

Wistron NeWeb Corporation Audit Committee Charter

- Article 1 This Audit Committee Charter (the “Charter”) is hereby enacted pursuant to Article 14-4 of the Securities and Exchange Act and Article 3 of the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies.
- Article 2 Matters relating to the number of members of the Audit Committee (the “Committee”), each member’s term of office, responsibilities and duties, the rules and procedures for meetings, and resources to be provided by Wistron NeWeb Corporation (“WNC”) whenever the Committee exercises its powers shall be executed in accordance with the Charter.
- Article 3 The Committee’s primary purpose is to oversee the following items:
1. The reliability and integrity of WNC’s financial reporting
 2. Appointment and dismissal of WNC’s certified public accountants and assessment of such accountants’ qualifications, independence, and performance
 3. The effectiveness of WNC’s internal controls
 4. Ensuring WNC complies with legal or regulatory requirements
 5. Controlling existing or potential risks within WNC
- Article 4 The Committee shall be composed of every one of WNC’s independent directors. The number of Committee members shall be at least three, one of whom shall be assigned as the Committee convener and at least one of whom shall have accounting or financial expertise.
- The term of each independent director is three years. An independent director may serve a second term if re-elected. When an independent director resigns or is dismissed for any reason (resulting in the number of Committee members being less than that required in the preceding paragraph or by the Charter), a by-election shall be held at the next annual shareholders’ meeting; if all independent directors resign or are dismissed, WNC shall convene a special shareholders’ meeting to hold a by-election within 60 days from the date of resignation or dismissal.
- Article 5 Responsibilities and duties conferred by the Securities and Exchange Act (the “Act”), the Company Act, and any other law to be exercised by supervisors (except those responsibilities and duties set out in Article 14-4, paragraph 4 of the Act) shall be executed by the Committee.
- Article 14-4, paragraph 4 of the Act, which provides provisions in the Company Act for actions performed by supervisors and the role of supervisors as representatives of WNC, shall apply mutatis mutandis to the independent directors of the Committee.
- Article 6 Responsibilities and duties of the Committee:
1. Adoption of or amendments to internal control systems pursuant to Article 14-1 of the Act
 2. Assessment of the effectiveness of internal control systems
 3. Adoption of or amendments to material financial or operational procedures concerning the acquisition or disposal of assets, engagement in derivatives trading, lending funds to others, and endorsements or guarantees for others, pursuant to Article 36-1 of the Act
 4. Matters that involve any director’s personal interests
 5. Material transactions of assets or derivatives
 6. Material loans, endorsements, or guarantees
 7. Public offerings, issuance or private placement of any type of equity securities
 8. Appointment or dismissal of WNC’s certified public accountants and the assessment of

accountants' remuneration

9. Appointment or dismissal of the officer in charge of finance, accounting, or internal auditing departments
10. Annual financial reports which are signed or sealed by the Chairman, executives and the head of accounting, and second quarter financial reports which are audited by certified public accountants.
11. Any other material matters related to WNC or required by competent authorities

Resolutions pursuant to any of the preceding subparagraphs shall be subject to the consent by one-half or more of all Committee members, which resolutions shall be subsequently submitted to the Board of Directors for resolution.

If less than one-half or more of all the Committee members do not consent to a resolution pursuant to any of the preceding subparagraphs (with the exception of subparagraph 10), it may be adopted upon the consent of two-thirds or more of the entire Board of Directors. The resolution of the Committee shall be recorded in the meeting minutes of the Board of Directors.

"All the Committee members" referred to above only include members that are actively serving in their positions.

The Committee convener may represent the Committee.

Article 7 The Committee shall meet at least once every quarter and may be convened at any time, should need arise.

Each independent director as a Committee member shall be notified of the reasons for convening a Committee meeting at least seven (7) days in advance. In emergency circumstances, however, this requirement may be waived.

Meeting notices may be distributed in either written or electronic format.

One member shall be elected as the convener and meeting chair from all the members of the Committee. When the convener is on leave or is for any other reason unable to convene a meeting, another independent director of the Committee designated by the convener shall convene the meeting. If no such designation is made, another Committee member elected by and among the independent-director members of the Committee shall convene the meeting.

The Committee may, by resolution, request that relevant department officers, internal auditors, accountants, legal counsel, or other personnel attend a Committee meeting, and provide pertinent and necessary information, provided that they leave the meeting when deliberations or voting take place.

When a Committee meeting is convened, relevant materials shall be duly prepared for reference and review of Committee members participating in the meeting in all instances.

Article 8 When a Committee meeting is held, WNC shall prepare an attendance book to be signed by independent directors of the Committee attending the meeting, and thereafter make the attendance book available for future reference.

All independent directors of the Committee shall attend Committee meetings in person; a member director who cannot attend in person may appoint another independent director of the Committee to attend as his or her proxy. Attendance through tele- or video-conferencing shall be counted as attendance in person.

