

Formosa Saint Jose Corp.
Rules of Procedure for the Board of Directors

Article 1 (Basis for Establishment)

These Rules are established to promote sound governance of the Company' s Board of Directors, enhance its supervisory functions, and strengthen management capabilities, in accordance with Article 2 of the Rules for Board of Directors' Proceedings of Public Companies, and shall serve as guidance for compliance.

Article 2 (Scope of Application)

These Rules govern the proceedings of the Company' s Board of Directors, including the principal agenda items, operating procedures, matters to be recorded in the minutes of meetings, public announcements, and other matters to be observed, all of which shall be handled in accordance with these Rules.

Article 3 (Convening of Board Meetings and Meeting Notices)

The Company' s Board of Directors shall be convened at least once each quarter.

The convening of a Board meeting shall specify the matters to be discussed and shall be notified to all Directors at least seven (7) days in advance; however, in the event of an emergency, a meeting may be convened at any time.

With the consent of the recipient, the notice of convening referred to in the preceding paragraph may be given by electronic means.

Matters set forth in each subparagraph of Paragraph 1 of Article 12 of these Rules shall be listed in the notice of convening and shall not be proposed as extemporaneous motions.

Article 4 (Meeting Notices and Meeting Materials)

The Company' s Board of Directors has designated the Shareholder Services Unit of the Logistics Management Division as the unit responsible for board meeting affairs.

The unit responsible for board meeting affairs shall prepare the agenda of Board meetings and provide sufficient meeting materials, which shall be sent together with the notice of convening.

If any Director considers the meeting materials to be insufficient, the Director may request the unit responsible for board meeting affairs to supplement such materials. If any Director considers the materials for a proposal to be inadequate, the Board of Directors may, upon resolution, postpone the deliberation of such proposal.

Article 5 (Preparation of Attendance Register and Proxy Attendance by Directors)

When convening a meeting of the Company' s Board of Directors, an attendance register shall be prepared for attending Directors to sign in, for record-keeping and reference purposes.

Directors shall attend Board meetings in person. If a Director is unable to attend in person, he or she may appoint another Director as proxy in accordance with the Company' s Articles of Incorporation. A Director participating in the meeting via video conference shall be deemed to have attended in person.

When a Director appoints another Director as proxy to attend a Board meeting, a proxy authorization shall be issued for each meeting, specifying the scope of authorization with respect to the matters to be convened.

The proxy referred to in the preceding paragraph may accept the proxy appointment of only one Director.

Article 6 (Principles Governing the Time and Venue of Board Meetings)

Meetings of the Company' s Board of Directors shall be convened at the Company' s principal place of business and during normal business hours, or at such other time and place as is convenient for Directors to attend and appropriate for holding a Board meeting.

Article 7 (Chairperson of the Board and Acting Chairperson)

When the Board of Directors of the Company is convened by the Chairperson of the Board, the Chairperson shall preside over the meeting. However, the first Board meeting of each term shall be convened by the Director who received the highest number of votes representing the right to elect at the shareholders' meeting, and such convener shall act as the Chairperson of the meeting. Where there are two or more Directors having such convening authority, they shall mutually elect one among themselves to act as the Chairperson.

Where the Board of Directors is convened by a majority of the Directors in accordance with Article 203, paragraph 4, or Article 203-1, paragraph 3 of the Company Act, the Directors shall mutually elect one among themselves to act as the Chairperson.

In the event that the Chairperson of the Board is on leave or unable to exercise his or her duties for any reason, the Vice Chairperson shall act in his or her place. If there is no Vice Chairperson, or if the Vice Chairperson is also on leave or unable to exercise his or her duties, the Chairperson shall designate one Executive Director to act as the Chairperson. Where there are no Executive Directors, one Director shall be designated to act as the Chairperson. If the Chairperson does not designate an acting Chairperson, one shall be mutually elected by the Executive Directors or Directors to act in such capacity.

