

Accton Technology Corporation

Remuneration Committee Charter

1. Purpose

To strengthen corporate governance and establish a sound compensation for the directors and executives of the Company, the Remuneration Committee (the "Committee ") Charter (the "Charter") is formulated in accordance with 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").

2. Scope

The composition, number of members, tenure, duties, procedural rules, and resources provided by the Company for the exercise of the Committee's duties shall be governed by the Charter unless otherwise stipulated by applicable laws, rules, and regulations.

3. Committee Membership

3.1 The Committee members shall be appointed by the Board of Directors, with a minimum of three members, one of whom shall serve as the convener. If independent directors are appointed pursuant to law, at least one independent director must participate in the Committee.

3.2 The tenure of office of the Committee members shall coincide with that of the appointing Board of Directors.

3.3 If a member is terminated for any reason and the number of members falls below three, the Company shall convene a Board meeting to appoint a replacement within three months from the date of occurrence.

3.4 The Company shall announce and report any appointment or change of Committee members on the designated information reporting website of the competent authority within two days from the date of occurrence.

3.5 The professional qualifications and independence of Committee members shall comply with Articles 5 and 6 of the Regulations.

4. Committee Duties

- 4.1 The Committee shall perform its duties with the care of a prudent administrator and faithfully carry out the following functions, submitting its recommendations to the Board of Directors for deliberations:
 - 4.1.1 Periodically review the Charter and propose amendments.
 - 4.1.2 Recommend and regularly review policies, standards, and structures for performance evaluation and remuneration of directors and executives.
 - 4.1.3 Periodically evaluate and recommend the remuneration of directors and executives.
- 4.2 The Committee shall adhere to the following principles in exercising the duties outlined above:
 - 4.2.1 The performance evaluation and remuneration of directors and executives shall reference industry standards and consider individual performance, company operating performance, and future risks.
 - 4.2.2 Remuneration should not incentivize directors and executives to engage in activities beyond the Company's risk appetite.
 - 4.2.3 The proportion of short-term performance-based compensation for directors and executives, as well as the payment schedule for variable remuneration, shall be determined based on industry characteristics and Company operations.
- 4.3 "Remuneration" as used in the preceding two provisions includes cash compensation, stock options, profit sharing, retirement benefits, severance pay, allowances, and other substantive incentives. The scope shall align with the remuneration of directors and executives as set out in the Regulations Governing Information to be Published in Annual Reports of Public Companies.
- 4.4 When deliberating the Committee's recommendations, the Board of Directors shall comprehensively consider the remuneration amount, payment methods, and Company's future risk.
- 4.5 If the Board of Directors does not adopt or amends the Committee's recommendations, the resolution must be approved by at least two-thirds of all directors present, with the approval of more than half of the attending directors, and the resolution must specify whether the approved remuneration is superior to the Committee's recommendations.
- 4.6 If the Board of Directors approves remuneration that exceeds the Committee's recommendations, the differences and reasons must be recorded in the meeting minutes and reported on the designated information reporting website of the competent authority within two days from the date of approval.
- 4.7 For matters concerning the remuneration of directors and executives of the Company's subsidiaries that require Board approval per subsidiary delegation guidelines, the Committee shall be asked to provide recommendations before submission to the Board

for deliberation.

5. Meetings

5.1 The Committee shall convene at least twice a year and as needed.

5.2 Meetings shall be convened with a specified agenda, and members shall be notified at least seven days in advance, except in cases of emergency.

5.3 If independent directors are appointed pursuant to law, at least one independent director shall participate in the Committee, and the entire membership shall unanimously elect the independent director to serve as the convener and chairperson. If no independent directors exist, the convener and chairperson shall be elected from among the members. When the convener is unable to convene the meeting, another independent director shall be designated as a proxy by the convener. If no other independent director is available, another Committee member shall be designated as proxy by the convener. If the convener does not designate a proxy, the other members of the Committee shall elect one member to act on his behalf.

5.4 The Committee may invite directors, managerial personnel, internal auditors, accountants, legal advisors, or other relevant personnel to attend meetings and provide necessary information. However, they shall leave the meeting when deliberation and voting take place.

6. Rules of Procedures

6.1 The meeting agenda shall be set by the convener, but other members may propose motions for deliberation. The agenda shall be provided in advance to all members.

6.2 A sign-in book shall be prepared for members to sign in for attendance verification.

6.3 Members shall attend meetings in person. A member who cannot attend in person may delegate another member as a proxy, but each member may act as only one proxy for other member. Attendance via video conference is considered in-person attendance.

6.4 Delegation of attendance requires a written authorization specifying the scope of delegation.

6.5 A resolution requires the consent of more than half of all members. If the chairperson seeks opinions and no objections are raised, the resolution is deemed adopted with the same effect as a formal vote. Voting results shall be reported and recorded on-site.

7. Conflict of Interest

When a meeting will discuss the remuneration of any member of the Committee, it will be clearly stated at the meeting. If there is likely to be any prejudice to the interests of the Company, that member may not participate in the discussion or voting. The member also may not act as proxies for other members.

8. Meeting Minutes

8.1 Meeting minutes shall be prepared of the discussions at the Committee, and the minutes shall record the matters listed below in a detailed and accurate manner:

8.1.1 Session, time, and location.

8.1.2 Chairperson's name.

8.1.3 Attendance details, including names and numbers of present, absent, and excused members.

8.1.4 Names and titles of attendees as nonvoting participants.

8.1.5 Name of minutes taker.

8.1.6 Reported matters.

8.1.7 Agenda items: the resolution methods and outcomes of each motion, the name of any member whose own remuneration comes under discussion, the content of the discussion about the member's remuneration, and the specifics regarding recusal of the member, and members' dissenting or reserved opinions.

8.1.8 Motions: the name of the proposer, the resolution methods and outcomes of the motion, summaries of statements made by members, experts, and other participants, the name of member involved in matters related to their own remuneration pursuant to the preceding article, details of such remuneration, any recusal situations, and members' dissenting or reserved opinions.

8.1.9 Any other matters that should be recorded.

8.2 If any member expresses dissenting or reserved opinions regarding the resolutions of the Committee and such opinions are recorded or submitted in writing, they shall be documented in the minutes. Additionally, the opinions shall be publicly disclosed and reported on the information reporting website designated by the competent authority within two days from the date of occurrence.

8.3 The sign-in book and video recordings (if applicable) form part of the meeting minutes.

8.4 Minutes must be signed by the chairperson and minute taker and distributed to members within twenty days. They shall be submitted to the Board and retained for five years, with electronic storage permitted. If litigation arises, records shall be preserved until proceedings conclude.

9. Resources Provided by the Company

The Committee may engage legal, accounting, or other professional services as needed, with expenses borne by the Company.

10. Execution of Resolutions

Matters resolved by the Committee may be executed by the convener or designated members, who shall report in writing to the Committee or seek ratification in the next meeting.

11. Implementation

The Charter takes effect upon Board approval. Amendments shall follow the same procedure.

Originally established on October 27th, 2011.

First amendment on March 13th, 2025.