

WNC Corporation

Regulations Governing Performance Evaluation of the Board and Functional Committees

Article 1 Purpose and Legal Basis

To implement corporate governance, enhance the functions of the Board of Directors (hereafter referred to as the Board), and establish performance goals to improve the operational efficiency of the Board, these Regulations have been established in accordance with the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies.

Article 2 Regulatory Compliance

Items regarding performance evaluation of the Board of WNC Corporation (WNC) and its functional committees, including evaluation frequency, evaluation period, evaluation scope and methods, responsible units, evaluation procedures, and other matters to be complied with, shall be implemented in accordance with these Regulations.

Article 3 Evaluation Frequency and Period

The Board of WNC shall conduct a performance evaluation once every year in accordance with the evaluation procedures and indicators stipulated in Articles 6 and 7 of these Regulations. The evaluation period lasts from January 1 to December 31 of each year. The results of the performance evaluation shall be reported at a Board meeting held within the first three months of the following year.

WNC shall appoint an independent external organization or a team comprised of external experts to conduct a Board performance evaluation at least once every three years. The aforementioned organization/team needs to meet the following requirements:

1. Possess the required professional capabilities and independence.
2. Be a management consulting company or related organization whose primary focus is the organization of training courses for company boards or the provision of services to enhance corporate governance.
3. The team of external experts shall consist of at least three persons who are experts in corporate boards or corporate governance. Those persons will evaluate how the Board performance evaluation is conducted and compose an evaluation analysis report.

Article 4 Evaluation Scope and Methods

The evaluation scope of the Board and functional committee performance evaluation includes the Board as a whole, each Board member individually, as well as functional committees. Performance evaluation methods include the Board's internal self-evaluation, each Board member's self-evaluation, functional committees' internal self-evaluation, evaluations conducted by external organizations or teams of experts, and other suitable

methods.

Article 5 Unit Responsible for Conducting the Evaluation

The Finance Division is the unit responsible for conducting performance evaluations on the Board and functional committees.

Article 6 Evaluation Procedures

The procedures regarding performance evaluations for the Board and functional committees are as follows:

The responsible unit for the evaluation shall collect information related to activities of the Board of WNC and the functional committees each year and design a questionnaire in accordance with the evaluation indicators listed in Article 7 of these Regulations. The questionnaire shall be given to Board members for their self-evaluation, and to the business discussion unit responsible for Board meetings for the Board's and the functional committees' internal self-evaluation. The responsible unit for the Evaluation shall compile the results of the questionnaire and send it to the Board.

Article 7 Evaluation Indicators and Scoring Standards

The performance evaluation items for the Board fall into the following five categories:

- I. Degree of participation in WNC operations;
- II. Improvements to decision-making;
- III. Composition and structure of the Board;
- IV. Board member elections and continued learning, and
- V. Internal controls

The self-evaluation items for the performance of Board members fall into the following five categories:

- I. Understanding WNC's mission and goals as well as the responsibilities of the Board members;
- II. Degree of participation in WNC operations;
- III. Internal relations management and communications;
- IV. Expertise and continued learning, and
- V. Internal controls

The performance evaluation items for functional committees fall into the following five categories:

- I. Degree of participation in WNC operations;
- II. Understanding the responsibilities of functional committees;
- III. Improvements in the quality of decisions made by the functional committee;
- IV. The composition of the functional committee, as well as the election and appointment of committee members, and

V. Internal controls

Article 8 Information Disclosure

WNC shall disclose items regarding the performance evaluation for the Board of WNC and functional committees, including evaluation frequency, evaluation period, evaluation scope, methods, and evaluation methods, in its annual report.

If the performance evaluation is conducted by an external organization or team of experts, WNC should disclose information of the external evaluation organization, team of experts, evaluation team members and their professional opinions. The declaration of independence of the external evaluation organization or team of experts, the evaluation method, standards, and suggestions for improvement should also be included in the reports. These Regulations and any amendment thereto shall be disclosed on the Market Observation Post System and WNC's website.

Article 9 Implementation and Amendment

These Regulations, and any amendments thereto, will come into effect after being approved by the Board.

The first version of these Regulations was approved on March 14, 2018.

The first amendment was approved on March 13, 2019.

The second amendment was approved on March 11, 2020.

The third amendment was approved on July 31, 2023.