

Remuneration Committee

The sixth remuneration committee of the Company is composed of five independent directors. Its responsibilities are to assist the Board in assessing and approving the remuneration levels of directors and managers, so that the remuneration is combined with individual and company operational performance to achieve the rationality of remuneration and attract/retain talents.

The Company's procedure of determining remuneration not only takes into account the Company's overall operational performance but also includes employee's personal performance and their contribution to the Company's performance in order to determine a reasonable compensation. Relevant salary and compensation are reviewed by the Remuneration Committee and resolved by the Board of Directors. The Company will also be keeping a close eye on the current development in the global economy, international financial environment and state of the industry in order to predict its operational development, profit status, operational risks and changes in pertinent regulations in the near future. In addition, to review the compensation system timely, thereby striving for an ideal balance between the goal of Company's sustainable operation and relevant risk management.

■ Functions and Tasks of the Remuneration Committee

- Prescribe and periodically review the performance evaluation and remuneration policy, system, standards, and structure for directors/independent directors, and managerial officers.
- Periodically evaluate and prescribe the remuneration of directors/independent directors, and managerial officers.

"Remuneration" as used in the preceding two paragraphs includes cash compensation, stock options, profit sharing and stock ownership, retirement benefits or severance pay, allowances or stipends of any kind, and other substantive incentive measures.

■ Professional Qualifications and Experience of Remuneration Committee Members

Identity	Name	Qualifications and Experience
Independent Director	Wen-Chung Shen	Department of Electrical Engineering, National Taiwan University Chairman of Her Tuo Co., Ltd., and Director and Executive Vice President of Compal The individual has rich knowledge and adequate experience in the electronics industry, business operations, and risk management, which is extremely helpful to the company's development. The Independent Director possesses more than 30 years of work experience required for the Company's business.
Independent Director	Duh Kung Tsai	Bachelor's degree in Taipei Institute of Technology (Industrial Engineering Dept.) Chairman & Chief Strategy Officer of Powertech Technology Inc., Director of Greatek Electronics Inc., Independent Director of Chicony Power Technology Co. Ltd. The individual has rich knowledge and adequate experience in the electronics industry, business operations, risk management, and corporate merger/acquisition, which is extremely helpful to the company's development. The Independent Director possesses more than 30 years of work experience required for the Company's business.
Independent Director	Lee-Chiou Chang	Bachelor's degree in NCCU (Public Finance Dept.), Master's degree in NCCU (Insurance Dept.) Chairman of Yuanta Securities Co., Ltd., Team leader of Securities and Futures Bureau, FSC

Identity	Name	Qualifications and Experience
		Chairman of Sun Ten Group., Chairman of Panion & BF Biotech Inc., Chairman of Ho Tung Chemical Corp. The individual has rich knowledge and adequate experience in biotechnology, medical, business operations, and financial accounting, which is extremely helpful to the company's development. The Independent Director possesses more than 30 years of work experience required for the Company's business.
Independent Director	Shui-Shu Hung	MD in National Taiwan University (Medicine Dept.) Chairman of Catcher Technology Co., Ltd. The individual has rich knowledge and adequate experience in the electronics industry, business operations, and risk management, which is extremely helpful to the company's development. The Independent Director possesses more than 30 years of work experience required for the Company's business.
Independent Director	Tzu-Ting Huang	Bachelor's degree in National Chung Hsing University (Law Dept.) Chief Operating Officer, Consultant, Property Rights and Marketing Department Services of Acer Incorporated, Independent Director of Flytech Technology Co., Ltd. The individual has rich knowledge and adequate experience in the electronics industry, Property Rights and Marketing Department Services and Supply Chain Management, which is extremely helpful to the company's development. The Independent Director possesses more than 30 years of work experience required for the Company's business.