Article 8 (Reference Materials for Board Meetings, Attendees, and Convening of Meetings)

When the Board of Directors of the Company convenes, the management department (or the meeting affairs unit designated by the Board) shall prepare relevant reference materials in advance for the attending Directors' review at any time.

When convening a Board meeting, personnel from relevant departments or subsidiaries may be notified to attend the meeting as non-voting participants, depending on the matters to be discussed.

Where necessary, certified public accountants, attorneys, or other professionals may also be invited to attend the meeting and provide explanations; however, they shall withdraw from the meeting during discussions and voting.

When the scheduled meeting time has arrived and a majority of the Directors are present, the Chairperson of the Board shall immediately declare the meeting duly convened.

If, at the scheduled meeting time, fewer than one-half of all Directors are present, the Chairperson may announce an adjournment of the meeting. Such adjournment may occur no more than twice. If, after two adjournments, the quorum is still not met, the Chairperson may reconvene the meeting in accordance with the procedures set forth in Article 3, paragraph 2 hereof.

For the purposes of the preceding paragraph and Article 16, paragraph 2, subparagraph 2, the term "all Directors" shall mean the Directors actually in office.

Article 9 (Audio or Video Recording and Preservation of Board Meeting Proceedings)

The proceedings of meetings of the Board of Directors of the Company shall be fully audio-recorded or video-recorded for evidentiary purposes, and such records shall be retained for at least five (5) years. Such preservation may be made in electronic form.

If, before the expiration of the retention period set forth in the preceding paragraph, any litigation arises in connection with resolutions adopted by the Board of Directors, the relevant audio or video recordings shall continue to be preserved until the conclusion of such litigation.

Where a Board meeting is convened by means of video conferencing, the video and audio records thereof shall constitute part of the meeting minutes and shall be properly preserved for the duration of the Company' s existence.

Article 10 (Agenda Items)

The agenda items of the Company' s regular meetings of the Board of Directors shall include, at a minimum, the following matters:

1. Reports:

- (1) Minutes of the previous meeting and the status of implementation of resolutions.
- (2) Significant financial and business reports.
- (3) Internal audit reports.
- (4) Other significant matters to be reported.

2. Discussion Items:

- (1) Matters reserved for discussion from the previous meeting.
- (2) Matters scheduled for discussion at the current meeting.

3. Extraordinary Motions. °

Article 11 (Discussion of Proposals)

The Company' s Board of Directors shall conduct discussions in accordance with the agenda and procedures set forth in the meeting notice. However, such procedures may be amended with the consent of a majority of the directors present at the meeting.

Unless approved by a majority of the directors present, the chairperson shall not unilaterally declare the meeting adjourned.

During the course of a Board meeting, if the number of directors present falls below a majority of the directors originally present, upon the proposal of the directors in attendance, the chairperson shall declare a suspension of the meeting, and the provisions of Paragraph 3 of Article 8 shall apply mutatis mutandis.

Article 12 (Matters Requiring Discussion and Resolution by the Board of Directors)

The following matters shall be submitted to the Company' s Board of Directors for discussion and resolution:

1. The Company' s operating plans.

2. apply to semi-annual financial reports that are not required by applicable laws and regulations to be audited or reviewed by a certified public accountant.
3. The establishment or amendment of internal control systems pursuant to Article 14-1 of the Securities and Exchange Act (hereinafter referred to as the "SEA"), and the assessment of the effectiveness of such internal control systems.
4. The establishment or amendment, pursuant to Article 36-1 of the SEA, of procedures for the acquisition or disposition of assets, engagement in derivative transactions, lending of funds to others, and endorsement or provision of guarantees for others, as well as other major financial and business activities.
5. The offering, issuance, or private placement of equity-type securities.
6. The appointment or removal of the Chairperson of the Board.
7. The appointment or dismissal of the chief financial officer, chief accounting officer, or chief internal auditor.
8. Donations to related parties or material donations to non-related parties; provided, however, that public-interest donations made for emergency relief due to major natural disasters may be submitted to the next Board meeting for ratification.
9. Matters stipulated in Article 14-3 of the SEA, and other matters that are required by laws, regulations, or the Articles of Incorporation to be resolved by the shareholders' meeting or the Board of Directors, or other material matters as required by the competent authority.

