

Significant Resolutions of Remuneration Committee

Remuneration Committee	Topic	Resolution	Response to Members' Opinions
4th Term/ 10th Meeting March 14, 2023	Proposal re 2022 remuneration for individual directors on the 12th-term board	Passed	None
	Proposal re 2023 remuneration for individual directors on the 12th-term board	Passed	None
	Proposal re remuneration for managers	Passed	None
	Proposal re 2023 remuneration for individual managers	Passed	None
	Proposal re remuneration for manager Arthur Yu-Cheng Chiao	Passed	None
5th Term/ 1st Meeting August 3, 2023	Assessment of “Compensation Committee Charter”, “Rules for Remuneration of Directors and Performance Assessment of the Board of Directors”, and “Rules for Remuneration and Performance Assessment of Managerial Officers” for compliance. No correction was needed given no change was required by any change of the law.	Passed	None
	Proposal re 2023 remuneration for individual directors on the 13th-term board	Passed	None
	Appointment of Ms. Ming-Yi Tsai to serve as Assistant Manager	Passed	None
5th Term/ 2nd Meeting October 11, 2023	Discharge of Mr. Pei-Lin Pai as Vice President	Passed	None
	Proposal re the conditions for employees of the Company and its affiliated companies to participate in the subscription of new shares issued by the Company for cash in 2023.	Passed	None
	Proposal re the number of the Company's newly issued shares that the Company's managers may subscribe individually in the 2023 cash capital increase.	Passed	None
	Proposal re the number of the Company's newly issued shares that Mr. Arthur Yu-Cheng Chiao as the Company's manager may subscribe in the 2023 cash capital increase.	Passed	None

Current term of the 5th-term Remuneration Committee: May 30, 2023 ~ May 29, 2026. The Committee held 3 meetings (A) in 2023.

The attendance record is as follows:

Title	Name	Attended in Person (B)	Attended by Proxy	Name Attended in Person (B) Attended by Proxy Attendance (%) (B/A)	Remarks
Convenor	Stephen T. Tso	3	0	100	
Member	Allen Hsu	3	0	100	
Member	Chung-Ming Kuan	2	0	100	new appointment
Member	Jong-Peir Li	2	0	100	new appointment
Member	Francis Tsai	1	0	100	term expired
Member	Jerry Hsu	1	0	100	term expired

Significant Resolutions of Audit Committee Meeting

Audit Committee Meeting Date	Proposal Contents	Content of Independent Directors' Objections, Reservations, or Significant Recommendations	Resolution adopted by the audit committee	Handling of Audit Committee Member Opinions
2nd Term/17th Meeting February 16, 2023	Appointment of Ming-Yu Chiu, CPA at Deloitte Taiwan, to review the annual accounting final reports and statements of the Company for the year ended December 31, 2022	None	Passed	None
	Approval of 2022 annual business report and financial statements	None	Passed	None
	Approval of affiliates' 2022 consolidated business report and financial statements	None	Passed	None
	Approval of 2022 statement on internal control system	None	Passed	None
	Increase in capital expenditure budget	None	Passed	None
	GLMTD Technology Private Limited, a subsidiary of the Company incorporated in India, intends to change its company name to Winbond Electronics India Private Limited.	None	Passed	None
	Proposal for annual remuneration paid to Deloitte & Touche accounting firm	None	Passed	None
2nd Term/18th Meeting March 14, 2023	Approval of 2022 earnings distribution plan	None	Passed	None
	Establishment of the Company's "Procedures for Advance Approval of Non-Assurance Services Provided by Accounting Firms".	None	Passed	None
	Proposal re the List of Pre-Approved Non-Assurance Service Types and Service Lists Provided by Accounting Firms for 2023	None	Passed	None
2nd Term/19th Meeting May 4, 2023	Approval of consolidated financial report for 2023 Q1	None	Passed	None
	Amendment of Stock Affairs Department's internal control system	None	Passed	None
3rd Term/1st Meeting August 3, 2023	Approval of consolidated financial report for 2023 Q2	None	Passed	None
	Proposal not to distribute earnings for the first half of the 2023 fiscal year	None	Passed	None
	Increase in capital expenditure budget	None	Passed	None
	Removal of non-compete clause for directors	None	Passed	None
	Removal of non-compete clause for the Company's managerial officers	None	Passed	None
3rd Term/2nd Meeting August 18, 2023	Increase in capital by issuing new shares for cash in 2023	None	Passed	None
	Proposal re the non-assurance services of the CPA firm engaged by the Company (i.e., Deloitte Taiwan) for the Company's capital increase for cash via issuance of new shares in 2023	None	Passed	None
3rd Term/3rd Meeting October 11, 2023	Proposal re the acquisition by the Company of right-of-use assets from its related parties during 2020 and 2021.	None	Passed	None
3rd Term/4th Meeting November 2, 2023	Approval of consolidated financial report for 2023 Q3	None	Passed	None
	The acquisition of right-of-use assets in the form of real property from the Central Taiwan Science Park Bureau of the National Science and Technology Commission .	None	Passed	None
	Finalization of 2024 audit plan	None	Passed	This proposal was modified and passed
	Oscar Shih, CPA at Deloitte Taiwan, the CPA firm engaged by the Company, may review the Company's annual accounting	None	Passed	None

Audit Committee Meeting Date	Proposal Contents	Content of Independent Directors' Objections, Reservations, or Significant Recommendations	Resolution adopted by the audit committee	Handling of Audit Committee Member Opinions
	final reports and statements for the year ended December 31, 2023 as part of its non-assurance services.			
3rd Term /5th Meeting December 22, 2023	Increase in capital expenditure budget	None	Passed	None
	Sale of the business equipment Used in the Central Taiwan Science Park Plant.	None	Passed	None

Significant Resolutions of Risk Management Committee

Date	Proposal Contents	Resolution	Handling of Committee Member Opinions
December 22, 2023	Report of Risk Management To amend the Company's Risk Management Committee Charter. To formulate the Company's Risk Management Policy and Procedures.	Agree Passed Passed	None None

Current term of the 1st-term Risk Management Committee: May 30, 2023 ~ May 29, 2026. The Committee held 1 meetings (A) in 2023. The attendance record is as follows:

Title	Name	Attended in Person (B)	Attended by Proxy	Name Attended in Person (B) Attended by Proxy Attendance (%) (B/A)
Convenor	Arthur Yu-Cheng Chiao	1	0	100
Member	Allen Hsu	1	0	100
Member	Stephen T. Tso	1	0	100
Member	Chung-Ming Kuan	1	0	100
Member	Jong-Peir Li	1	0	100

Please refer to the site for member's experience: <https://esq.winbond.com/our-focuses/governance/functional-committee#level-3>