

Advantech Co., Ltd.
Rules and Procedures of Board of Directors Meetings

- Article 1 : In order to establish an effective corporate governance and a robust board of directors governance system for the Company, and to assist directors in performing their duties while improving the board of directors' overall effectiveness, the Company's Board of Directors meetings ("Board Meetings") shall be conducted in accordance with the Rules and Procedures of Board of Directors Meetings (the "Rules and Procedures"). These Rules and Procedures are adopted pursuant to the "Regulations Governing Procedure for Board of Directors Meetings of Public Companies" and the "Taiwan Stock Exchange Corporation Operation Directions for Compliance with the Establishment of Board of Directors by TWSE Listed Companies and the Board's Exercise of Powers".
- Article 2 : Unless relevant laws and regulations or the Company's Articles of Incorporation provide otherwise, the Company's Board Meetings shall be conducted in accordance with the "Rules and Procedures".
- Article 3 : Board Meetings shall be held at least once every quarter.
The reasons for calling a board of directors meeting shall be notified to each director at least seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice. Directors may not raise objections on the grounds that the notice has not been sent more than seven days in advance. The notice set forth in the preceding paragraph may be sent in writing, by email, or by fax.
- Article 4 : The agenda working group, designated by the Board of Directors, is the chairperson's office.
The agenda working group shall prepare agenda items for the Board Meetings and provide comprehensive pre-meeting materials, to be sent together with the notice of the meeting.
The chairperson's office is accountable for handling the Board of Directors' requests and processes them as quickly as possible, based on the principle of immediate and effective assistance to the Directors in performing their duties. The Directors should be provided with appropriate and timely information in a form and quality sufficient to enable them to make informed decisions and perform their duties.
A director of the opinion that the pre-meeting materials provided are insufficiently comprehensive may request the agenda working group to supplement the materials. If a director is of the opinion that materials concerning any proposal are insufficient in content, the deliberation of such proposal may be

postponed by a resolution of the board of directors.

Article 5 : When a Board Meeting is held, an attendance book shall be made ready for signature by Directors attending the meeting.

All board directors shall attend board meetings in person; if attendance in person is not possible, they may, pursuant to the Rules and Procedures, appoint another director to attend as their proxy. Attendance via tele- or video-conference is deemed as attendance in person.

A director appointing another director to attend a board meeting in his or her place shall in each case give to that director a written proxy stating the scope of authorization with respect to the reasons for meeting.

A proxy under paragraph 2 may accept a proxy from one person only.

The attendance rate of each director shall not be lower than 75%.

Article 6 : Board Meetings shall be held at the Company's location during the business hours of the Company or at a place and time convenient to all directors and suitable for holding such meetings.

Article 7 : Board Meetings shall be convened and presided over by the Chairperson of the Board of Directors. However, where the first meeting of each newly elected board of directors is called by the director who received votes representing the largest portion of voting rights at the shareholders' meeting in which the directors were elected, and all directors shall elect from amongst themselves one person to preside over the meeting.

Where a meeting of the board of directors is called by a majority of directors on their own initiative in accordance with Article 203, paragraph 4 or Article 203-1, paragraph 3 of the Company Act, the directors shall choose one person by and from among themselves to chair the meeting.

When the Chairperson of the board is on leave or for any reason is unable to exercise the powers of the chairperson, the vice chairperson shall do so in place of the chairperson. If there is no vice chairperson or the vice chairperson also is on leave or for any reason is unable to act, the Chairperson shall appoint a Director to act on his or her behalf. In the absence of such an appointee, the Directors shall elect from amongst themselves one person to act on the behalf of the Chairperson.

Article 8 : When holding Board Meetings, the agenda working group, designated by the Board of Directors, shall prepare relevant materials for the Directors attending the meeting and make them available for reference at any time.

When holding Board Meetings, the Company may, as necessary for the agenda items of the meeting, notify personnel of relevant departments or subsidiaries to attend the meeting as nonvoting participants. When necessary, the company may

also invite certificated public accounts (CPAs), attorneys, or other professionals to attend as nonvoting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place.

