package and amounts. The determination of such compensation shall not significantly deviate from the Company's financial performance. In the event of profit, substantial downturn or a prolonged loss, the compensation shall not exceed the previous year. If it does exceed the previous year, the reasonableness shall be disclosed in the annual report and reported at the shareholders' meeting.
6. The Remuneration Committee with respect to matters concerning the compensation of its members, shall provide an explanation at the meeting where such matters are discussed. In case impair the interest of the company, the member shall not vote, shall abstain from the discussion and voting, nor exercise the voting right on behalf of another shareholder.

The remuneration referred in the preceding two paragraphs includes cash compensation, stock options, profit-sharing, retirement benefits or severance pay, various allowances, and other substantive incentives. The scope shall be consistent with the information that public companies are required to disclose in the annual reports regarding the compensation of directors and managerial officers.

When the Board of Directors discusses recommendations from the Committee, it shall take consideration the amount and payment method of remuneration, as well as the company's future risks.

When the Board of Directors does not adopt or amend recommendations from the Committee, the board of directors shall approve by a majority vote at a meeting attended by over two-thirds of the directors. The resolution shall include considerations in accordance with the preceding paragraph, including a detailed explanation of whether the approved remuneration has advantage over the Committee's recommendation.

Remuneration of directors and managers from subsidiaries that require approval by the parent company's board of directors, the subsidiary shall request for recommendation from Remuneration Committee before submit to the board of directors for discussion.

Article 5 : Meeting Convene and Notice

The Committee shall convene a meeting at least twice a year.

The cause(s) or subject(s) of a meeting of Remuneration Committee to be convened shall be indicated in the individual notice to be given to the Committee members, and the meeting notice shall be given no later than 7 days prior to the scheduled meeting date, unless as otherwise the case of emergency.

The chairman and convener of the meeting shall be elected by all committee members. In case the convener is on leave or unable to convene a meeting of Remuneration Committee for any reason, the chairman shall designate an independent director member to act on his behalf. In the absence of an independent director member, the chairman shall designate a member of the Committee to act on his behalf. In the absence of an acting chairman, the Committee members shall elect one from among themselves.

Article 6 : Meeting Agenda and Procedures

The Committee's meeting agenda shall be defined by convener, while Committee members may also make proposals for discussion. The meeting agenda shall be provided in advance to all Committee members.

Upon the convening of the committee meeting, the company shall prepare attendance list for signature of Committee's members present at the meeting, also for reference.

Each member shall attend Committee's meeting in person. In case of absence, he/she may appoint another Committee's member 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 member 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 designated representative referred in this paragraph is limited by only one person.

The resolution of Remuneration 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.

Article 7 : Minute of Meeting

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) Reporting matters.
- (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 resolutions at the committee meeting, when a committee member has a dissenting opinion or qualified opinion, including records in the minutes of meeting or written statement, except as shall be recorded in the minutes, the relevant information should be reported on the information reporting website indicated by the authority within two days, effective from the date of the event.

The attendance list shall form part of the meeting minute. For meetings held by means of visual communication network, the audiovisual materials shall form part of the meeting minute.

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

If, a litigation arises in connection with resolutions of the Committee, the preceding retention

period shall be preserved until the conclusion of the litigation.

Article 8 : Resources for Enforcement of Competence

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.

The Committee may, by resolution, appoint lawyers, certified public accountants, or other professionals to conduct necessary audits, and any resulting fees shall be borne by the Company.

Article 9 : Execution of Resolution

The Committee may appoint experts to perform the subsequent executions based on Article 4, or the appointment of professionals pursuant to Article 8. The Committee may authorize the convener or other members of the Committee to continue performing the relevant work, submitting a written report to the Committee during the execution period. If necessary, the report shall be submitted to the Committee for ratification or reporting at the next committee meeting.

Article 10 : Public announcement

- (1) In case of appointment or reassignment of the committee members, the company shall make a public announcement within two days of the occurrence in the information reporting website designated by the competent authority.
- (2) If the approved remuneration by the Board of Directors has advantage over the Committee's recommendation, in addition to differences and reasons stated in the Board of Directors minute of meeting, the public announcement in the information reporting website designated by the competent authority shall be made within 2 days after the approval by the Board.

Article 11 : Execution

Provisions from this Charter shall be implemented after approved by the Board of Directors. The same shall apply to any amendments.

The provisions from this Charter are agreed to and signed on December 16, 2011.

The first amendment was made on March 28, 2019.

The second amendment was made on March 27, 2020.

