

ASMedia Technology Inc. Rules and Procedures of Board of Directors Meetings

Article 1

Regulatory Framework

In order to build a good governance structure and improve the supervisory and management skills of the Board of Directors (the “**Board**”) of ASMedia Technology Incorporated (the “**Company**”), the Company adopted the Rules and Procedures of Board of Directors Meetings (the “**Rules and Procedures**”) pursuant to Article 2 of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.

Article 2

Scope of the Rules and Procedures

The Rules and Procedures are designed to deal with matters relating to Board meetings, including meeting agendas, operating procedures, required information in the meeting minutes, public announcements, and other compliance requirements for Board meetings. Unless otherwise required by law or Company policy, all these matters shall be handled in accordance with the Rules and Procedures.

Article 3

Competent Authority

- 3.1 Execution: The Accounting Department.
- 3.2 Amendment: The Accounting Department.

Article 4

Operating Procedures

- 4.1. The Board shall meet at least once quarterly. A notice of meeting that contains the reasons for convening the meeting shall be sent to each director at least seven days before the meeting. However, if an emergency arises, a Board meeting may convene at any time.

With the consent of the Board members, this meeting notice may be sent in electronic form.

- 4.2. All matters set forth in Article 4.6 of the Rules and Procedures shall be listed in the meeting notice. None of the matters shall be raised by an extempore motion except

under emergency circumstances or with legitimate reasons.

- 4.3. A Board meeting shall be held during the business hours of and in the Company, but not exclusively in the country. However, given the need for certain business tasks, the meeting may be held at a location and time that is convenient and suitable for members of the Board.
- 4.4. The Board designates the Accounting Department to run the Board meetings. The department shall consult all members of the Board beforehand in order to draft agenda items and prepare sufficient meeting materials, and send these materials to the Board together with the meeting notice. If a director considers the meeting materials are not sufficient, he/she may ask the designated department to provide further materials. If the directors consider a proposal does not have enough information, then the discussion of the proposal may be postponed after the approval of the Board.
- 4.5. The Board's regular meeting agenda shall include at least the following items:
 - 4.5.1. Matters to be reported:
 - 4.5.1.1. Minutes of the last meeting and actions taken.
 - 4.5.1.2. Important financial and business matters.
 - 4.5.1.3. Internal audit activities.
 - 4.5.1.4. Other important matters.
 - 4.5.2. Matters for discussion:
 - 4.5.2.1. Unfinished business at the last meeting.
 - 4.5.2.2. Items for discussion at this meeting.
 - 4.5.3. Extempore motions.
- 4.6. The matters listed below shall be raised for discussion at a Board meeting:
 - 4.6.1. The Company's business plan.
 - 4.6.2. Annual financial reports and second quarter financial reports that are audited and certified by a certified public accountant (CPA).
 - 4.6.3. Design or amend the Company's internal controls in compliance with Article 14-1 of the Securities and Exchange Act and carry out evaluations of the effectiveness of internal controls.
 - 4.6.4. Design or amend the procedures for handling material financial transactions or business activities pursuant to Article 36-1 of the Securities and Exchange Act, including acquisition or disposal of assets, derivative trading, loan of funds, and endorsements or guarantees made to others.
 - 4.6.5. The offering, issuance, or private placement of equity securities.
 - 4.6.6. The appointment or discharge of a financial, accounting, or internal audit manager.

- 4.6.7. A donation to a related party or a major donation to a non-related party. However, a proposal relating to a charitable contribution for any major natural disaster relief shall be submitted to and approved by the next Board meeting.
- 4.6.8. Under Article 14-3 of the Securities and Exchange Act and applicable law or Company policy, any matter that needs to be approved at a shareholders' meeting or a Board meeting, or any material issue that is specified by the competent authorities.

The term "related party" in Article 4.6.7 shall be understood to mean a related party defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "a major donation to a non-related party" shall be understood to mean an individual donation, or a cumulative amount of donations to a single recipient within one year that reaches NT\$100 million or more or an amount equal to or greater than one percent of the net operating revenue or five percent of the paid-in capital stated in the CPA-attested financial report for the most recent year.

The term "within one year" in the preceding paragraph shall be understood as a period of one year from the date on which the current Board meeting is convened. The amount on which a motion is already adopted by the Board are exempt from discussion.

For any foreign company whose stock has no par value or has a par value other than NT\$10, the "five percent of the paid-in capital" mentioned above shall be calculated in terms of 2.5 percent of the shareholder equity.