When the time of a meeting has arrived and one-half all board directors are present, the Chairperson shall immediately announce the start of the meeting.

When the time of a meeting has arrived and one-half all board directors are not present, the Chairperson may announce postponement of the meeting time, The postponements shall be limited to twice at the most and the total postponement time shall not exceed one hour. If the quorum is still not met after two such delays, the Chairperson shall re-call the meeting following the procedures provided in Article 3, paragraph 2.

Article 9 : The Company shall record on audio or video tape the entire proceedings of a Board Meeting and preserve the recordings for at least five years in electronic form.

If before the end of the preservation period referred to in the preceding paragraph any litigation arises in connection with a resolution of a Board Meeting, the relevant audio or video recordings shall continue to be preserved until the litigation is concluded, and the above-mentioned five-year rule shall not be applicable.

Where a Board Meeting is held via tele- or video conferencing, the audio and visual documentation of the meeting form a part of the meeting minutes and shall be well preserved during the existence of the Company.

Article 10 : Agenda items for regular Board Meetings shall include at least the following:

1. Reports:

- (1) Minutes of the last meeting and actions arising.
- (2) Reporting on important financial and business matters.
- (3) Reporting on internal audit activities.
- (4) Other important matters to be reported.

2. Discussions:

- (1) Items discussed and continued from the last meeting.
- (2) Items for discussion at this meeting.

3. Extraordinary motions.

Article 11 : A board of directors meeting shall be conducted in accordance with the order of business on the agenda as specified in the meeting notice. However, the order may be changed with the approval of a majority of directors present at the meeting.

Before all the discussion items (including special motions) listed in the above agenda are resolved, the Chairperson may not declare adjournment of the

meeting without the approval of a majority of directors present at the meeting. During a meeting, the Chairperson may, at his/her discretion, set time for intermission or negotiation.

Article 12 : The company shall submit the following items for discussion by the Board of Directors:

1. Corporate business plan.
2. Annual financial reports.
3. Adoption or amendment of an internal control system pursuant to Article 4-1 of the "Securities and Exchange Act" (the "Act"), and an assessment of the effectiveness of the internal control system.
4. Adoption or amendment, pursuant to Article 36-1 of the Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.
5. The offering, issuance, or private placement of any equity-type securities.
6. The election or discharge of the Chairperson of the Board of Directors.
7. The appointment or discharge of a financial, accounting, or internal audit officer.
8. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.
9. Any matter required by Article 14-3 of the Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders' meeting or board meeting, or any such significant matter as may be prescribed by the competent authority.

The term "related party" in subparagraph 8 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a nonrelated party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA attested financial report for the most recent year.

The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

At least one independent director shall attend each meeting in person. In the case of a meeting concerning any matter required to be submitted for a resolution by the board of directors under paragraph 1, each independent director shall attend in person; if an independent director is unable to attend in person, he or she shall appoint another independent director to attend as his or her proxy. If an independent director expresses any objection or reservation about a matter, it shall be recorded in the board meeting minutes. An independent director intending to express an objection or reservation but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the meeting minutes.

Article 13 : When the Chairperson is of the opinion that a matter has been sufficiently discussed to a degree of putting to a vote, the Chairperson may announce the discussion closed and bring the matter to vote.

When a proposal comes to a vote at a board of directors meeting, if the Chairperson puts the matter before all directors present at the meeting and none voices an objection, the matter is deemed approved. If objection is voiced after solicitation by the Chairman, such resolution shall be voted.

The method of voting shall be one of the following as determined by the Chairperson. However, if the directors present at the meeting have objections, the opinions of the majority shall be solicited for decision:

1. By showing of hands or electronic voting.
2. By voicing votes.
3. By casting ballots.
4. By the voting method chosen by the Company.

"All directors present at the meeting" in the preceding two paragraphs do not include directors prohibited from exercising voting rights pursuant to Article 15.

Article 14 : Except as otherwise stated in the Act or in the Company Act, a resolution on a matter at a Board Meeting requires the approval of a majority of the directors present at the meeting that shall be attended by a majority of all directors.