An independent director of the Committee appointing another independent director of the Committee to attend a Committee meeting as his or her proxy shall in each instance provide a written proxy stating the scope of authorization with respect to the items on the meeting agenda.

Resolutions of the Committee meeting shall be adopted with the consent of one-half or more of all the members. The result of a vote shall be made known immediately and recorded in writing.

If it is legitimately impossible to hold a Committee meeting, the items on the meeting agenda shall be adopted with the consent of two-thirds or more of the entire Board of Directors. Notwithstanding this, with respect to the matters in Article 6, paragraph 1, subparagraph 10, opinions shall be obtained in written form from each independent-director Committee member indicating his or her approval or disapproval.

An independent director serving as proxy under paragraph 2 of this Article may serve as a proxy for one Committee member only.

Article 9 Committee meeting discussions shall be included in meeting minutes. The following items shall be recorded faithfully and in detail within the minutes:

1. Session, time, and place of the meeting
2. Name of the meeting chair
3. Attendance of independent directors as Committee members at the meeting, specifying the names and number of members present, excused, and absent.
4. Names and titles of those attending the meeting as nonvoting participants.
5. Name of the recorder taking the minutes
6. Matters reported
7. Agenda items, specifying the resolution method and result of each proposal, summarizing the comments made by members of the Committee, experts, or any other personnel present at the meeting, and providing names of any directors that are interested parties as referred to in Paragraph 1 of Article 11, explanation of key content of any such relationships of interest, reasons why directors were required or were not required to recuse themselves, status of said recusals, and any objections or reservations expressed by them.
8. Extraordinary motions, including the name of the mover of the motion and the resolution method and outcome of each motion, summarizing the comments made and specifying any objections or reservations expressed by the members of the Committee, experts, and any other personnel present at the meeting, and providing names of any directors that are interested parties as referred to in Paragraph 1 of Article 11, explanation of key aspects of any such relationships of interest, reasons why directors were required or were not required to recuse themselves, status of said recusals, and any objections or reservations expressed by them.
9. Other matters requiring recordation

The attendance book of the Committee meetings is a part of the minutes and shall be carefully preserved for as long as WNC exists.

The meeting minutes shall be signed or sealed by both the meeting chair and the recorder of the minutes, and a copy shall be distributed to each member of the Committee within 20 days after the meeting and be carefully preserved as part of important company records for as long as WNC exists.

The meeting minutes under paragraph 1 of this Article may be generated, distributed, and recorded electronically.

Article 10 The convener shall set out the agenda for Committee meetings; other Committee members may also submit proposals for discussion by the Committee.

Article 11 If an independent director as a member of the Committee has a personal interest in any agenda item, the director shall explain the key content of the interest. If the director's personal interest is likely to prejudice the interests of WNC, the director may not participate in discussions or voting, and shall recuse themselves from the discussion and voting, and also may not exercise voting rights as a proxy

for any other independent director.

At BOD meetings, if the spouse of an independent director, or any blood relative within a second degree of kinship to an independent director, has interests in a matter under discussion; the independent director shall be deemed to have a personal interest in the matter.

When a matter cannot be resolved at a Committee meeting for a reason delineated in the first paragraph, this fact shall be reported to the Board of Directors, and such a matter shall be resolved by the Board instead.

Article 12 The Committee may, on behalf and at the cost of WNC, request an attorney, certified public accountant, or other professional to conduct a necessary audit or provide advice with respect to matters specified by Article 6 of the Charter.

Article 13 Committee members shall exercise the due care of a good manager when performing the responsibilities and duties specified by the Charter, be responsible to the Board of Directors, and submit their proposals to the Board of Directors for resolution.

Article 14 The Committee should periodically review and reassess the adequacy of the Charter. If any amendment is required, it shall be proposed to the Board of Directors for resolution.

The execution of the matters resolved by the Committee may be delegated to the convener or other members of the Committee for follow-up and handling. Written or oral report(s) shall be provided to the Committee during the period of such execution and, when necessary, presented to the Committee at the next meeting under proposal for ratification or report submission.

Article 15 Any and all meetings of the Committee shall produce an audio or video recording from beginning to adjournment of the meeting to serve as evidence of the proceedings. Recorded files shall be kept for at least five years and may be stored in electronic form.

If any litigation relating to a resolution of the meeting of the Committee is begun before the expiry of the period for which evidence of proceedings must be kept in accordance with the preceding paragraph, relevant data of the audio or video recorded evidence must be preserved until at least the conclusion of the litigation.

For a meeting of the Committee convened via video conferencing, all audio and video recording data shall be part of the minutes of the meeting and shall be carefully preserved for as long as WNC exists.

Article 16 This Charter, and any amendment thereto, upon approval of the Board of Directors, shall enter into force once the Committee has been established.

The first amendment was made on Nov. 11, 2015.

The second amendment was made on Nov. 8, 2017.

The third amendment was made on Mar. 11, 2020.