

GIGABYTE		GIGA-BYTE TECHNOLOGY CO., LTD.			
Document title	Rules and procedures of board of directors meetings			Ref. No.	—
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- Article 1: The Rules are formulated in accordance with Article 2 of the Measures for the “Regulations Governing Procedure for Board of Directors Meetings of Public Companies”. The aim is to establish a sound board governance system, improve supervision functions, and strengthen management functions of the Company.
- Article 2: The main agenda, operating procedures, meeting minutes, announcements, and other matters to be recorded in the Company’s board meetings shall be handled in accordance with the provisions of the Rules.
- Article 3: The Company shall hold a board meeting at least once a quarter. The reasons for convening a board meeting shall be specified in the meeting notice, and all directors shall be notified seven days in advance. However, in case of emergency, a meeting may be convened at any time. The notice of convening a board meeting can be sent by fax, e-mail or other means. The matters mentioned in the first paragraph of Article 12 of the Rules shall be listed in the reasons for convening the meeting, and shall not be proposed through extempore motions.
- Article 4: The meeting affairs unit designated by the board of directors of the Company is the General Office of Finance and Accounting. The meeting affairs unit shall draft the agenda of the board meeting and provide sufficient meeting data, and send them together with the convening notice. If the directors believe that the meeting data is insufficient, they may request the deliberation unit to make up for it. If the directors believe that the proposal data is insufficient, they may postpone the review after a board resolution.
- Article 5: When convening a board meeting of the Company, a signature book shall be set up for the attending directors to sign in for reference. Directors should attend the board meeting in person. Those who are unable to attend in person may entrust other directors to attend on their behalf in accordance with the provisions of the Company’s articles of association. If participants participate in the meeting via video, they shall be deemed to have personally attended. When entrusting another director to attend a board meeting on his/her behalf, the director shall issue a power of attorney each time, with the scope of authorization of the reasons for convening listed. The agent mentioned in the previous two paragraphs can only be entrusted by one person.
- Article 6: The location and time of the board meeting of the Company shall be at the location and during the office hours of the Company, or at a location and time that is convenient for directors to attend and suitable for the board meeting.

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Article 7: If the board meeting of the Company is convened by the Chairman of the Board, then the Chairman of the Board shall serve as the chairman of the meeting. However, for the first board meeting of each term, the chairman of the meeting shall be the person receiving the most voting rights at the shareholders' meeting. If there are two or more persons with the right to convene, one person shall be elected from them. According to paragraph 4, Article 203, or paragraph 3, Article 203-1 of the Company Act, if a board meeting is convened by more than half of the directors themselves, the directors shall elect one person among them to serve as the chairman of the meeting. When the chairman of the meeting is on leave or unable to perform his/her responsibilities for any reason, the vice chairman shall act on his/her behalf. If there is no vice chairman or the vice chairman is also on leave or unable to perform his/her responsibilities for any reason, the chairman shall designate one executive director to act on his/her behalf. If there is no executive director appointed, a director shall be appointed as the proxy. If the chairman does not appoint a proxy, the executive directors or directors shall recommend one among them to act as the proxy.

Article 8: When the Company's board meeting is convened, the management department (or the meeting affairs unit designated by the board of directors) shall prepare relevant data for the attending directors to review at any time.

When convening a board meeting, personnel from relevant departments or subsidiaries may be notified to attend as observers based on the content of the proposal. When necessary, accountants, lawyers or other professionals may also be invited to attend the meeting and provide explanations. However, they shall exit from the meeting at the discussion and voting sessions.

The Chairman of the Board shall call the meeting to order immediately after more than half of the directors are present at the specified meeting time.

At the specified meeting time, if less than half of the directors are present, the chairman may announce a postponement of the meeting. The postponement is limited to two times, and the total postponement time shall not exceed one hour. If the quorum is still not met after two postponements, the chairman shall convene a new meeting in accordance with the procedures stipulated in paragraph 2 of Article 3.

The term "all directors" referred to in the preceding paragraph and in subparagraph 2, paragraph 2, Article 16 shall be those who are actually in office.

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Article 9: The board meeting of the Company's board meeting should be audio or video recorded throughout the process, and kept for at least five years. Its preservation can be done electronically.