For the purpose of Subparagraph 8 of the preceding paragraph, the term "related parties" shall mean related parties as defined under the Regulations Governing the Preparation of Financial Reports by

Securities Issuers. The term “material donations to non-related parties” shall mean any single donation amount, or the cumulative amount of donations to the same recipient within a one-year period, reaching New Taiwan Dollars One Hundred Million (NTD 100,000,000) or more, or reaching one percent (1%) of the net operating revenue or five percent (5%) of the paid-in capital as shown in the most recent annual financial statements audited and attested by a certified public accountant.

(For foreign companies whose shares have no par value or whose par value per share is not New Taiwan Dollars Ten, the amount equivalent to five percent (5%) of paid-in capital as referred to herein shall be calculated based on two point five percent (2.5%) of shareholders’ equity.)

The term “within one year” as referred to in the preceding paragraph shall be calculated retrospectively for one year from the date of the Board meeting at which the donation is proposed. Any portion of donations that has already been approved by the Board of Directors shall not be included again in such calculation.

At least one Independent Director shall personally attend the Board meeting. With respect to the matters required to be submitted to the Board of Directors for resolution under the first paragraph, all Independent Directors shall attend the Board meeting. Where an Independent Director is unable to attend in person, he or she shall appoint another Independent Director to attend as proxy. If an Independent Director has any dissenting or qualified opinion, such opinion shall be recorded in the minutes of the Board meeting. Where an Independent Director is unable to personally attend the Board meeting to express a dissenting or qualified opinion, unless there is a legitimate reason, a written opinion shall be submitted in advance and recorded in the minutes of the Board meeting.

Article 13 Voting (I)

When the Chairperson considers that the discussion of a proposal at a Board meeting has reached a stage appropriate for voting, the Chairperson may announce the termination of discussion and submit

the proposal for voting.

When voting on a proposal at a Board meeting, if the Chairperson inquires of all Directors present and no objection is raised, the proposal shall be deemed approved. If any objection is raised upon such inquiry, the proposal shall be submitted for a vote.

The method of voting shall be selected by the Chairperson from among the following methods; provided, however, that if any attendee raises an objection, the voting method shall be determined by the majority opinion of those present:

1. Voting by show of hands or by electronic voting device.
2. Roll-call voting.
3. Ballot voting.
4. Any other voting method adopted by the Company.

For the purposes of the preceding two paragraphs, the term "all Directors present" shall not include Directors who, pursuant to Paragraph 1 of Article 15, are prohibited from exercising their voting rights.

Article 14 Voting (II) and the Appointment of Scrutineers and Vote Counters

Unless otherwise provided by the Securities and Exchange Act or the Company Act, resolutions of the Board of Directors shall be adopted by the attendance of a majority of Directors and the approval of a majority of the Directors present.

Where a proposal has amendments or substitute proposals, the Chairperson shall determine the order of voting together with the original proposal. If any one of such proposals is approved, the remaining proposals shall be deemed rejected and need not be put to a vote.

Where it is necessary to appoint scrutineers and vote counters for the

voting on a proposal, such personnel shall be designated by the Chairperson; provided that the scrutineers shall be Directors.

The voting results shall be announced on the spot and recorded in the minutes.

Article 15 Directors' Conflict of Interest and Recusal

Where a Director has a personal interest in a matter under discussion at a Board meeting, or where the matter involves an interest of a juristic person represented by such Director, the Director shall explain the essential details of such interest at the meeting. If there is a risk of prejudice to the interests of the Company, the Director shall not participate in the discussion or voting, shall recuse himself/herself during the discussion and voting, and shall not exercise voting rights on behalf of any other Director.

Where the spouse of a Director, a blood relative within the second degree of kinship of a Director, or a company having a relationship of control or subordination with a Director has an interest in the matter referred to in the preceding paragraph, such interest shall be deemed to be a personal interest of the Director in such matter.

