

# **CTCI Corporation**

## **Sustainability and Information Security Committee Charter**

Adopted on May 28, 2020

1<sup>st</sup> Amended on December 15, 2021

2<sup>nd</sup> Amended on May 13, 2025

Article 1 To ensure the soundness of the board and strengthen the management mechanism of the Company, the ESG Committee Charter (hereinafter the “Committee Charter”) is adopted pursuant to the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2 Unless otherwise provided by other laws or the Company’s articles of incorporation, matters related to official powers of the Sustainability and Information Security Committee shall be subject to the Committee Charter.

Article 3 The Committee shall be composed of at least three directors selected by the board of directors from among themselves. One member shall be elected as the convener and the chairperson of the meeting by and from among the entire membership.

The term of a Committee member, except as otherwise provided by law and regulation or the Company's articles of incorporation or bylaws, shall extend from the date of the director's selection as Committee member by the board to the date of expiration of the director's term, the director's resignation from the committee or the directorship, or the director's replacement by another director selected as Committee member by the board.

Article 4 The powers of the Committee are as follows:

- (1) Formulate the sustainability, net zero and information security policy.
- (2) Set sustainability governance, ethical management, information security and environmental and social aspect, strategies, and execution plans.
- (3) Review, track, and modify progress and results of sustainability, net zero emissions activities, as well as information security, and regularly report to the board of directors.
- (4) Follow issues of interest to stakeholders, including shareholders/investors, customers, suppliers/contractors/partners (co-contractors), employees, government, Non-Profit Organizations, communities/government/experts/academic and professional associations, and media, and oversee communications programs.
- (5) Other material matters provided by the Articles of Incorporation, regulations, board resolutions or the Chairman.

Article 5 The meeting of the Committee shall be convened at least twice a year, and may call a meeting at its discretion whenever necessary.

In calling a meeting of the Committee, a notice of the reasons for convening the meeting shall be given to each member at least 7 days in advance. In emergency circumstances, however, the meeting may be called on shorter notice.

When the convener goes on leave or otherwise for any reason whatsoever is unable to convene a meeting, the meeting shall be convened by another member designated by the convener, or if there is no member designated by the convener, by another member elected by and from among the other members of the Committee.

Article 6 The meeting agenda of the Committee shall be drawn up by the convener. Other members also may submit motions to the Committee for deliberation. The meeting agenda shall be provided to the members of the Committee in advance.

When the Committee is held, the Company shall provide an attendance book for the members present at the meeting to sign and thereafter made available for reference.

The members of the Committee shall attend the Committee in person; a member who cannot attend in person may appoint another member to attend as a proxy. Attendance via video-conferencing is deemed as attendance in person.

A member of the Committee appointing another member to attend the meeting of the Committee in his or her place shall in each instance issue a written proxy stating the scope of authorization with respect to the subjects of the meeting.

A proxy under paragraph 3 may accept a proxy from one person only.

Article 7 Except as otherwise provided by law and regulation or by the Company's articles of incorporation and bylaws, a resolution of the Committee requires the approval of a majority of the members present at the meeting attended by one-half or more of all Committee members.

The proceedings of a Committee meeting shall be recorded in minutes, which shall specify the following matters in detail:

- (1) Session, time, and place of the meeting
- (2) Chairperson's name
- (3) Attendance of members, including names and numbers of members who are present at the meeting, on leave or absent from the meeting
- (4) Names and titles of nonvoting delegates at the meeting
- (5) Name of minutes taker
- (6) Matters reported on

- (7) Matters for discussion: the resolution method and outcome of each motion, and any objections or reservations expressed by any Committee member
- (8) Extempore motions: the name of the person submitting the motion, the resolution method and outcome of the motion, and summary of statements and objections or reservations expressed by members of the Committee, experts and other persons
- (9) Other matters required to be recorded.

The attendance book of the meeting, and the video and audio record in the event of a videoconference convened, are an integral part of the minutes of the proceedings.

Minutes of the proceedings must be signed or sealed by the chairperson and the minutes taker of the meeting, and copies thereof shall be distributed to all Committee members within 20 days after the meeting. The minutes shall also be deemed important files of the Company and shall be retained for five years. Preparation and distribution of the minutes of the proceedings may be done electronically.

In the event of a suit in respect of a matter concerning the Committee before the retention period in the preceding paragraph expires, the minutes shall be retained until the conclusion of the litigation.

Article 8 The Committee may resolve to retain the service of an attorney, certified public accountant, or other professionals to provide advice with respect to matters of the exercise of the Committee's official powers. The costs of their services shall be borne by the Company.

Article 9 The Committee members shall exercise the due care of a good administrator and faithfully perform the duties prescribed in this Committee Charter; they shall be accountable to the board of directors and shall submit their proposals to be resolved by the board.

Article 10 The execution of tasks relating to resolutions adopted by the Committee may be delegated to the convener or other Committee members for follow-up, with a written or verbal report to be presented to the Committee during the implementation period. When necessary, the matter shall be presented for ratification or a report made at the next meeting of the Committee.

Article 11 The Committee Charter shall become full force after the Committee Charter or its amendment as well is approved by the board of directors.