

新唐科技股份有限公司

風險管理委員會組織規程

(English Translation)

Nuvoton Technology Corporation

Risk Management Committee Charter ¹

第一條 為健全公司風險治理及創造與保護企業價值，訂定本規程。

Article 1 For the purposes of improving corporate risk management and creating and protecting corporate value, The Company adopts the Charter to be complied with.

第二條 風險管理委員會之人數、職權、議事規則及行使職權時公司應提供資源等事項，依本規程之規定。

Article 2 Matters concerning the number of members, official powers, rules of meeting procedures, and the resources to be provided by the Company when the Committee exercises its powers shall be handled in accordance with the Charter.

第三條 風險管理委員會由董事長、董事數名及董事長指定人員共同組成，其中應至少有二人為本公司獨立董事，並由全體成員互推一人擔任召集人及會議主席，對外代表本委員會。

本委員會之董事委員任期與董事會屆期相同。

Article 3 The Committee is composed of the Chairman of the Board, several Directors and persons designated by the Chairman of the Board. At least two of them shall be Independent Directors of the Company, and one member shall be recommended by all members to serve as the Convener and Chairman of the meeting and represent the Committee externally.

¹ This translation is for reference only. In the event of any discrepancy between the Chinese version and this translation, the Chinese version shall prevail. Nuvoton Technology Corporation is hereinafter referred to as the “Company”, Risk Management Committee is hereinafter referred to as the “Committee”, Risk Management Committee Charter is hereinafter referred to as the “Charter”

The term of the Committee members with the status of Company Directors is the same as that of the Board of Directors.

第四條 風險管理委員會之職權事項如下：

- 一、負責綜理公司整體之風險管理，擬訂風險管理政策、架構、建立質化與量化之管理標準，並視公司實際發展需要或客觀環境變動調整。
 - 二、執行董事會風險管理決策，並檢視公司整體風險管理機制之發展、建置及執行效能。
 - 三、訂定風險胃納，並檢視及管理公司整體風險。
 - 四、協助與監督各單位進行風險管理活動及協調風險管理功能跨單位之互動與溝通。
 - 五、視環境改變調整風險類別與承擔方式。
 - 六、依董事會要求執行其他與職責有關之事項。
- 前項事項決議應經風險管理委員會全體成員二分之一以上同意，並於每年第 4 季定期董事會報告其運作情形。

Article 4 The Committee shall perform the duties listed below:

1. Responsible for the overall risk management of the Company, formulate risk management policies and structures, establish qualitative and quantitative management standards, and make adjustments based on the actual development needs of the Company or changes in the objective environment.
2. Implement the risk management decisions of the Board of Directors, and review the development, establishment and execution effectiveness of the Company's overall risk management mechanism.
3. Set the risk appetite and review and manage the overall risk of the Company.
4. Assist and supervise each unit to carry out risk management activities and coordinate the interaction and communication of risk management functions across units.
5. Adjust the type of risk and the way it is assumed as circumstances change.
6. Execute matters related to duties as required by the Board of Directors.

Resolutions on the matters in the preceding paragraph shall be approved by one-half or more of all the members of the Committee and shall regularly report its operation in the fourth quarter of each year on the Board of Directors.

第五條 風險管理委員會原則每年至少開會 2 次，並得視需要隨時調整之。

風險管理委員會召集時，由指定之議事事務單位，彙總由召集人訂定或其他成員提供之議案擬定召集事由及會議議程，於3日前通知各委員，但有緊急情事者，得隨時召集之。

前項召集之通知，得以書面或傳真或電子郵件（E-mail）等方式為之。

風險管理委員會每次召開會議時，由召集人指定公司相關單位或人員列席報告，或邀請會計師、法律顧問或其他人員列席會議提供相關必要之資訊，列席人員於進行議案討論及表決時應離席。

Article 5 The Committee shall convene at least twice a year, and it may be adjusted at any time as the situation requires.

When the Committee is convened, the designated unit will summarize the proposals formulated by the Convener or provided by other members to formulate the reasons for the convening and the meeting agenda, and notify all members 3 days in advance. In emergency circumstances, the meeting may be convened without such limitation.

The notice of the convocation mentioned in the preceding paragraph may be given in writing, by fax, or by E-mail.

Every time the Committee convenes a meeting, the Convener designates relevant units or personnel of the Company for attendance report, or invite accountants, legal advisers or other personnel to attend the meeting to provide relevant necessary information. The nonvoting participants should leave the meeting when discussing and voting on proposals.

第六條 風險管理委員會召開時，公司應設簽名簿供出席委員簽到，並供查考。

委員應親自出席會議，如不能親自出席，得委託其他委員代理出席；若以視訊方式參與會議者，視為親自出席。

風險管理委員會成員委託其他成員代理出席風險管理委員會時，應於每次出具委託書，且列舉召集事由之授權範圍。

風險管理委員會之決議，應有全體成員二分之一以上之同意。表決之結果，應當場報告，並作成紀錄。

第二項之代理人，以受一人之委託為限。

Article 6 When the Committee is held, the Company shall provide an attendance book for signature by the members attending the meeting and thereafter made available for reference.

The Committee members shall attend the Committee meeting in person. A Committee member who cannot attend in person may appoint another member as proxy to attend the meeting. Attendance via video-conference is deemed as attendance in person.