At least one of the independent directors of the Company shall attend the meeting in person. For matters that shall be approved at a Board meeting as specified in the first paragraph, all independent directors shall attend the meeting. If an independent director is unable to attend the meeting in person, that director shall assign another independent director as his/her proxy. If an independent director has objections to or reserves opinions of a matter, these shall be recorded in the Board meeting minutes. If an independent director intends to express an objection or reserves opinions but is unable to attend the meeting in person, then unless there is a legitimate reason, that director shall present a written opinion in advance, which shall be recorded in the Board meeting minutes.

- 4.7. When a Board meeting is held, a sign-in book shall be provided for the directors who attend the meeting as it will serve for future reference. The directors shall attend Board meetings in person. If a director is unable to attend in person, he/she may assign another director to be his/her proxy in the meeting in accordance with the Company policy. Attendance in video meetings will be considered in-person attendance. A director who assigns another director to act on behalf of himself/herself shall present a proxy form each time and state the scope of authorization concerning reasons for convening the meeting.

The “proxy” referred to in the preceding paragraph shall only serve proxy for one person.

- 4.8. A Board meeting that is called by the Chairman of the Board of Directors shall be chaired by the Chairman. However, the first meeting of each newly elected Board of Directors shall be called and chaired by the director elected by majority of votes cast at the shareholders’ meeting. If two or more directors have the right to convene the meeting, they shall select one of their number as chair.

Under paragraph 4 of Article 203 or paragraph 3 of Article 203-1 of the Company Act, when a Board meeting is called by more than half of the Board’s directors, they shall select one of their number as chair.

The Vice-Chair shall act in place of the Chairman on any occasion when the Chairman is on leave or unable to act. The Chairman shall assign a managing director to act in place of the Vice-Chair on any occasion when the Vice-Chair is also on leave or unable to act. If there are no managing directors, one of the directors shall be assigned to act in place of the Chairman. If the Chairman does not assign anyone to act in place of himself, then the managing directors or directors shall select one of their number as chair.

- 4.9. When a Board meeting is held, the management or the designated unit responsible for the Board meetings shall prepare materials for reference. Based on the topics of the meeting, the general managers (not serving as directors) from relevant departments and personnel from subsidiary companies shall also be notified to attend the meeting, as the directors may inquire them about related issues. The CPAs, attorneys, or other professionals may also be invited to attend the meeting when necessary, to provide advice, upon request, to the Board of Directors, but they shall leave the meeting when the discussion and voting take place.
- 4.10. The chair shall call the Board meeting to order when the appointed time has come

and more than half of the directors are present.

If half of all the directors are not present when the appointed time has come, then the chair may announce a meeting postponement, provided that no more than two postponements may be made. If the quorum is still not met after two postponements, the chair shall reconvene the meeting in accordance with procedures described in Article 4.1.

The expression “all the directors” in the preceding paragraph refers to the directors actually in office.

- 4.11. The Company shall record on audio or videotape the entire proceedings of a Board meeting, and keep the records for at least five years in electronic form. If any resolution of the Board meeting involves a lawsuit before the records expire, then all the records, including the audios and videos shall be kept until the lawsuit is settled. If a Board meeting is held virtually via tele- or video-conferencing, the audio or video recordings will count as part of the meeting minutes and shall be maintained properly during the existence of the Company.
- 4.12. During each Board meeting, the Board shall proceed with the order of business (i.e., agenda). However, the order may be changed with the approval of a majority of directors present at the meeting.

The chair may not declare the meeting adjourned without the approval of a majority of directors present at the meeting. During a Board meeting, if the number of directors in attendance does not exceed half of the directors present, then upon the suggestions of directors in attendance, the chair shall declare a suspension of meeting, and Article 4.10 shall apply mutatis mutandis to this article. During a Board meeting, the chair may take a recess or allocate time to conduct negotiations.

- 4.13. After a director present has spoken, the chair may respond in person, or assign relevant personnel to respond, or assign professionals in attendance to provide necessary information. If a director speaks twice to the same motion or speaks beyond the scope of the issue and affects other directors’ speeches or interrupts the meeting, the chair may stop him/her from talking.
- 4.14. If the chair considers a motion already has sufficient discussion and is ready for a vote, the chair may stop the discussion and order a vote to be taken. During the vote, if none of the directors present has any objection to the motion upon the inquiry of the chair, then the chair should declare the motion adopted. If there is an objection, the president puts it to a vote. The chair will select one of the following

ways to take the vote. However, if the directors present have any objection to the method, the chair shall seek the agreement of the majority of directors to make a decision:

4.14.1. By show of hands or a voting machine.

4.14.2. By roll call.

4.14.3. By ballot.

4.14.4. A voting method selected by the Company.

The “directors present” mentioned in the preceding paragraph does not include the directors who are not allowed to exercise the voting right according to Article 4.16.