Before the expiration of the retention period in the preceding paragraph, in the event of any lawsuits concerning matters resolved by the board meeting, the relevant audio or video records shall be retained, and the provisions of the preceding paragraph shall not apply.

Where a video conference is held, the audio-visual data shall form part of the minutes of the meeting, and shall be kept properly during the existence of the Company.

Article 10: The agenda of the regular board meeting of the Company shall include at least the following matters:

- I. Report Items:
 - (I) The previous meeting's minutes and execution status.
 - (II) Financial report for the first, second or third quarter.
 - (III) Report on important financial and business matters.
 - (IV) Report on internal audit matters.
 - (V) Report on other important matters.
- II. Discussion Items:
 - (I) Discussion items reserved from the previous meeting.
 - (II) Discussion items scheduled for the current meeting.
- III. Extempore Motions

Article 11: The board meeting of the Company shall be conducted in accordance with the agenda scheduled in the meeting notice. However, the agenda may be changed with the consent of more than half of the directors present.

The chairman may not adjourn the meeting without the consent of a majority of the directors present.

In the course of the proceedings of the board meeting, if the number of directors present is not more than half of the directors to be present, the chairman shall, based on the proposal of the directors present, announce the suspension of the meeting, and the provisions of paragraph 3 of Article 8 shall be applied.

Article 12: The following matters shall be discussed at the Company's board meeting:

- I. The Company's business plan.
- II. Annual financial report.
- III. Formulate or amend the internal control system and evaluate the effectiveness of the internal control system in accordance with Article 14(1) of the Securities Exchange Act.

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IV. Formulate or amend the operating procedures for acquisition or disposal of assets, engagement in derivative trading, extending loans to others, and endorsements or guarantees to others in accordance with the provisions of Article 36(1) of the Securities Exchange Act.

V. Offering, issuing or private placement of marketable securities of equity nature.

VI. If there is no managing director on the Board of Directors, the appointment or removal of the chairman of the board.

VII. Appointment and removal of the head of finance, accounting or internal audit.

VIII. Donations to related parties or major donations to non-related parties.

However, public donations made for emergency relief due to major natural disasters shall be ratified in the next board meeting.

IX. Other major matters that should be resolved by the shareholders' meeting or the board meeting or prescribed by the competent authority in accordance with Article 14-3 of the Securities and Exchange Act or other laws and regulations or the articles of association.

X. The remuneration of directors and managers shall be proposed by the Compensation Committee and decided by the Board of Directors after discussion.

The related parties mentioned in paragraph 8 above refers to the related parties regulated by the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The Company's major donation to a non-related party refers to the amount of each donation or the cumulative amount of donations to the same object within a year reaches NTD 100 million or 1% of the net operating income stated in the Company's most recent annual financial report certified by CPAs, or 5% of the paid-in capital.

The "one year" mentioned in the preceding paragraph is one year prior to the date of the board meeting, and the part approved in the board resolution is exempt from inclusion.

If there are independent directors in place, at least one independent director shall attend the board meeting in person. All independent directors shall be present at the board meeting for the first item which is subject to a board resolution. An independent director who is unable to attend in person shall appoint another independent director to attend. Any objection or reservation from any independent director shall be stated in the minutes of the board meeting. If an independent director is unable to attend the board meeting in person to express an objection or reservation, he/she shall, unless there are valid reasons, issue a written opinion in advance which shall be recorded in the board meeting minutes.

The Board of Directors may reject or amend the compensation recommendations made by the Compensation Committee on directors and managers, provided that more than

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two-thirds of all the directors are present at the board meeting, and a majority of the directors present agree on the rejection or amendment. The resolution shall state whether the compensation approved at the board meeting is better than the Committee's recommendation. If the compensation approved at the board meeting is better than the compensation proposed by the Committee, the differences and reasons shall be stated in the minutes of the board meeting which shall be announced within 2 days from the date of the board meeting's approval.

Article 13: When the Chairman considers that the discussion of a motion has reached the level where the proposal can be put to the vote, he/she may declare the discussion discontinued and put the proposal to the vote.

At the time of voting on a motion at the Company's board meeting, if the chairman consults the directors present and there is no objection, the motion shall be deemed to be approved, and the effect shall be the same as that of voting. If there is any objection upon consultation by the chairman, the motion shall be put to the vote.

