

Wistron NeWeb Corporation Regulations Governing the Board Performance Evaluation

Article 1 Purpose and Legal Basis

To implement corporate governance, enhance the function 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 Governing the Board Performance Evaluation (Regulations) have been established in accordance with the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies.

Article 2 Regulatory Compliance

Items regarding the performance evaluation for the Board of Wistron NeWeb Corporation (WNC), including evaluation frequency, evaluation period, evaluation scope and methods, responsible unit, evaluation procedures, and other matters to be complied with, shall be implemented in accordance with the Regulations.

Article 3 Evaluation Frequency and Period

The Board of WNC shall conduct a Board performance evaluation once each year in accordance with the evaluation procedures and indicators stipulated in Articles 6 and 7 of the 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.

Article 4 Evaluation Scope and Methods

The evaluation scope of the Board 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, and other suitable methods.

Article 5 Responsible Unit for the Evaluation

The Finance Division is the unit responsible for conducting the WNC Board performance evaluation.

Article 6 Evaluation Procedures

The procedures regarding the WNC Board performance evaluation are as follows:

The responsible unit for the evaluation shall collect information related to activities of the Board and the functional committees each year and design a questionnaire in accordance with the evaluation indicators listed in Article 7 of the 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
- V. Internal control

The performance evaluation items for the 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
- V. Internal control

It is advised that performance assessment of a functional committee cover the following aspects, subject to changes according to company needs:

- I. Degree of their participation in the company's operations.
- II. Their cognizance of functional committee duties.
- 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.
- V. Internal control

Article 8 Information Disclosure

WNC shall disclose, in its annual report, whether or not it has amended these Regulations for Board performance evaluation. Information on the implementation of the Board performance evaluation each year, and the evaluation methods used, shall also be included in the annual report.

The Regulations and any amendment thereto shall be disclosed on the Market Observation Post System and WNC's website.

Article 9 Implementation and Amendment

The 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.