■ Attendance of Members at Remuneration Committee Meetings

- The company's Remuneration Committee is composed of three (term of the 5th) and five (term of the 6th) independent directors separately.
- The term of the 5th committee is from August 27, 2021 to May 31, 2024.
- The term of the 6th committee is from May 31, 2024 to May 30, 2027.
- There were six Remuneration Committee meetings in 2024 (A) and the committee members attendance records were as follows:

Title	Name	Attendance in Person (B)	By Proxy	Attendance Rate (%) [B/A]	Remarks
Convener	Wen-Chung Shen	6	0	100%	Re-election
Committee Member	Duh Kung Tsai	3	0	100%	Took office on May 31, 2024
Committee Member	Lee-Chiou Chang	3	0	100%	Took office on May 31, 2024
Committee Member	Shui-Shu Hung	3	0	100%	Took office on May 31, 2024
Committee Member	Tzu-Ting Huang	3	0	100%	Took office on May 31, 2024
Committee Member	Min-Chih Hsuan	2	1	66.67%	Left office on May 31, 2024
Committee Member	Duei Tsai	3	0	100%	Left office on May 31, 2024

- The discussion of the Remuneration Committee and the resolution, as well as the actions the Company has taken in response to any opinions arisen from the Remuneration Committee.

Board of Directors Meeting	Content of discussion and actions taken in response
15 th Meeting (14 th Term) 2024.2.29	1. To approve the proposal for the distribution of compensation to employees and directors for the year 2023
	▲ Resolution Adopted by the Remuneration Committee (2024.2.29): Upon solicitation of comments by the Chairman, no objection was addressed, and the resolution was adopted unanimously by the Committee Members present.
	▲ Action taken by the Company in Response to the opinion of the Remuneration Committee: • Motion 1: Upon solicitation of comments by the Chairman, no objection was addressed, and the resolution was adopted unanimously by the Directors present.
16 th Meeting (14 th Term) 2024.3.12	1. To approve the 1st mid-year bonus of 2024
	▲ Resolution Adopted by the Remuneration Committee (2024.3.12): Upon solicitation of comments by the Chairman, no objection was addressed, and the resolution was adopted unanimously by the Committee Members present.
	▲ Action taken by the Company in Response to the opinion of the Remuneration Committee: In accordance with the Company's Regulations Governing the Proceedings of Board of Directors Meetings, an interested party relationship exists between any Directors and any agenda proposals, such Directors shall excuse themselves during discussion of and voting on those proposals. Accordingly, to avoid conflict of interest, Directors Jui-Tsung Chen, Chung-Pin Wong, Ming-Chih Chang and Sheng-Hua Peng, who are also acting as managerial officers of Compal, avoided discussion and voting on this proposal. Upon solicitation of comments by the chairman, no objection was addressed and the resolution was adopted unanimously by the remaining Directors present.
18 th Meeting (14 th Term) 2024.5.13	1. To approve the proposal of the percentage to distribute the compensation to directors and employees for the year 2024.
	2. To approve employees' salary adjustment of the year 2024
	▲ Resolution Adopted by the Remuneration Committee (2024.5.13): Upon solicitation of comments by the Chairman, no objection was addressed, and the resolution was adopted unanimously by the Committee Members present. ▲ Action taken by the Company in Response to the opinion of the Remuneration Committee: • Motion 1: Upon solicitation of comments by the Chairman, no objection was addressed, and the resolution was adopted unanimously by the Directors present. • Motion 2: In accordance with the Company's Regulations Governing the Proceedings of Board of Directors Meetings, an interested party relationship exists between any Directors and any agenda proposals, such Directors shall excuse themselves during discussion of and voting on those proposals. Accordingly, to avoid conflict of interest, Directors Jui-Tsung Chen, Chung-Pin Wong, Ming-Chih Chang and Sheng-Hua Peng, who are also acting as managerial officers of Compal, avoided discussion and voting on this proposal. Upon solicitation of comments by the chairman, no objection was addressed and the resolution was adopted unanimously by the remaining Directors present.
1 st Meeting (15 th Term) 2024.5.31	1. Election of the Committee convener and meeting Chair of the 6th Remuneration Committee
	▲ Resolution Adopted by the Remuneration Committee (2024.5.31): Wen-Chung Shen is elected by all members the Committee as the convener and meeting Chair.
	▲ Action taken by the Company in Response to the opinion of the Remuneration Committee: Not applicable (No request of the consent of the Board of Directors)

