AUO Corporation
Board Meeting Rules

Article 1 Scope of Rules

Unless otherwise provided by law or the Articles of Association, the meeting rules for the board of directors of the Company shall be governed by these Rules.

Article 2 Convening Board Meetings and Meeting Notice

The board of directors of the Company meets once a quarter. A notice specifying the agenda of the meeting shall be given to each director 7 days in advance. However, in case of an emergency, a meeting may be held at any time.

The notice under the previous paragraph may be given in an electronic manner if agreed upon by the counterparty.

Article 3 Meeting Location and Time

The location and time of board meetings shall be as specified in the meeting notice.

Article 4 Meeting Affairs Unit and Meeting Information

The meeting affairs unit for the board of directors of the Company shall be the finance department.

The meeting affairs unit shall prepare the agenda for board meetings and shall provide sufficient meeting information, to be sent together with the meeting notice. If the directors deem that the meeting information is insufficient, they may seek additional information from the meeting affairs unit.

Agenda for regular board meetings shall include the following:

1. Reported Matters:
   (1) Records of previous meeting and execution status.
   (2) Report on important finance activities.
   (3) Report on internal audit activities.
   (4) Other important reports.
2. Discussion Matters:
   (1) Discussion matters outstanding from previous meeting.
   (2) Discussion matters for current meeting.
3. Motion.

The following matters of the Company shall be submitted to the board of directors for discussion:

1. Operating plans of the Company.
2. Financial reports.
3. Establishment or amendment to internal control system and evaluation of the effectiveness of the internal control system.
4. Establishment or amendment to the procedure for acquisition or disposal of

assets, procedure for derivatives trading, procedure for loaning of funds and procedure for endorsement or guarantees.

5. Placement, issuance or private placement of equity securities.
6. Hiring and dismissal of finance, accounting or internal audit executives.
7. Donation to related parties or material donation to non-related parties, except donation of a public-interest nature as emergency assistance to major natural disaster, which may be submitted for ratification in the next board meeting.
8. Matters subject to shareholder resolution or board resolution in accordance with Article 14-3 of the Securities and Transaction Act (hereinafter referred to as the

prescribed by the competent authority.

-paragraph 7 of the previous paragraph means a related party provided in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. -
donation amount or accumulated donation amount to the same counterpart within one year exceeding NT$100 Million, or 1% of the net operating income in the financial report of the latest year audited by the accountant or 5% of the paid-in capital.

board meeting. Any amount already approved by a board resolution does not need to be included.

When the share of a foreign company does not have a face value or if the face value is not NT$10, 5% of the paid-in capital under the fifth paragraph shall be calculated as 2.5% of shareholder equity.

At least one independent director shall attend the board meeting in person. For a matter to be resolved by the board of directors under the fourth paragraph, all independent directors must attend the board meeting. If any independent director cannot attend the meeting in person, he/she shall appoint another independent director to attend the meeting on his/her behalf. If any independent director has any objections or reservation opinion, it shall be specified in the minutes of the board meeting. If any independent director cannot attend the board meeting in person to express his/her objections or reservation opinion, unless there is due justification, a written opinion shall be issued in advance and shall be specified in the minutes of the board meeting.

Article 5 Signature Sheets and Other Documents

Directors and participants attending board meetings shall sign in. The sign-in procedure shall be done in the attendance sheets. Participation in the meeting through video conference shall be deemed as attendance in person and such participation shall be indicated in the attendance sheet.

Article 6 Audio or Video Recording of Meetings

Board meetings shall be fully recorded by audio or video and such recordings shall be maintained for at least 5 years.

In case of litigation related to any decision made in the board meeting before the expiry of the maintenance period under the previous paragraph, the relevant audio or video recording shall continue to be maintained until the end of the litigation.

When board meetings are held through video conference, the video conference information shall be integral part of the minutes and shall be properly maintained during the existing period of the Company.

Article 7 Chairman and Participants

Where a meeting of the board of directors is called by the chairman of the board, the meeting shall be chaired by the chairman. 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, the meeting shall be chaired by that director; if there are two or more directors so entitled to call the meeting, they shall choose one person by and from among themselves to chair the meeting.

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

If the chairman is on leave or cannot exercise his duties due to any reason, the vice chairman shall act on his behalf. If there is no vice chairman or if the vice chairman is on leave or cannot exercise his duties due to any reason, the chairman shall appoint one director to act on his behalf. If the chairman does not appoint a representative, the directors shall elect one person from among themselves.

When a director attends a board meeting through representation by another director, a proxy shall be issued each time, specifying the scope of authorization for matters listed in the agenda. Each person shall represent no more than one other person.

