

Accton ESG Committee Charter

Article 1 (Purpose and Basis of Establishment)

In order to realize the Company's goal of sustainable development and strengthen sustainable governance, the ESG Committee (hereinafter referred to as the Committee) was established in accordance with Article 27, Paragraph 3 of the "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies" and Article 9, Paragraph 1 of the "Sustainable Development Best Practice Principles for TWSE/TPEX Listed Companies" and the committee charter (hereinafter referred to as the "Committee Charter") were formulated to be followed.

Article 2 (Scope of Application)

The number of members of the Committee, the tenure of Committee, the powers and duties of the Committee, the rules of procedure, and the resources to be provided by the Company in the exercise of its powers and duties shall be in accordance with the provisions of the Committee Charter unless otherwise provided by law or the Committee Charter.

Article 3 (Announcement for inspection)

The contents of the Committee Charter shall be posted on the Company's website and on the Market Observation Post System (MOPS) for reference.

Article 4 (Composition of Committee, Promotion and Execution Units)

The number of committee members shall not be less than three and shall be appointed by a resolution of the Board of Directors. The committee members shall have professional knowledge and ability in corporate sustainability and at least one director shall participate in the supervision.

Based on the circumstances of sustainable development management, the committee shall establish a full-time (part-time) unit for sustainable development and may appoint a senior manager to serve as the chairman.

The chairpersons or persons with appropriate duties may, depending on the needs of each department's sustainability business, form an interdepartmental team to carry out sustainability matters.

Article 5 (Term of office and by-election of committee members)

The tenure of the Committee members shall be in accordance with the principle of matching the tenure of the Board of Directors, and they may be re-elected for consecutive terms.

If the number of members of the Committee is less than three due to the termination of the Committee's tenure for any reason, the Committee members shall be reappointed before the most recent Board of Directors' meeting.

Article 6 (Duties of Committees, Promotion and Execution Units)

Under the authorization of the Board of Directors, the Committee shall faithfully perform the following duties with the attention of a good manager and report the operation status to the Board of Directors :

A. To formulate, promote and strengthen the Company's sustainable development policies, annual plans and strategies.

B. Reviewing, tracking, and revising the implementation and effectiveness of sustainable development.

C. Supervise the disclosure of sustainability information and review the sustainability report.

D. Supervise the execution of the business of Sustainable Development Best Practice Principles or other sustainable development related work as resolved by the Board of Directors.

A dedicated (part-time) unit for sustainable development has been established within the organization to assist the Committee in implementing various programs, which are divided into the following task groups:

A. Corporate Governance Group: Responsible for compliance with corporate governance laws and regulations, evaluation of related risks and management mechanisms.

B. Information Security Group: Develops and implements information security policies, risk assessments, and drills. Provide education and training on information security awareness to ensure that all employees comply with relevant regulations.

C. Business Performance and Customer Relationship Group: Enhance the company's business performance and customer satisfaction, and strengthen market competitiveness.

D. Technology Innovation Group: Promote technology innovation to ensure the company's competitive advantage in technology.

E. Environment Group: Responsible for environmental management system, compliance with environmental related laws and regulations and international standards, evaluation of sustainable transformation, enhancement of resource utilization, climate change response mechanism, and establishment of a dedicated environmental management unit or personnel in order to achieve the goal of environmental sustainability.

F. Green Manufacturing Group: Reduce the environmental impact of the manufacturing process and promote energy-saving and carbon reduction measures.

G. Supply Chain Group: Formulate responsible procurement and supply chain management policies to strengthen the sustainability performance of suppliers. Monitor and control supply chain risks, especially environmental, social and governance (ESG) risks.

H. Employee Safety and Health Group: Protect employee safety and health and promote human and labor rights. Establish reasonable compensation policies and employee performance appraisal systems, education and training, responsible for human rights management policies and procedures, and compliance with human rights related laws and regulations and international standards. Promote community and cultural development.

The dedicated (part-time) unit carries out the business of the organization, compiles and executes plans and other sustainability-related matters, and reports the results to the Committee.

Article 7 (Convening and calling of meetings)

The Committee shall convene a meeting at least once a year and may convene an interim meeting whenever necessary.