- 4.15. Unless otherwise stated in the Company Act, applicable law or Company policy, a motion shall be adopted by a majority of directors present provided that a majority of all directors on the Board are present. When there is an amendment or alternative of a motion, the chair should incorporate the amendment/alternative into the main motion and determine the ranking of motions and put each to a vote. If a motion is adopted, the other motions are rejected, and hence no further vote is required. If the process of voting on a motion requires observation and count personnel, the chair shall assign such personnel, provided that all the observation personnel are directors. The results shall be announced on site immediately and kept in record. If an adopted motion belongs to the material information required by the law or the Taiwan Stock Exchange Corporation (Taipei Exchange, TPEx), the Company shall distribute the information to the Market Observation Post System (MOPS) within the prescribed time.
- 4.16. If a director or a juristic person that the director represents needs to avoid voting on the agenda items, the director shall explain the important issues related to the interested party at the meeting. The director may not participate in discussion or voting on the agenda items, and shall recuse himself/herself from discussing and voting on the items and may not act on behalf of another director to exercise the voting right on that matter.
- 4.16.1. If the director or a juristic person that the director represents is an interested party and their participation is likely to prejudice the interests of the Company;
- 4.16.2. If the director considers his/her recusal necessary;
- 4.16.3. If the Board adopts the motion to remove the director from participation;

If a director’s spouse, second-degree relative by blood, or a company having a controlling or subordinate relationship with the director, is an interested party with

respect to an agenda item, this director shall be considered an interested party with respect to that item.

4.17. The discussion at a Board meeting shall be recorded in the meeting minutes, and the minutes shall fully and accurately record the items listed below:

4.17.1. The session (or year), time and place of the meeting.

4.17.2. The name of the chair.

4.17.3. The directors' attendance, including the names and the number of directors present, on leave, and absent.

4.17.4. The names and titles of attendees without voting rights.

4.17.5. The name of the minute taker.

4.17.6. The matters reported at the meeting.

4.17.7. Agenda items: the way a vote is taken on a motion and the result; a summary of the comments made by directors, professionals and other people; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article; an explanation of the important issues related to the interested party; the reasons why the director shall or shall not recuse himself/herself from participation and the status of their recusal; objections or reservations of opinions at the meeting that are kept in record or stated in writing; any opinion issued in writing by an independent director pursuant to Article 4.6.

4.17.8. Extempore motions: The name of the mover; the way a vote is taken on a motion and the result; a summary of comments made by directors, professionals and other people; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article; an explanation of the important issues related to the interested party; the reasons why the director shall or shall not recuse himself/herself from participation and the status of their recusal; objections or reservations of opinions at the meeting that are kept in record or stated in writing.

4.17.9. Other matters required to be recorded.

Each adopted motion involving any of the following circumstances shall be stated in the meeting minutes, and be announced and filed on the website(s) designated by competent authorities within 2 days from the date of the Board meeting:

1. Any objection or reservation of opinions by an independent director with a record or written statement.
2. A motion that is adopted by two-thirds or more of all directors that is not adopted by the Audit Committee of a company.

The minutes of a Board meeting shall bear the signatures or seals of both the chair and the minute taker, and a copy of the minutes shall be sent to each director within 20 days from the date of the meeting. The meeting minutes may be created and distributed in electronic form.

When the Board discusses material financial transactions or business activities, such as the acquisition or disposal of assets, loan of funds, and endorsements or guarantees, they shall take into full account the opinions of each independent director. The independent directors' comments regarding approvals or objections shall all be included in the meeting minutes.

The minutes and the sign-in book(s) shall be considered important corporate records and be maintained properly during the existence of the Company.

4.18. Except for matters that require discussion at a Board meeting, including matters stated in applicable law and regulations, matters relating to the powers of independent directors or transactions of interested parties, the content or items that are authorized by the Board of Directors should be in compliance with the procedures and regulations concerning the Company's internal controls and management.

Article 5

Supplementary Provisions

The creation of the Rules and Procedures shall be approved by the Board and reported at the shareholders' meeting. The Board may be authorized to make future amendments.

The Rules and Procedures were implemented after the approval of the Board on August 16, 2010.

The second amendment was made on December 28, 2011.

The third amendment was made on October 24, 2012.

The fourth amendment was made on April 6, 2017.

The fifth amendment was made on November 8, 2017.

The sixth amendment was made on April 22, 2020.

The seventh amendment was made on November 9, 2022.