



## **ENNOSTAR Inc. Remuneration Committee Charter**

- Article 1      Purpose and basis for adoption  
To ensure a sound system for compensation of the directors and managerial officers of the Company, this Remuneration Committee Charter (hereinafter, "this Charter") is adopted and pursuant to the Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded Over the Counter (hereinafter, "the Regulations").
- Article 2      Scope of application  
Except as otherwise provided by law or regulation or by the articles of incorporation, matters in connection with the official powers of the Remuneration Committee (hereinafter, "the Committee") shall be handled in accordance with this Charter.
- Article 3      Disclosure for public reference  
The Company shall upload the content of this Charter to its website and the Market Observation Post System (MOPS) for public reference.
- Article 4      Functional committee  
The functions of the Committee are to professionally and objectively evaluate the policies and systems for compensation of the directors and managerial officers of the Company, and to submit recommendations to the board of directors for its reference in decision making.
- Article 5      Committee composition  
The members of the Committee shall be approved by the Board. The Committee shall consist of no fewer than three members. One of the members shall serve as the convener.  
The professional qualifications and degree of independence of the members of the Committee shall meet the requirements set out in Articles 5 and 6 of the Regulations.  
While the Company has established the position of Independent Directors, over half of the Committee members shall be independent directors. One of the independent directors shall be elected by all members the Committee as the convener and the chairperson of the meeting. If the convener takes leave or is unable to convene a meeting for any reason, the convener shall appoint another independent director on the Committee to act in his or her place. If there is no other independent director on the Committee, the convener shall appoint another Committee member to act on his or her behalf. If the convener does not make such an appointment, a member of the Committee shall be elected by and from among

the other members on the Committee to serve as convener.

## Article 6

Terms of Committee members and appointments to fill vacancies

The term of the Committee members shall be the same as that of the board of directors by whom they were appointed.

When a member of the Committee is dismissed for any reason, resulting in there being less than three members, a board meeting to make a new appointment shall be held within 3 months from the date of occurrence. However, while a dismissed member of the Committee is the independent director and no other independent director exists, the Company could appoint one director as the member of the Committee before holding a by-election and appoint one independent director after by- election.

When there is any appointment of, or change in, a member of the remuneration committee, the Company shall, within 2 days counting from the date of occurrence of the event, publicly announce and report it on the information reporting website designated by the competent authority.

## Article 7

Scope of duties

The Committee shall exercise the care of a good administrator to faithfully perform the following duties and present its recommendations to the board of directors for discussion.

1. Establishing and periodically reviewing the annual and long-term performance assessment for the directors and managerial officers of the Company and the policies, systems, standards, and structure for their compensation.
2. Periodically assessing and setting the compensation for the directors and managerial officers of the Company.

The Committee shall perform the duties under the preceding paragraph in accordance with the following principles:

1. To ensure that the compensation arrangements of the Company complies with applicable laws and regulations and are sufficient to recruit outstanding talents.
2. Performance assessments and compensation levels of directors and managerial officers shall take the general pay levels with the industry, the time spent by the individual and their responsibilities, the extent of goal achievement, their performance in other positions, and the compensation paid to employees holding equivalent positions in recent years into account. Moreover, the evaluation through the reasonableness of the correlation between the individual's performance, the Company's operational performance and future risk exposure is assessed with respect to the achievement of short-term and long-term business goals and the financial position of the Company.
3. There shall be no incentive for the directors or managerial officers to pursue compensation by engaging in activities that exceed the tolerable risk level of the Company.

4. For directors and senior managerial officers, the percentage of bonus to be distributed based on their short-term performance and the time for payment of any variable compensation shall be decided with regard to the characteristics of the industry and the nature of the Company's business.

5. No member of the Committee may participate in discussion and voting when the Committee is deciding on that member's individual compensation.

"Compensation" as used in the preceding two paragraphs includes cash compensation, stock options, profit sharing and stock ownership, retirement benefits or severance pay, allowances or stipends of any kind, and other substantive incentive measures. Its scope shall be consistent with the compensation for directors and managerial officers as set out in the Regulations Governing Information to be Published in Annual Reports of Public Companies. When deliberating the recommendations of the remuneration committee, the board of directors shall give comprehensive consideration to matters including amounts of remuneration, payment methods, and the company's future risk.

If the board of directors will decline to adopt, or will modify, a recommendation of the remuneration committee, it shall require the consent of a majority of the directors in attendance at a meeting attended by two-thirds or more of the entire board, which in its resolution shall give the comprehensive consideration under the preceding paragraph and shall specifically explain whether the remuneration passed exceeds in any way the recommendation of the remuneration committee.

If the remuneration passed by the board of directors exceeds the recommendation of the remuneration committee, the circumstances and cause for the difference shall be specified in the board meeting minutes, and shall be publicly announced and reported on the information reporting website designated by the competent authority within 2 days counting from the date of passage by the board of directors.

## Article 8 Convening and holding of meetings

Meetings of the Committee shall be held at least two times a year. In convening a meeting of the Committee, a notice setting forth the subjects to be discussed at the meeting shall be given to each member at least 7 days in advance. In emergency circumstances, however, the meeting may be convened on shorter notice.