Persons from relevant departments or subsidiaries of the Company may be invited to attend board meetings based on the agenda. If required, other professionals may also be invited to attend board meetings and to provide explanations, provided that they shall leave the meeting during discussion and voting.

Article 8 Manner to Convene Board Meetings and Passing Resolutions

If less than the majority of all directors is present at the meeting time, the chairman may announce an adjournment of the meeting on the same day. There shall be no more than two adjournments. If the quorum is still not satisfied after two adjournments, the chairman shall re-convene the meeting in accordance with the procedure.

During the proceeding of the meeting, the chairman may announce breaks. The meeting shall not be adjourned unless announced by the chairman. After the meeting is adjourned, no director shall appoint another chairman to continue the meeting. The

chairman shall not announce adjournment of the meeting unless it is agreed by the majority of attending directors. Each attending director is entitled to one voting right per resolution.

During the proceedings of a board meeting, if the chair is unable to chair the meeting or fails to declare the meeting closed as provided in the preceding article, the provisions of Article 7, paragraph 3 shall apply mutatis mutandis to the selection of the deputy to act in place thereof.

Unless otherwise provided by the Company Act or the Articles of Association, resolutions shall be approved by the majority of directors attending a meeting that is attended by the majority of all directors. At the time of voting, if the chairman enquires all attending directors and if no objection is voiced, the resolution shall be deemed passed. If the chairman makes the enquiry and if there are objections, the matter shall be submitted for voting. The voting manner shall be selected by the chairman from one of the following, except in case of an objection by any attendee, the manner shall be determined by the majority.

1. Voting by the show of hands.
2. Voting by rollcalls.
3. Voting by ballots.

When a proposal has an amended version or alternative version, the chairman shall determine the order of voting together with the original proposal. If one proposal has been passed, the other proposals shall be deemed denied and no further voting shall be required.

If the voting on a proposal requires vote supervisors or counters, they shall be designated by the chairman. The chairman shall report the voting results onsite.

ot include directors barred from exercising voting rights in accordance with Article 10.

Article 9 Director Recusal System

Directors shall exercise a high level of self-discipline. If a director or the corporate entity represented by a director has an interest, an explanation shall be provided about the main points of such interest during the board meeting.

jeopardized, such director shall be excluded from discussion and voting and shall recuse him/herself during discussion and voting. Such director shall also be barred from exercising voting rights for other directors.

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 board meeting affairs unit shall remind the board of directors about recusal during discussion and voting in the meeting notice or in relevant documents.

Article 10 Meeting Minutes and Signatures

During discussion of a proposal, the board of directors shall take the opinions of independent directors into full consideration.

Board meetings shall be recorded in the minutes, which shall specify the following in detail:

1. Term (or year) of meeting, time and location.
2.
3. Director attendance, including the names and number of members present, on leave and absent.
4. Names and titles of attendees.
5. Name of record taker.
6. Reported matters.
7. Discussion matters: Manner and results of resolution of each proposal. Summaries of statements by directors, experts and other persons. Names of directors with interest under the previous paragraph, main points of the interest, reason for recusal or non-recusal, objection or reservation opinions with records or written statements and written opinions issued by independent directors in accordance with the eighth paragraph, Article 4.
8. Motions: Name of proposer. Manner and results of resolution of proposal. Summaries of statements by directors, supervisors, experts and other persons. Names of directors with interest under the previous paragraph, main points of the interest, reason for recusal or non-recusal, objection or reservation opinions with records or written statements.
9. Other matters that should be recorded.

If the resolution in a board meeting has any of the following events, in addition to the records in the minutes, a public filing shall be done within 2 days from the date of the board meeting:

1. Objections or reservation opinions by independent directors with records or written statements.
2. Any matter that was not approved by the audit committee of the Company but approved by 2/3 or more of all directors.

The attendance sheets of board meetings are integral parts of the minutes and shall be duly maintained during the existence period of the Company.

Meeting records shall be affixed with the Company seal and the signatures or seals of the chairman and record taker and distributed to each director within 20 days from the meeting. The minutes may be prepared and distributed in an electronic manner.

Board meeting records shall be deemed important files of the Company and shall be duly maintained during the existence period of the Company.

Article 11 Miscellaneous

In case of any event of *force majeure* during the meeting, the chairman may announce suspension of the meeting or adjourn the meeting to another date.

Any amendment to these Rules shall be implemented following the approval of the board of directors of the Company. Any matter that is not fully stipulated in these Rules is governed by the Company Act, the Articles of Association or other laws.

Article 12 These Rules were established on 25 October 2006. The first amendment was made on 24 April 2007. The second amendment was made on 19 March 2008. The third amendment was made on 25 March 2013. The fourth amendment was made on 25 October 2017. The fifth amendment was made on 20 March 2020. The sixth amendment was made on 31 October 2024.