

GIGABYTE™		GIGA-BYTE TECHNOLOGY CO., LTD.			
Document title	Rules for Director Election			Ref. No.	GF00—
Establishing date	July 2, 2021	Version	7	Page	3—1
Established by (unit/staff)	Operation Center, Financial and Accounting HQ			Doc. Level	General

- Article 1 For a just, fair, and open election of directors, this “Rules for Director Election” shall be established in accordance with Articles 21 and 41 of the Corporate Governance Best-Practice Principles for TWSE/ TPEX Listed Companies.
- Article 2 Unless otherwise specified by other laws and regulations, this “Rules for Director Election” shall apply to the election of directors of this Company.
- Article 3 The overall composition of the board of directors shall be taken into consideration in the selection of directors of this Company. The composition of the board of directors shall be determined by considering diversity and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:
- (1)Basic requirements and value: Gender, age, nationality, and culture.
 - (2)Professional knowledge and skills: Expertise (e.g. law, accounting, industry, finance, marketing, or technology), professional skills, and industry experience.
- Each board member shall have the knowledge, skill, and experience required for performing their duties; the abilities that must be present in the board as a whole are as follows:
- (1)The ability to make judgments about operations.
 - (2)Accounting and financial analysis ability.
 - (3)Business management ability.
 - (4)Crisis management ability.
 - (5)Knowledge of the industry.
 - (6)An international market perspective.
 - (7)Leadership ability.
 - (8)Decision-making ability.
- The board of directors of this Company shall consider adjusting its composition based on the results of performance evaluation
- The number of directors (including independent directors) for election shall be subject to the articles of incorporation and the vacancies specified by the board. More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.
- Article 4 The eligibility and election of independent directors of this Company shall comply with the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies and Article 24 of the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies.
- When the number of independent directors is lower than the requirement in Article 14-2 Paragraph 1 of the Securities and Exchange Act, an independent director by-election shall be held at the next shareholders meeting. When all independent directors have been dismissed, the Company shall convene a special shareholders meeting to hold a by-election within 60 days from the date on which the situation arose.
- Article 5 The nomination scheme as specified in Article 192-1 of the Company Act shall apply to the director elections of this Company and be specified in the articles of incorporation. Shareholders shall select directors from the list of candidates.

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This Company shall announce the time for nomination of candidates, the number of vacancies, the acceptance locations, and other requirements prior to the date of suspension of stock transfer before the meeting of shareholders, provided that the nomination period shall at least be ten (10) days.

The board of directors and shareholders holding more than one percent (1%) of the total amount of issued shares of this Company are eligible to nominate in writing candidates for the next director election for the board's reference. The number of candidates shall not exceed the vacancies offered by the board. This shall also apply to candidates nominated by the board.

When nominating candidates for the director election as described above, the board shall also provide the education background, experience, and the number of shares held of candidates, and the name of government or corporation they represent, and their compliance with independence for the reference of shareholders.

Article 6 The Company shall adopt a cumulative voting method for the election of directors. Each share has the same voting rights equal to the number of directors to be elected, and a shareholder may cast all his/her voting rights to one candidate or among several candidates (not more than the total number of candidates in the same election).

Article 7 The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 8 Shareholders of this Company shall elect persons with disposing capacity as board members of this Company. These persons may not necessarily be a shareholder of this Company. Where they are shareholders of this Company, they shall be natural person with disposing capacity. The number of directors shall be as specified in the articles of incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

Article 9 Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.

Article 10 A ballot is invalid under any of the following circumstances:
(1)The ballot was not prepared by a person with the right to convene.
(2)A blank ballot is placed in the ballot box.
(3)The writing is unclear and indecipherable or has been altered.
(4)The candidate whose name is entered in the ballot does not conform to the director candidate list.
(5)Other words or marks are entered in addition to the number of voting rights allotted.
(6) (Deleted)

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- Article 11 The voting rights shall be calculated on site immediately after the end of the poll, and the chair on the site shall announce the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected. The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.
- Article 12 The board of directors of this Company shall issue notifications to the persons elected as directors.
- Article 13 This “Rules for Director Elections” and amendments hereto shall be implemented after approval by the meeting of shareholders.