A Committee member appointing another member as proxy to attend the meeting shall in each instance issue a written proxy stating the scope of authorization with respect to the items on the meeting agenda.

A resolution of the Committee meeting shall require the approval of one-half or more of all of the members. The voting results of shall be announced on the spot, and recorded in writing.

The appointee of Paragraph 2 may accept one proxy only.

第七條 風險管理委員會之議事，應作成議事錄，議事錄應詳實記載下列事項：

一、會議屆次及時間地點。

二、主席之姓名。

三、委員出席狀況，包括出席、請假及缺席者之姓名與人數。

四、列席者之姓名及職稱。

五、紀錄之姓名。

六、報告事項。

七、討論事項：各議案之決議方法與結果、委員會之成員、專家及其他人員發言摘要、依第八條第一項規定涉及利害關係之委員姓名、利害關係重要內容之說明、其應迴避或不迴避理由、迴避情形、反對或保留意見。

八、臨時動議：提案人姓名、議案之決議方法、委員會之成員、專家及其他人員發言摘要、依第八條第一項規定涉及利害關係之委員姓名、利害關係重要內容之說明、其應迴避或不迴避理由、迴避情形、反對或保留意見。

九、其他應記載事項。

風險管理委員會簽到簿為議事錄之一部分，議事錄須由會議主席及記錄人員簽名或蓋章，於會後二十日內分送委員會成員，並妥善保存於議事事務單位。

第一項議事錄之製作及分發，得以電子方式為之。

Article 7 Meeting minutes of the Committee shall be prepared and record the matters listed below in

detail accurately:

1. The session, time, and place of the meeting.
2. The name of the Chairman
3. Attendance by the Committee members, including the names and the number of members in attendance, excused, and absent.
4. The names and titles of those present at the meeting as nonvoting participants.
5. The name of recorder.
6. The matters reported.
7. Agenda items: For each proposal, the method of resolution and the result; a summary of the comments of the members of the Committee and experts and other persons present at the meeting; the name of any member that is an interested party as referred to in paragraph 1 of the Article 8, an explanation of the important aspects of the relationship of interest, the reasons why the member was required or not required to enter recusal, and the status of their recusal; and any objections or reservations expressed.
8. Extraordinary motions: The name of the mover; the method of resolution and the result for each motion; a summary of the comments of the members of the Committee and experts and other persons present at the meeting; the name of any member that is an interested party as referred to in paragraph 1 of the article 8, an explanation of the important aspects of the relationship of interest, the reasons why the member was required or not required to enter recusal, and the status of their recusal; and any objections or reservations expressed.
9. Other matters required to be recorded.

The attendance book constitutes part of the minutes. The minutes of a Committee meeting shall bear the signature or seal by the Chairman and the minute taker, and shall be distributed to all Committee members within 20 days after the meeting. The minutes shall be deemed important corporate records and appropriately preserved during the existence of the Company.

The meeting minutes of paragraph 1 may be produced and distributed in electronic form.

第八條 風險管理委員會之成員對於會議事項，與其有自身有利害關係者，應說明其利害關係之重要內容，如有害於公司利益之虞時，不得加入討論及表決，且不得代理其他委員行使其表決權。

委員會成員之配偶或二等親內血親，就前項會議之事項有利害關係者，視為委員就該事項有自身利害關係。

- Article 8 If a Committee member has a personal interest in any agenda item, the member shall explain the essential content of the interest. If the Committee member's personal interest is likely to prejudice the interest of the Company, the Committee member may not participate in discussion and voting, and also may not exercise voting rights as a proxy for any other Committee member.
- Where the spouse or a blood relative within the second degree of kinship of a Committee member is an interested party with respect to an agenda item as described in the preceding paragraph, such member shall be deemed to be an interested party with respect to that agenda item.
- 第九條 風險管理委員會得經決議委任律師、會計師或其他專業人員，就第四條規定有關之事項為必要之查核或提供諮詢，其所生之費用，由公司負擔之。
- Article 9 The Committee may resolve to retain the service of an attorney, certified public accountant, or other professionals to provide advice with respect to matters in connection with Article 4. The costs of their services shall be borne by the Company.
- 第十條 風險管理委員會成員應以善良管理人之注意，忠實履行本組織規程所訂之職責。
- Article 10 The members of the Committee shall exercise the care of a good administrator to faithfully perform the matters relating to these charter duties.
- 第十一條 風險管理委員會應定期檢討組織規程相關事項，提供董事會修正。
- 風險管理委員會決議之事項，其相關執行工作，由召集人指示權責單位辦理，並於執行期間以書面向委員會為書面或口頭報告。
- Article 11 The Committee shall conduct periodic reviews of matters related to the Charter and provide amendments to the Board of Directors.
- For matters resolved by the Committee, the relevant implementation work shall be instructed by the convener to the responsible unit, and shall report to the Committee in writing or orally during the implementation period.
- 第十二條 本組織規程經董事會決議通過後生效，修正時亦同，並自風險管理委員會成立後適用之。
- Article 12 The Charter and any amendments hereto shall take effect after adoption by a resolution of the Board of Directors, and the same will apply when the Committee is established.