With respect to resolutions of the Board of Directors, the handling of Directors who are prohibited from exercising voting rights pursuant to the preceding paragraph shall be conducted in accordance with Article 206, paragraph 3 of the Company Act, mutatis mutandis applying Article 180, paragraph 2 thereof.

Article 16 Meeting Minutes and Execution

The proceedings of the Company's Board of Directors meetings shall be recorded in meeting minutes, which shall accurately and completely include the following items:

1. The session number (or year) of the meeting, and the time and place of the meeting.
2. The name of the chairperson.

3. The attendance status of Directors, including the names and number of Directors present, on leave, and absent.
4. The names and titles of attendees other than Directors.
5. The name of the recorder.
6. Matters reported.
7. Matters discussed: the method and results of resolutions for each proposal; summaries of statements made by Directors, experts, and other personnel; the names of Directors who have an interest in the matter pursuant to paragraph 1 of the preceding Article; explanations of the material content of such interests; the reasons for required recusal or non-recusal; the status of recusal; dissenting or qualified opinions together with any recorded or written statements; and written opinions issued by independent directors pursuant to Article 12, paragraph 4.
8. Extraordinary motions: the name of the proposer; the method and results of resolutions for each proposal; summaries of statements made by Directors, experts, and other personnel; the names of Directors who have an interest in the matter pursuant to paragraph 1 of the preceding Article; explanations of the material content of such interests; the reasons for required recusal or non-recusal; the status of recusal; and any dissenting or qualified opinions together with recorded or written statements.
9. Other matters required to be recorded.

If any of the following circumstances occurs with respect to resolutions adopted by the Board of Directors, such circumstances shall, in addition to being recorded in the meeting minutes, be publicly announced and reported on the information reporting website designated by the Financial Supervisory Commission within two days from the date of the Board meeting:

1. An independent director has expressed a dissenting or qualified opinion, and such opinion has been recorded or submitted in writing.
2. A matter that has not been approved by the Company' s Audit Committee but has been adopted with the consent of two-thirds or more of all Directors.

The attendance record of the Board of Directors shall constitute an integral part of the meeting minutes and shall be properly preserved for the duration of the Company' s existence.

The meeting minutes shall be signed or sealed by the meeting chairperson and the recording officer, and shall be distributed to all Directors within twenty (20) days after the meeting. The minutes shall be included among the Company' s important records and shall be properly preserved for the duration of the Company' s existence.

The preparation and distribution of the meeting minutes as set forth in the preceding paragraph may be conducted by electronic means.

Article 17 Principles Governing Authorization by the Board of Directors

Except for the matters required to be submitted to the Board of Directors for discussion pursuant to Article 12, Paragraph 1 hereof, where the Board of Directors authorizes the exercise of its powers in accordance with applicable laws and regulations or the Company' s Articles of Incorporation, the level, scope, content, or matters of such authorization shall be specific and explicit. The principles for handling such authorization are as follows:

1. Determination of the record date for issuance of new shares for capital increase and the record date for ex-dividend.
2. Issuance of new shares due to employees' exercise of stock options, including the issuance conditions and the record date for issuance of new shares.
3. Establishment or renewal of bank credit facilities.

4. Purchase of operating equipment where the amount reaches twenty percent (20%) of the Company's paid-in capital or New Taiwan Dollars Three Hundred Million (NT\$300,000,000).

Where the Company has established an Executive Committee, meetings of the Executive Committee shall be governed mutatis mutandis by Articles 2, Article 3, Paragraph 2, Articles 4 through 6, Articles 8 through 11, and Articles 13 through 16 hereof. However, where meetings of the Executive Committee are convened on a regular basis within seven (7) days, notice to each Executive Director may be given two (2) days in advance.

Article 18 Supplementary Provisions

These Rules were established upon approval by the Board of Directors of the Company and shall be implemented after being reported to the shareholders' meeting. Any future amendments hereto may be authorized for resolution by the Board of Directors.

Article 19 Amendment Record

These Rules were established on May 21, 2023.