

## ASMedia Technology Incorporated Remuneration Committee Charter

### Article 1

#### Purpose and Regulatory Framework

The Remuneration Committee Charter (the “**Charter**”) is to ensure that the remuneration of the Board directors, supervisors and general managers of ASMedia Technology Incorporated (the “**Company**”) follows 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 (the “**Regulations**”).

### Article 2

#### Scope of the Charter

The Company’s Remuneration Committee (the “**Committee**”) in the exercise of its powers shall follow the Charter unless otherwise specified by law or the Company’s Articles of Incorporation.

### Article 3

#### Information for Competent Authorities

The Charter is made available on the Company’s website and the Market Observation Post System, which competent authorities can take for future reference.

### Article 4

#### Responsibilities of the Remuneration Committee

Based on the Committee’s professional and expert opinion, their responsibilities include assessing the remuneration policy and structure for the Board directors, supervisors and general managers, and providing recommendations for the Board to make decisions.

### Article 5

#### Composition the Committee

The Committee is comprised of three members that are approved by the Board. One of them is the convener.

The professional qualifications and independence of the Committee members shall be compliant with Article 5 and Article 6 of the Regulations.

## **Article 6**

### **Terms and By-election**

Terms for Committee members are the same as their terms for the Board.

If, due to any reason, a Committee member is dismissed and hence the number of members falls below three, then a Board meeting shall be convened to hold a reelection within three months from the date that the aforementioned matter takes place.

## **Article 7**

### **Scope of Duties**

The Committee members shall take on the responsibility to exercise due care and faithfully execute their powers specified in the following list. They shall raise their suggestions and opinion in the Board meetings. As for suggestions concerning supervisors' remuneration, they are limited to the scope of the Company's Articles of Incorporation or the Board's powers that have been authorized by the shareholders' meeting.

1. Review the Charter regularly and offer suggestions to revise it.
2. Establish and regularly review the performance evaluation of the Board directors, supervisors and general managers as well as the Company's remuneration policy, guidelines, level and structure.
3. Review regularly and set remuneration of the Board directors, supervisors and general managers.

When the Committee exercises the above powers, they shall adhere to the following principles:

1. They shall ensure that the Company's remuneration obeys relevant laws and is competitive enough to attract extraordinary talent.
2. When conducting the performance review and deciding the remuneration of Board directors, supervisors and general managers, they shall reference market practices for similar peer companies, and take into account the individual performance, the Company's compensation plan, operational performance as well as the future risks.
3. They shall not guide the Board directors and general managers to conduct business that exceeds the Company's risk appetite in order to seek compensation.
4. They shall consider the characteristics of the industry and types of the Company's business when determining the rate of short-term bonuses and the time for certain variable payments for the Board directors and senior management.
5. The Committee members may not discuss or vote on their individual remuneration.

The remuneration referred to in the first two items include cash compensation, stock warrants, profit sharing and stock ownership, retirement benefits or severance pay, allowances or stipends of any kind, and other substantive incentives. The scope shall be consistent with the information about the remuneration of Board directors, supervisors and general managers that is specified in the Regulations Governing Information to be Published in Annual Reports of Public Companies.

If the decision making of any matter related to the remuneration of the Board directors and general managers of the Company's subsidiary is delegated to the subsidiary but needs to be authorized by the Board, then the matter shall be presented to the Committee for recommendations before submitted to the Board for discussion.

## **Article 8**

### **Convene and Call Meetings**

The Committee shall convene at least twice a year. A notice of meeting that contains the reasons for convening the meeting shall be sent to each Committee member at least seven days before the meeting. However, if an emergency arises, a meeting may be called anytime.

The Committee members shall select one among themselves to be the convener and chair. The chair shall assign another Committee member to act in place of him/herself on any occasion when the chair is on leave or unable to convene the meeting. If the convener does not assign anyone to act in place of himself/herself, the other members of the Committee shall select one among themselves to be the chair.

## **Article 9**

### **Set the Agenda**

The convener of the Committee designs the meeting agenda, and the other members may also provide proposals for the Committee to discuss. The agenda shall be provided to the Committee members before the meeting.

When the Committee meeting is held, the Company shall prepare a signing in book, and the members who attend the meeting shall sign in as it will serve for future reference. The Committee members shall attend the meeting in person. Members may delegate a proxy to attend meetings in their absence. Attendance in video meetings will be considered in-person attendance.

A Committee member authorizing another member to act for him/herself in the meeting shall present a proxy form each time and state the scope of authorization concerning

reasons for convening the meeting.

The proxy referred to above can only act on behalf of one person.

## **Article 10**

### **Resolution Methods**

A resolution that is adopted by the Committee must be passed by more than half of the members. If none of the members has any objection to the motion upon the inquiry of the chair, then the chair should declare the motion as adopted, and the result is as effective as passed by a vote.

The results shall be announced on site immediately and kept in record.

## **Article 11**

### **Meeting Minutes**

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

1. Session (or year), time and place of the meeting.
2. Name of the chair.
3. Members' attendance, including names and numbers of members present, on leave, and absent.
4. Names and titles of those attending the meeting as non-voting participants.
5. Name of the minute taker.
6. Matters reported at the meeting.
7. Agenda items: the method of resolution and the result of each motion; objections or reservations of opinions of the Committee members.
8. Extempore motions: The name of the mover; the method of resolution and the result; a summary of comments, objections or reservations of opinions from any member, professional, or other people.
9. Other matters required to be recorded.

The signing in books shall be considered part of the meeting minutes. If a Committee meeting is held virtually via tele- or video-conferencing, the audio or video recordings will count as part of the meeting minutes.

The minutes of a Committee 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 member within 20 days from the date of the meeting. The minutes shall be presented to the Board and archived as the Company's important data, which shall be preserved for five years. The meeting minutes may be created and distributed in electronic form.

If the information mentioned in the preceding paragraph involves a lawsuit concerning the Committee before the records expire, then all the records shall be kept until the lawsuit is settled.

## **Article 12**

### **Resolutions**

The Committee may entrust the convener or other members of the Committee to carry out the resolutions relating to Article 7 or the follow-up tasks that are entrusted to the professionals specified in paragraph 2 of Article 13. The convener or the member(s) shall make written reports to the Committee during the implementation period. When necessary, they shall submit the work to the Committee for ratification or present the report in the subsequent meeting.

## **Article 13**

### **Resources to Exercise Powers**

The Committee may invite the Board directors, managers from relevant departments, internal auditors, certified public accountants (CPAs), legal consultants, or other personnel to attend the meeting and provide necessary information.

The Committee may hire lawyers, CPAs or other professionals upon approval to provide necessary reviews or consultations regarding the exercise of its powers. Any cost associated with hiring relevant people will be paid by the Company.

## **Article 14**

### **Implementation**

This Charter and any amendment thereto will take effect after the approval of the Board.