Members of the Committee shall be notified of the convening of a meeting seven days in advance. In case of emergency, this limit shall not apply. The notice of convening may be given in writing or by electronic form.

The Committee shall elect a convenor from among all members, who shall be the chairman of the meeting. If the convenor is on leave of absence or is unable to convene a meeting for any reason, he or she shall designate another member of the Committee to act on his or her behalf.

The Committee may invite relevant department managers, internal auditors, accountants, legal advisors, or other corporate sustainability professionals to attend the meeting and provide necessary information, but they should leave the meeting and not participate in the voting. When a committee meeting is convened, relevant information shall be made available for inspection by the committee members attending the meeting.

Article 8 (Agenda and Attendance)

The agenda of the Committee shall be set by the convenor, and other members may also provide motions for discussion by the Committee. The agenda of the meeting shall be provided to the committee members in advance.

When a committee is convened, the members in attendance shall sign in and file a record for examination.

If a member is unable to attend the meeting, he/she may appoint another member to attend the meeting on his/her behalf; if he/she participates in the meeting by video, he/she is regarded as attending the meeting in person.

When a committee member appoints another member to attend the meeting by proxy, the committee member shall submit a letter of proxy each time, listing the scope of authorization for the convening of the meeting.

The proxy to attend the meeting shall be limited to one person.

Article 9 (Method of Resolution)

Unless otherwise stipulated by laws and regulations or the charter or rules, a resolution of the Committee shall be approved by at least one-half of all members. If the chairman of the committee solicits no objection, the resolution shall be deemed to have been passed and shall have the same effect as a vote by ballot.

The results of the Committee's voting shall be reported and confirmed in the meeting and a record shall be made.

Article 10 (Avoidance of Interest)

A member of the Committee who has an interest in the matters of the meeting shall state the important contents of his/her interest, such as those that are harmful to the Company's interests.

If there is a risk that a member of the Committee may be involved in a matter, he/she shall refrain from discussing or voting on the matter and shall not exercise his/her right to vote on behalf of other members of the Committee. A member of the Committee shall be deemed to have an interest in a matter of the meeting if his/her spouse or second degree of consanguinity has an interest in the matter.

If the Committee is unable to make a resolution due to the provisions of the first paragraph, the Committee may report the matter to the Board of Directors and the Board of Directors may make a resolution.

Article 11 (Proceedings)

The following items shall be recorded in the minutes of the Committee's proceedings:

- A. The session (or year) and the time and place of the meeting.
- B. The name of the chairman.
- C. The attendance status of the members, including the names and number of those present, absent and excused.
- D. The names of attendees.
- E. The name of the recorder.
- F. Reporting topics.
- G. Discussion: The method of resolution and the results of each motion, and the objections or reservations of the committee members.
- H. Provisional motions: names of proposers, methods of resolution and results of motions, summaries of speeches made by committee members, experts and other personnel, and objections or reservations of committee members.
- I. Other matters to be recorded.

The sign-in book of the Committee shall be part of the proceedings, and the audio-visual data of the Committee shall be part of the proceedings if the meeting is held by video conference.

The proceedings shall be signed or sealed by the chairman of the meeting and the recorder of the meeting, and shall be distributed to the members of the Committee within 20 days after the meeting and reported to the Board of Directors and listed in the Company's important files to be kept for five years for future reference; the proceedings shall be prepared and distributed by means of electronic documents.

Before the expiration of the preceding retention period, when litigation occurs on matters related to the resolutions of the Committee, the records shall be retained until the end of the litigation.

Article 12 (Processing of Meeting Resolutions)

The convenor or other members of the Committee may be authorized to continue the execution of the resolutions of the Committee based on the terms of reference set forth

in Article 6, or the appointment of professionals to carry out the work in accordance with Article 13, and to report to the Committee in writing during the execution of the resolutions, and may submit a report to the Committee for ratification or report to the Committee at the next meeting, if necessary.

Article 13 (Resources for the Exercise of Powers and Duties)

The Committee may, by resolution, appoint an attorney, accountant, or other professional person to conduct necessary investigations or provide advice on matters related to the exercise of its duties and powers at the Company's expense.

Article 14 (Enforcement)

These Committee Charters shall come into force after they have been approved by the Board of Directors, and shall be amended accordingly.

Chairman : _____



Date : _____

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