Board of Directors Meeting	Content of discussion and actions taken in response
2 nd Meeting (15 th Term) 2024.8.13	1. To approve the Directors' remuneration for the year 2023
	2. To approve the 2nd mid-year bonus of 2024
	3. To approve the remuneration of newly appointed Top Management
	<p>▲ Resolution Adopted by the Remuneration Committee (2024.8.13): Upon solicitation of comments by the Chairman, no objection was addressed, and the resolution was adopted unanimously by the Committee Members present.</p>
	<p>▲ Action taken by the Company in Response to the opinion of the Remuneration Committee:</p> <ul style="list-style-type: none"> • Motion 1: Chairman Sheng-Hsiung Hsu asked the Independent Director Min-Chih Hsuan acted as a deputy chairman to preside at this meeting, to discuss and vote on this proposal. Since an interested party relationship exists, the Directors (i.e., Jui-Tsung Chen, Wei-Chang Chen, Charng-Chyi Ko, Sheng-Chieh Hsu, Chieh-Li Hsu, Wu-Chun Hsu, Chung-Pin Wong, Chiung-Chi Hsu, Sheng-Hua Peng and Anthony Peter Bonadero) recuse and exclude themselves from discussion and voting on this proposal to avoid conflict of interest. Upon solicitation of comments by the deputy chairman, no objection was addressed and the resolution was adopted unanimously by the remaining Directors present. • Motion 2: In accordance with the Company's Regulations Governing the Proceedings of Board of Directors Meetings, an interested party relationship exists between any Directors and any agenda proposals, such Directors shall excuse themselves during discussion of and voting on those proposals. Accordingly, to avoid conflict of interest, Directors Chung-Pin Wong and Sheng-Hua Peng, who are also acting as managerial officers of Compal, avoided discussion and voting on this proposal. Upon solicitation of comments by the chairman, no objection was addressed and the resolution was adopted unanimously by the remaining Directors present. • Motion 3: The Independent Director Duh Kung Tsai acted as a deputy chairman to preside at this meeting, to discuss and vote on this proposal. An interested party relationship existed in Directors Jui-Tsung Chen and Anthony Peter Bonadero, the Directors Sheng-Chieh Hsu and Group President Sheng-Hsiung Hsu are second cousins (brothers), Chieh-Li Hsu and Group President Sheng-Hsiung Hsu are first cousins (father and son). In order to avoid conflict of interest, these Directors excused themselves from discussion and voting on this proposal. Upon solicitation of comments by the deputy Chairman of the meeting, no objection was addressed and the resolution was adopted unanimously by the remaining Directors present.
3 rd Meeting (15 th Term) 2024.11.12	1. To approve the remuneration of newly appointed Top Management
	2. To approve employee compensation in cash of 2023
	3. To approve the year-end bonus payment of 2024
	<p>▲ Resolution Adopted by the Remuneration Committee (2024.11.12): Upon solicitation of comments by the Chairman, no objection was addressed, and the resolution was adopted unanimously by the Committee Members present.</p>
	<p>▲ Action taken by the Company in Response to the opinion of the Remuneration Committee:</p> <ul style="list-style-type: none"> • Motion 1 Upon solicitation of comments by the Chairman, no objection was addressed, and the resolution was adopted unanimously by the Directors present. • Motion 2: In accordance with the Company's Regulations Governing the Proceedings of Board of Directors Meetings, an interested party relationship exists between any Directors

Board of Directors Meeting	Content of discussion and actions taken in response
	<p>and any agenda proposals, such Directors shall excuse themselves during discussion of and voting on those proposals. Accordingly, to avoid conflict of interest, Director Sheng-Hua Peng, who is also acting as managerial officers of Compal, avoided discussion and voting on this proposal. Upon solicitation of comments by the chairman, no objection was addressed and the resolution was adopted unanimously by the remaining Directors present.</p> <ul style="list-style-type: none"> • Motion 3: In accordance with the Company's Regulations Governing the Proceedings of Board of Directors Meetings, an interested party relationship exists between any Directors and any agenda proposals, such Directors shall excuse themselves during discussion of and voting on those proposals. Accordingly, to avoid conflict of interest, Directors Chung-Pin Wong and Sheng-Hua Peng, who are also acting as managerial officers of Compal, avoided discussion and voting on this proposal. Upon solicitation of comments by the chairman, no objection was addressed and the resolution was adopted unanimously by the remaining Directors present.

■ **Other notes:**

- The Board of Directors declined to adopt or modify a recommendation of the remuneration committee: None.
- The resolutions of the Remuneration Committee are objected to by members or become subject to a qualified opinion: None.