Rules for the Election of Directors of BES Engineering Corp.

1991.12.26 Approved by shareholder meeting
2002.06.18 Approved by shareholder meeting
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2024.05.31 Approved by shareholder meeting

Article 1 The election of the Company's directors shall comply with the Rules; for anything not specified in the Rules, the Company Act and other related laws and regulations shall be applied.

Article 2 Elections of the Company's directors shall be conducted in accordance with the candidate nomination system as the procedures set out in Article 192-1 of the Company Act, with the cumulative voting method.

The name of the voter may be substituted as the number of attendance card printed on the ballot. Each share is vested with voting rights equal to the number of directors to be elected. These voting rights may be concentrated on one candidate or spread across multiple candidates.

The directors and independent directors shall be nominated separately but elected simultaneously. The elected seats are counted separately.

Article 2-1 The overall composition of the board of directors shall be taken into consideration in the selection of the Company's directors. Board members should be diverse in a manner that supports the Company's operations, business activities and growth. The diversity should be based on, but is not limited to, the following two principles:

I. Background and value: Gender, age, nationality, culture etc.

II. Knowledge and skills: Career background (e.g. law, accounting, industry, finance, marketing or technology), professional skill and industry experience.

More than half of the Company's board members shall consist of persons who are neither a spouse nor a second-degree relative or closer to any director.

Composition of the board of directors shall be determined after taking into consideration the overall performance evaluation.

Article 3 All of the directors shall be elected from legally competent persons at the shareholders' meeting. In accordance with the number of directors specified in the Company's Articles of Incorporation and ballot summary from the electronic voting platform and statistical results from the shareholders meeting, those receiving ballots representing the highest numbers of voting rights will be elected to be the directors **and** independent directors, respectively, sequentially according to their respective number of votes. If two or more candidates receive the same number of votes, which consequently exceeds the number of directors to be elected, such candidates shall draw lots to decide the winner. If such candidate(s) is(/are) not present, the chairman shall draw lots on behalf of the candidate(s).

Article 4 At the beginning of the election, the chair appoints ballot examiners and ticket clerks to perform various duties required in the event.

Article 5 Election ballots shall be issued by the Company, and shall be numbered with the attendance certificate number and shall indicate the number of voting rights.

Article 6 Voters shall fill in names of candidates in the "Candidates to be elected" box or field and add in their own shareholder account number. If the candidate is not a shareholder, the candidate's name and ID card number will have to be specified instead. However, when the candidate is a juristic-person shareholder, in the column of Candidate, the name of the juristic-person shall be filled, or both the names of the juristic-person and its representative.

Article 7 Ballots are considered void in any of the following circumstances:

1. Ballots that have not been deposited into the ballot box.
2. Ballots not produced by the company.
3. Blank ballot papers that have not been filled in by voters.
4. If the filled candidate is a shareholder whose account name and shareholder account number are non-conforming with the shareholder's roster; if the filled candidate is not a shareholder whose name, identity document number have been found to be non-conforming after verification.
5. Ballots that contain writings other than the candidate's account name and shareholder account number (or identity document number).
6. Ballots with illegible writing.
7. Any one item of the account name (name), shareholder account number (ID number), and number of voting rights has been altered after being filed.
8. The candidate's account name or name written on the ballot coincides with another shareholder, but no shareholder account number or ID card number is provided for identification.
9. There is more than one name of the candidate to be elected on the same ballot.

Article 8 Ballots are to be counted openly immediately after voting. The chairperson, or the MC as instructed by the chairperson, will announce the outcome of the vote, including the names of elected directors and the number of votes received.

All ballots used in the above election shall be sealed and signed by the ballot examiner, and held in proper custody for at least one year. However, if a shareholder raises a litigious claim against the Company according to Article 189 of The Company Act, the abovementioned documents must be retained until the end of the litigation.

Article 9 The elected directors are given certificates of election after the conclusion of the voting.

Article 10 The Rules, and any amendments hereto, shall be implemented after approval by a shareholders meeting.