



Winbond Electronics Corporation ESG Committee Charter

Article 1 Basis

The Charter of the ESG Committee is established in accordance with Article 27 of the Company's 'Corporate Governance Practice Guidelines.

Article 2 Scope of Application

Matters concerning the number, term of office, powers, rules of procedure for meetings, and resources to be provided by the Company when the ESG Committee ("the Committee") exercises its powers shall be handled in accordance with this Charter, except as otherwise provided by laws or the articles of incorporation.

Article 3 Purpose

The purpose of the committee is to plan the company's sustainable development strategies and goals, formulate corresponding action plans, integrate company resources, and address various sustainability issues to enhance operational competitiveness.

Article 4 Committee Members and Term of Office

The Committee shall be composed of the chairman and all independent directors, and the chairman is the chairman of the Committee.

The term of the director members of the Committee is the same as the term of the board of directors.

Under the ESG committee, the Committee has established the ESG Office and five task forces, including Environmental Sustainability, Green Products, Human Rights and Social Inclusion, Sustainable Supply Chain, and Corporate Governance to ensure the promotion and implementation of works related to corporate sustainability.

Article 5 Powers

1. Responsibilities of the Committee:
 - (1) To implement Sustainable Development Strategy and Management Approach.
 - (2) To implement short-term, mid-term and long-term Sustainable Development Strategy and Goals.
 - (3) To review, track and amend the implementation and performance of the Sustainable Development.
 - (4) To report of the implementation and performance to BoD on an annual basis.



2. Responsibilities of the ESG Office Group:

- (1) Assist in the planning and implementation of sustainable development strategies.
- (2) Identify the sustainability issues that need attention and formulate corresponding action plans
- (3) Supervise and track the performance of sustainable issues in various aspects and establish continuous improvement plans.
- (4) Report the results of implementation and work plans to the committee.
- (5) Preparation and promotion of annual sustainability reports.

3. Responsibilities of the Environmental Sustainability Group:

- (1) Formulate energy-saving, carbon-reducing, and greenhouse gas reduction strategies, and disclose information in accordance with regulations.
- (2) Plan and promote energy management and resource utilization improvement programs.
- (3) Promote environmentally friendly actions.

4. Responsibilities of the Green Product Group:

- (1) Planning and promotion of energy-saving products.
- (2) Committed to the development of green manufacturing processes.

5. Responsibilities of the Human Rights and Social Inclusion Group:

- (1) Protect human rights.
- (2) Recruitment, development, and retention of diverse talents.
- (3) Establish a friendly and harmonious work environment.
- (4) Ensure occupational safety and health.
- (5) Care for society and participate in community development.

6. Responsibilities of the Sustainable Supply Chain Group:

- (1) Implement sustainable procurement strategies and activities.
- (2) Formulate supplier sustainability risk assessment and management.
- (3) Outsourced testing of carbon emission management.

7. Responsibilities of the Corporate Governance Group:

- (1) Identify risks and opportunities of climate change.
- (2) Plan and purchase green energy.
- (3) Implement corporate governance and comply with relevant laws and regulations.
- (4) Innovation and intellectual property management.
- (5) Information management and security

Article 6 Meeting Convening



The Committee shall convene at least twice a year and may call a meeting at its discretion whenever necessary.

The meeting of the Committee shall be chaired by the chairman. If the chairman is on leave or unable to convene a meeting for any reason, the chairman shall appoint another member on the Committee as acting convener.

The Committee may request managers of relevant departments, internal audit officers, certified public accountants, attorneys, or other personnel of the Company to attend the meeting as non-voting participants and to provide pertinent and necessary information.

Article 7 Rules of Procedure for Meeting

Discussions at a meeting of the Committee shall be included in the meeting minutes, which shall faithfully record the following:

- (1) The session, time, and place of the meeting.
- (2) The name of the meeting chair
- (3) Attendance of the Committee members at the meeting, specifying the names and the number of members present, excused, and absent.
- (4) The name of the minute taker.
- (5) The matters reported at the meeting.
- (6) Agenda items: For each proposal, the method of resolution and the result; and any objections or reservations expressed by any member.
- (7) Extraordinary motions: The name of the mover; the method of resolution and the result for each motion; a summary of the comments of the committee members and experts and other persons present at the meeting, as well as any opposing or reserved opinions.
- (8) Other matters required to be recorded. The attendance book constitutes part of the minutes for each meeting of the Committee; if the meeting is held via telecommunications, the audio and video materials also constitute part of the meeting minutes.

Article 8 Appointment of Experts

The Committee may, at the expense of the Company, resolve to retain the service of an attorney, certified public accountant, or other professional to conduct a necessary audit or to provide advice on matters relating to the exercise of the Committee's powers.

Article 9 Obligations of Committee Members

The Committee members shall exercise the due care of a good administrator and faithfully perform the duties prescribed in this Charter.

Article 10 Regular Review



The Committee shall conduct periodic reviews of matters relating to this Charter and present the results for amendment by the board of directors when necessary.

Article 11 Implementation

This Charter, and any amendments hereto, shall come into in force after adoption by a resolution of the board of directors.