The Chairman shall choose one of the methods in the following paragraphs for the voting, but in the event of an objection the majority opinion shall be sought:

- I. Voting by show of hands or by ballot counting machine.
- II. Voting by rollcall.
- III. Voting by ballot casting.
- IV. Voting by a method chosen by the Company.

Article 14: Unless otherwise provided by the Securities and Exchange Act and the Company Act, the board resolution shall be made in a board meeting attended by more than half of the directors and approved by more than half of the directors present.

When there are amendments or substitutes to the same motion, the chairman shall determine the order of voting on them along with the original motion. However, if any of the motions has been approved, the other motions are deemed to be rejected and no further voting is required.

If it is necessary to appoint scrutineers and ballot counters for voting on motions, such personnel shall be appointed by the chairman, provided that the scrutineers have the director identity.

The result of the vote shall be reported on the spot and recorded.

Article 15: A director who has an interest in a motion for himself/herself or the legal person he/she represents shall explain to the board of directors at the board meeting the important content of his/her interest, and shall not participate in the discussion and voting sessions if the interest is harmful to the interests of the Company, and shall withdraw from the discussion and voting sessions, and shall not exercise his/her voting rights on behalf of any other director.

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If a director's spouse or first or second-tier relative, or a company having a controlling or subordination relationship with a director has an interest in the matter referred to in the preceding paragraph, the director shall be deemed to have a personal interest in the matter.

For the resolution of the Company's board meeting, the provisions of paragraph 2, Article 180 of the Company Act shall apply mutatis mutandis with Article 206(4) of the same Act to the directors who are not allowed to exercise their voting rights as mentioned in the preceding two paragraphs.

Article 16: The proceedings of the board meeting of the Company shall be recorded in minutes, which shall contain in detail the following matters:

- I. Session and term (or year) and time and place of the meeting.
- II. The chairman's name.
- III. Status of attendance of directors, including the names and number of those present, on leave and absent.
- IV. Names and titles of the participants with no voting rights.
- V. Name of the minute taker.
- VI. Report items.
Discussion items: Method and result of resolution of each motion, summary of speeches by directors, experts and other personnel, names of directors with personal interests involved in accordance with paragraph 1 of the preceding article, description of the important content of such personal interests, reasons for withdrawal or non-withdrawal, withdrawal circumstances, objections or reservations
- VII. with records or written statements in place, and written opinions issued by independent directors in accordance with paragraph 4 of Article 12.
- VIII. Extempore motions: Names of the proposers, resolution methods and results of the motions, summary of speeches by directors, experts and other personnel, names of directors with personal interests involved, description of the important content of such personal interests, reasons for withdrawal or non-withdrawal, withdrawal circumstances, and objections or reservations with records or written statements in place.
- IX. Other matters that should be recorded.

If a board resolution encounters any of the following matters, in addition to stating it in the meeting minutes, the Company shall declare and file it on the information reporting website designated by the competent authority within two days from the date of the board meeting:

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- I. The independent directors have objections or reservations with records or written statements in place.
- II. The resolution is not approved by the Audit Committee, but approved by more than two-thirds of all directors.

The board meeting attendance book is a part of the meeting minutes and shall be kept properly during the existence of the Company.

The meeting minutes shall be signed or sealed by the chairman and the minute taker, and shall be distributed to the directors within 20 days after the meeting. The meeting minutes shall be included as an important file of the Company and properly kept during the existence of the Company.

The meeting minutes in the first paragraph may be produced and distributed electronically.

Article 17: In addition to the matters in paragraph 1 of Article 12 which should be proposed for discussion at the board meeting of the Company, if the Board of Directors authorizes the Chairman to exercise the functions and powers of the Board of Directors during the recess of the board meeting according to law or the articles of association of the Company, the contents or matters authorized shall be as follows:

- (I) Fully handling the loan limit, conditions and other related matters with the corresponding financial institutions according to the funding needs of the Company, and reporting the implementation status to the board meeting.
- (II) Selection of directors, supervisors and representatives of subsidiaries (including overseas branches).
- (III) Adjustment of the Company's organization and revision of the organizational rules.

Article 18: The formulation of an amendment to the Rules of Procedure shall be approved by the Board of Directors of the Company. If there are future amendments, the Board of Directors may be authorized to make a resolution.