The third amendment was made on November 12, 2020.

The fourth amendment was made on November 15, 2021.

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Annex 9

「Remuneration Committee Charter」 Comparison Chart before and after amendments

Article	After Amendments	Current Article	Explanation
Article 1	In order to intensify the corporate governance and establish a compensation system for directors and managerial officers, the Company has established the Remuneration Committee (hereinafter referred to as the 'Committee') in accordance with Article 14-6 of the Securities and Exchange Act and the regulations governing the establishment and exercise of powers of Remuneration Committees of companies whose stock is listed on the TWSE or Traded on the TPEX. Provisions of the Committee are adopted to compliance.	In order to intensify the corporate governance and establish a compensation system for directors, <u>supervisors</u> and managerial officers, the Company has established the Remuneration Committee (hereinafter referred to as the 'Committee') in accordance with Article 14-6 of the Securities and Exchange Act and the regulations governing the establishment and exercise of powers of Remuneration Committees of companies whose stock is listed on the TWSE or Traded on the TPEX. Provisions of the Committee are adopted to compliance.	Hereby amends the text
Article 2	2. Committee Functions The function of the Committee is to evaluate the compensation policies and mechanism for the Company's directors and managerial officers in a professional manner, providing suggestions to the Board of Directors for decision-making.	2. Committee Functions The function of the Committee is to evaluate the compensation policies and mechanism for the Company's directors, <u>supervisors</u> and managerial officers in a professional manner, providing suggestions to the Board of Directors for decision-making.	Hereby amends the text

Article	After Amendments	Current Article	Explanation
Article 4	The committee members shall have the loyalty and shall exercise the due care of a good administrator in conducting below duties, submitting recommendations to the Board of Directors for discussion: (1) Review the provisions of this charter regularly, and submit recommendations for amendments to the Board of Directors. (2) Establish and review the performance evaluation criteria for the Company's directors and managerial officers periodically, the annual and long-term performance targets, as well as the policies, systems, standards, and structure of compensation, and disclose the content of the performance evaluation criteria in the annual report. (3) Evaluate the achievement of performance targets by the Company's directors and managerial officers periodically, determining the content and amount of individual remuneration based on the performance and evaluation criteria. The annual report shall disclose the individual performance	The committee members shall have the loyalty and shall exercise the due care of a good administrator in conducting below duties, submitting recommendations to the Board of Directors for discussion: <u>but recommendation of remuneration from supervisors submitted to Board of Directors for discussion, shall be limited to supervisor's salary determined by Article of Incorporation, or delegated by resolutions of shareholder's meeting for the Board of directors for execution:</u> (1) Review the provisions of this charter regularly, and submit recommendations for amendments to the Board of Directors. (2) Establish and review the performance evaluation criteria for the Company's directors, <u>supervisors</u> and managerial officers periodically, the annual and long-term performance targets, as well as the policies, systems, standards, and structure of compensation, and disclose the content of the performance evaluation criteria in the annual report.	Amendment

Article	After Amendments	Current Article	Explanation
	evaluation results of directors and managerial officers, as well as the content and amount of the individual remuneration, including the correlation and reasonableness with the performance evaluation, reporting in the shareholders' meeting. Duties of members of the committee shall follow below principles: (1)... The remainder of this Article is omitted. (2)The performance evaluation and compensation of directors and managerial officers shall take as reference practices of the industry... The remainder of this Article is omitted. (3)... The remainder of this Article is omitted. (4)... The remainder of this Article is omitted. (5) Shall consider the reasonableness of directors and managerial officers' compensation package and amounts. The determination of such compensation shall not significantly deviate from the Company's financial performance... The remainder of this Article is omitted.	(3) Evaluate the achievement of performance targets by the Company's directors, <u>supervisors</u> and managerial officers periodically, determining the content and amount of individual remuneration based on the performance and evaluation criteria. The annual report shall disclose the individual performance evaluation results of directors, <u>supervisors</u> and managerial officers, as well as the content and amount of the individual remuneration, including the correlation and reasonableness with the performance evaluation, reporting in the shareholders' meeting. Duties of members of the committee shall follow below principles: (1) ... The remainder of this Article is omitted. (2) The performance evaluation and compensation of directors, <u>supervisors</u> and managerial officers shall take as reference practices of the industry... The remainder of this Article is omitted. (3) ... The remainder of this	

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Article 10	... The remainder of this Article is omitted. The fourth amendment was made on November 15, 2021.	... The remainder of this Article is omitted.	Amendment