If there is an amendment to or substitute for a proposed resolution, the Chairperson shall decide the sequence of voting for such proposed resolution and the amendment or substitute. If any one of them has been adopted, the others shall be deemed overruled and no further voting is required.

When necessary, the Chairperson shall appoint person(s) to monitor the voting process and person(s) to count the votes; and the person(s) appointed to monitor the voting process should be a Director.

The result of voting shall be announced at the meeting and placed on record.

Article 15 : If any director or a juristic person represented by a director is an interested party with respect to any agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interests of the Company, the director may not participate in discussion or voting on that agenda item, and further, shall enter recusal during discussion and voting on that item and may not act as another director's proxy to exercise voting rights on that matter.

Where the spouse or a blood relative within the second degree of kinship of a director, or a company which has a controlling or subordinate relation with a director, is an interested party with respect to an agenda item as described in the preceding paragraph, such director shall be deemed to be an interested party with respect to that agenda item.

The provisions of Article 180, paragraph 2 of the Company Act, as applied mutatis mutandis under Article 206, paragraph 4 of that Act, apply to resolutions of the Board Meetings when a director is prohibited by the preceding two paragraphs from exercising voting rights.

Article 16 : The resolutions of Board Meetings shall be recorded in the meeting minutes.

The meeting minutes shall accurately record the following items:

1. Session (or year), time, and place of meeting.
2. The name of the chairperson.
3. Attendance of directors at the meeting.
4. Names and titles of those attending the meeting as nonvoting participants.
5. Name of minutes taker.
6. Report items
7. Agenda items:
the method of resolution and the result for each proposal; a summary of the comments made by directors, supervisors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director under Article 12, paragraph 2.
8. Extraordinary motions:
the name of the mover; the method of resolution and the result for each motion; a summary of the comments made by directors, supervisors, experts, or other persons; the name of any director that is an interested

party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing.

9. Other matters required to be recorded.

Any of the following matters in relation to a resolution passed at a Board Meeting shall be stated in the meeting minutes and within two days of the meeting be published on an information reporting website designated by the Financial Supervisory Commission of the Executive Yuan:

Any matter about which an independent director expresses an objection or reservation that has been included in records or stated in writing.

The attendance book forms a part of the minutes for each board of directors meeting and shall be well preserved during the existence of the company.

The minutes of a board of directors meeting shall bear the signature or seal of both the meeting chair and the minutes taker; a copy of the minutes shall be distributed to each director and supervisor within 20 days after the meeting and well preserved as important company records during the existence of the company.

The production and distribution of the meeting minutes referred to in paragraph 1 may be done in electronic form.

Article 17 : Apart from matters referred to in paragraph 1 Article 12 , which are required to be submitted for discussion by the Board of Directors, the Board of Directors of the Company may, in accordance with the articles of incorporation, authorize the Chairperson, the general manager, and key executives to execute the Company's business in accordance with laws, the articles of incorporation and company policies and systems. The levels, contents, and other related matters of such execution shall be handled according to the Approval Authority Schedule (AAS) approved by the Board of Directors, and are subject to regular reviews.

Article 18 : Members of the board of directors shall faithfully conduct corporate affairs and perform the duty of care of a good administrator. In conducting the affairs of the company, they shall exercise their powers with a high level of self-discipline and prudence. Unless matters are otherwise reserved by law or in the articles of incorporation for approval in shareholders meetings, they shall ensure that all matters are handled according to the resolutions of board of directors.

Article 19 : The formulation or any amendment to these Rules and Procedures shall be approved by the Board of Directors.

Article 20 : These Rules and Procedures were effective from March 29, 2004.

The first amendment was on December 8, 2006.
The second amendment was on December 29, 2006.
The third amendment was on March 21, 2008.
The fourth amendment was on June 9, 2010.
The fifth amendment was on March 22, 2013.
The sixth amendment was on March 6, 2017.
The seventh amendment was on August 11, 2017.
The eighth amendment was on May 3, 2019.
The ninth amendment was on March 6, 2020.
The tenth amendment was on February 25, 2022.
The eleventh amendment was on April 28, 2023