Notifications can be sent via e-mail to each Committee, given his or her consent.

One of the independent directors shall be elected by all members the Committee as the convener and the chairperson of the meeting. If the convener takes leave or is unable to convene a meeting for any reason, the convener shall appoint another independent director on the Committee to act in his or her place. If there is no other independent director on the Committee, the convener shall appoint another Committee member to act on his or her behalf. If the convener does not make such

an appointment, a member of the Committee shall be elected by and from among the other members on the Committee to serve as convener.

## Article 9

### Drafting of meeting agendas

The Committee's meeting agenda shall be drafted by the convener. Other members may submit motions to the Committee for discussion.

Meeting agendas shall be forwarded to the Committee members in advance.

When a meeting of the Committee is held, an attendance book shall be made available for sign-in by the Committee members in attendance and thereafter reserved for reference.

The Committee members shall attend the meeting in person. If a member is unable to attend the meeting in person, the member may appoint another member to attend as his or her proxy. Attending a meeting via telecommunications will be deemed attendance in person.

A member of the Committee that appoints another member as proxy to attend a meeting shall in each instance issue a written proxy stating the scope of authorization with respect to the items on the meeting agenda.

The proxy under paragraph 3 may accept a proxy from one person only.

## Article 10

### Resolution method

Resolutions at meetings of the Committee shall be adopted with the consent of one half or more of the entire membership. When a matter comes to a vote at a Committee meeting, if upon inquiry by the chairperson of the meeting no member voices an objection, the matter will be deemed approved, with the same effect as approval by vote.

The result of the vote under the preceding paragraph shall be known immediately and recorded in writing.

When a meeting of the remuneration committee will discuss the remuneration of any member of the remuneration committee, it will be clearly stated at the meeting. If there is likely to be any prejudice to the interests of the Company, that member may not participate in the discussion or voting and shall enter recusal during the discussion and voting. The member also may not act as another remuneration committee member's proxy to exercise voting rights on that matter.

## Article 11

### Meeting minutes

Discussions at a meeting of the Committee shall be included in the meeting minutes, which shall faithfully record the following:

1. The session, time, and place of the meeting.
2. The name of the chairperson of the meeting.
3. Attendance of the Committee members at the meeting, specifying the names and the number of members present, excused, and absent.
4. The names and titles of those attending the meeting as non-voting participants.
5. The name of the minute taker.

6. The matters reported at the meeting.
7. Agenda items: the resolution method and outcome of each motion; the name of any member whose own remuneration comes under discussion, the content of the discussion about the member's remuneration, and the specifics regarding recusal of the member; and any objections or reservations expressed by any member.
8. Extraordinary motions: the name of the mover, the resolution method and outcome of the motion; summary of the comments made by any member, expert, or other person; the name of any member whose own remuneration comes under discussion, the content of the discussion about the member's remuneration, and the specifics regarding recusal of the member; and any objections or reservations expressed by any member.
9. Other matters required to be recorded.

The attendance book constitutes part of the minutes for each meeting of the Committee; if the meeting is held via telecommunications, the audio and video materials also constitute part of the meeting minutes.

The minutes of each meeting of the Committee shall bear the signature or seal of both the chairperson of the meeting and the minute taker. A copy of the minutes shall be distributed to each member on the Committee within 20 days after the meeting, and shall be presented to the board of directors and retained as important corporate records for 5 years. The meeting minutes may be produced and distributed in electronic form.

If, before the expiration of the retention period under the preceding paragraph, any litigation arises in connection with any matter relating to the Committee, the meeting minutes shall be preserved until the conclusion of the litigation.

If with respect to any resolution of the remuneration committee, any member has a dissenting or qualified opinion that is on record or stated in a written statement, the opinion shall be stated in the meeting minutes, and additionally, within two days counting inclusively from the date of occurrence, shall be publicly disclosed and reported on the information reporting website designated by the competent authority.

## Article 12 Implementation of meeting resolutions

The execution of tasks relating to resolutions adopted by the Committee may be delegated to the convener or other Committee members for follow-up, with a written or verbal report to be presented to the Committee during the implementation period. When necessary, the matter shall be presented for ratification or a report made at the next meeting of the Committee.

## Article 13 Resources to be provided when the Committee exercises its powers

When the Committee calls a meeting, the Chairman of the Board of the Company and General Manager shall attend. It may request directors, managers of relevant



departments, internal audit officers, certified public accountants, attorneys, or other personnel of the Company to attend the meeting as non-voting participants and to provide pertinent and necessary information. Forementioned participants shall leave the meeting when deliberation and voting take place.

The Committee may, at the expense of the Company with the approval granted by the board of directors of the Company, resolve to retain the service of an attorney, certified public accountant, or other professional to conduct a necessary audit or to provide advice on matters relating to the exercise of the Committee's powers.

#### Article 14

##### Enforcement

This Charter, and any amendments hereto, shall enter into force after adoption by the board of directors.

This Charter was passed by the Board of Directors on Jan. 6, 2021.

The 1<sup>st</sup> amendment was made on Feb. 23, 2024. The 2<sup>nd</sup> amendment was made on Feb. 21, 2025. The 3<sup>rd</sup> amendment was made on Mar. 6, 2026.