



Winbond Electronics Corporation Risk Management Committee Charter

Article 1

To strengthen the company's risk governance and create and protect corporate value, these regulations are formulated.

Article 2

The number, authority, rules of procedure, and resources provided by the company when exercising its authority of the Risk Management Committee shall be in accordance with the provisions of these regulations.

Article 3

The Risk Management Committee is composed of the Chairman of the Board and all independent directors, and the convener is the Chairman of the Board.

Article 4

The duties of the Risk Management Committee are as follows:

1. Responsible for the overall risk management of the company, formulating risk management policies, frameworks, establishing qualitative and quantitative management standards, and adjusting according to 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 implementation effectiveness of the company's overall risk management mechanism.
3. Formulate risk appetite, review and manage the company's overall risk.
4. Assist and supervise the risk management activities of various units and coordinate the interaction and communication of risk management functions across units.
5. Adjust risk categories and undertakings according to environmental changes.
6. Perform other matters related to responsibilities as required by the board of directors.

The resolutions of the preceding paragraph shall be agreed by more than half of the members of the Risk Management Committee and reported to the regular board of directors in the fourth quarter of each year.

Article 5

The Risk Management Committee shall convene at least once every six months in principle and may be adjusted at any time as needed.

The Risk Management Committee designates the Finance Department as the meeting affairs unit, which shall compile the agenda and meeting agenda set by the convener or provided by other members, and notify all members three days in advance, but in case of emergency, it may be convened at any time.

The notice of the preceding paragraph may be made in writing, by fax, or by email (E-mail).

When the Risk Management Committee convenes each meeting, the convener shall designate relevant units or personnel of the company to attend the meeting and report, or invite accountants, legal advisers, or other personnel to attend the meeting to provide relevant necessary information. Attendees should leave the meeting when discussing and voting on the agenda.



Article 6

When the Risk Management Committee is convened, an attendance book shall be provided for signing-in by attending members, which shall be made available for future reference.

Members shall attend meetings of the Committee in person; if a member is unable to attend in person, a member may appoint another member as proxy to attend the meeting. Attendance via telecommunications is deemed as attendance in person.

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

Resolutions at meetings of the Committee shall be adopted with the approval of one half or more of the entire membership. The result of a vote shall be made known immediately and recorded in writing.

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

Article 7

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 by members, including the names and the number of members present, excused, and absent.
4. The names and titles of those attending the meeting as non-voting participants.
5. The name of the minute taker.
6. The matters reported at the meeting.
7. Agenda items: For each proposal, the method of resolution and the result; a summary of the comments of members of the Committee and experts and other persons present at the meeting; name of members who is an interested party as referred to in paragraph 1 of Article 8, explanation of the material aspects of the interest the members has, the reason why the members should or should not recuse himself or herself and whether or not the members has rescued; 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 members of the Committee and experts and other persons present at the meeting; name of members who is an interested party as referred to in paragraph 1 of Article 8, explanation of the material aspects of the interest members has, the reason why the members should or should not recuse himself or herself and whether or not members has rescued; and any objections or reservations expressed.
9. Other matters required to be recorded.

The attendance book constitutes part of the minutes for each meeting of the Committee. The minutes of a Committee meeting shall bear the signature or seal of both the chair and the minute taker, and a copy of the minutes shall be distributed to each member within 20 days after the meeting. The minutes shall be appropriately properly kept in the meeting affairs unit.

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

Article 8

A member of the Committee shall explain the material aspects of the interest he or she has when he or she is an interested party with respect to a given agenda item. When such a relationship is likely



to prejudice the interests of the Company, the member shall recuse himself or herself therefrom. Also, they shall not exercise the voting right for and on behalf of another independent director member.

The spouse or second-degree blood relative of a member of the committee has an interest in the matters of the preceding paragraph, and it is deemed that the member has a personal interest in the matter.

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.

Article 10

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

Article 11

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

The execution of tasks relating to resolutions adopted by the Committee may be delegated the convener's designated responsible unit for follow-up, with a written or verbal report to be presented to the Committee during the implementation period.

Article 12

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