

# **Taiwan Secom Co., Ltd.**

## **Rules and Procedures of Shareholders Meetings**

Approved during the meeting of shareholders on June 16, 2020.

- I. The Company's shareholder's meetings shall be conducted in accordance with these Rules of Procedures.
- II. Shareholders' meeting should be held at the city or county of the Company or the place convenient for the shareholders and suitable for the meeting occasion. The meeting should not be earlier than 9am or later than 3pm.
- III. For each shareholders' meeting, shareholders may offer to show the power of attorney issued by the Company that specifies the scope of authorization and authorize their proxy to attend the meeting. One shareholder is subject to one power of attorney form and one proxy only. The retaining of power of attorney and relevant information shall be handled in accordance with relevant laws and regulations.

Shareholders (or their proxies) shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. Solicitors soliciting proxy forms shall also bring identification documents for verification.

- IV. Attendance and voting at a shareholders' meeting shall be calculated based on the number of shares.

The number of shares in attendance is counted based on the submitted attendance card, together with the shares with the written or electronic voting rights.

- V. Attorneys, accountants or other relevant personnel appointed by the Company may attend the shareholders' meeting as non-voting delegates.

Staff handling administrative affairs of the shareholders meeting shall wear identification cards or armbands.

- VI. If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the chairperson of the Board of Directors. When the Chairman of the Board is on leave or for any reason unable to exercise the powers of the chairperson, the delegation shall be handled in accordance with the Company Act.

When a managing director or a director serves as chair, as referred to in the preceding paragraph managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the Company. The same shall apply to a representative of legal directors.

For the meeting that is convened by the ones with the convening authority outside of the board,

the meeting should be chaired by convening authority. One person should be selected to chair the meeting if there are more than two presents.

VII. The chair shall call the meeting to order when the attending shareholders represent a majority of the total number of issued shares. If the quorum is not met after the scheduled commencement time, the chair may announce a postponement. If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a “tentative resolution” may be adopted accordance to Article 175, Paragraph 1 of the Company Act.

VIII. If the shareholders' meeting is convened by the Board of Directors, the Board of Directors will determine the meeting proceedings, and motions (including special motions or amended motions) shall be passed one at a time. The proceedings cannot be changed unless resolved during the shareholders' meeting. The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding paragraph (including extemporary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules, a new chair shall be elected in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

After meetings are resolved to be adjourned, shareholders may not elect a new chairman and continue the meeting at the original venue or at another venue.

IX. During the meeting, the chair may announce recess at set times.

X. Corporate entities that have been appointed as proxy attendants can only appoint one representative to attend shareholder meeting.

The corporate shareholders who assign more than two legal representatives to attend the meeting can only have one person giving speech for a motion.

XI. Before speaking, the attending shareholders (or proxies) should first fill out speech notes clearly stating the purpose, account number (or the attendance pass number) or account name and allow the chair to determine the order to give the speech.

The attending shareholders (or proxies) are considered to offer no statement if they only provide speech notes without giving statements. In the event where the content of the statement is inconsistent with the speech note, the content of the statement should prevail.

When an attending shareholder is making a statement, other shareholders shall not speak unless given permission by the chairman and the speaking shareholder. Violators shall be halted by the chairman.

XII. Each shareholder (or proxies) shall not make more than two statements for the same proposals

without the chairman's agreement, and each statement shall not exceed five minutes.

If shareholder's statement violates the rules, exceeds the scope of the issue, or violate the agenda order of the meeting, the chairman shall halt the statement.

XIII. The chair is to direct proctors (or security guards) to help maintain order of the meeting. The proctors (or security personnel) help maintaining order at the meeting place shall wear an armband bearing the word "Proctor."

XIV. After an attending shareholder speaks, the chairman shall personally answer or designate a person to answer.

XV. The chairperson shall give proposals and shareholder proposed revisions or provisional motions sufficient time for clarification and discussion. Once the chairman perceives that voting can proceed, the chairman shall stop the discussion and initiate the voting.

XVI. Shareholders shall exercise voting rights in electric form, or may exercise by correspondence for the Company's shareholder meetings.

Except for provisions for special resolutions provided in the Company Act, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders.

XVII. The monitoring and counting personnel for the voting should be assigned by the chair, and the monitoring personnel should have a shareholder status.

Vote counting for shareholders' meeting proposals or elections shall be conducted in public at the place of the shareholders' meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

The election of Directors at a shareholders' meeting shall be held in accordance with the relevant rules of the Company. The voting results shall be announced on-site immediately, including the names of those elected as Directors and the numbers of votes with which they were elected.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

XVIII. For the amendment or substitute of the same motion, the chair is to combine it with the original motion to determine the vote order. If one of the proposals has been passed, the other proposals are viewed as denied and no more voting will be conducted.

XIX. The Company, beginning from the time it accepts shareholder attendance registrations, shall

make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders' meeting, and the voting and vote counting procedures.

The aforementioned recorded materials shall be retained for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

- XX. Any matters that are not addressed in these Rules of Procedures or contradicts with the law and regulations shall be governed by the existing Company Act and other relevant laws and regulations or the Article of Incorporation.
- XXI. Any amendments to these Rules of Procedures shall be effective after resolved by the board and submitted to the shareholders' meeting for approval.

