



Delta Electronics, Inc. (the “Company”)  
Rules for Election of Directors  
(Translation)

Passed by general shareholders’ meeting on March 19, 1988

Amendment passed by general shareholders’ meeting on May 16, 2002

Amendment passed by general shareholders’ meeting on May 19, 2005

Amendment passed by general shareholders’ meeting on June 13, 2008

Amendment passed by general shareholders’ meeting on June 24, 2011

Amendment passed by general shareholders’ meeting on June 19, 2012

Amendment passed by general shareholders’ meeting on June 13, 2023

**Article 1**

These Regulations have been stipulated in accordance with the “Corporate Governance Best-Practice Principles for TSEC/GTSM Listed Companies” in achieving fair, neutral, and open election of directors.

**Article 2**

Unless otherwise specified in applicable laws and regulations and the Company’s Articles of Incorporation, the election of the Company’s directors (including independent directors) shall be conducted in accordance with these Regulations.

**Article 3**

When nominating and selecting the Company’s directors, it should take into consideration the overall composition of the Board of Directors. The composition of the board of directors shall be determined by taking diversity into consideration, such as including different genders, ages, races, nationalities, cultures, professional backgrounds and working fields, etc. Meanwhile it is advised that the board members possess the knowledge, skills, and qualities needed to perform their duties in general, including business judgment, accounting and financial analysis ability, administrative management ability, crisis management ability, industry knowledge, international market perspective, leadership ability, and decision-making ability.

The number of directors having a spousal relationship or family relationship within the second degree of kinship with any other director shall be less than half of the total number of directors.



#### **Article 4**

The qualifications of the Company's independent directors must comply with the competent authority's determination standards; the election of the independent directors shall be subject to the regulations prescribed by the competent authority.

The directors (including independent directors) shall be elected pursuant to the candidates nomination system in Article 192-1 of the Company Law.

#### **Article 5**

The Company's directors shall be elected by means of the single open cumulative ballot method. According to relevant laws, each share is entitled to votes equal to the number of directors to be elected, and the number of votes may be used together to elect one person or spread out over several persons. The Board of Directors shall prepare ballots equal to the number of directors to be elected. In addition to affixing the Company's seal on the ballots, each ballot shall bear an elector's attendance card number and number of votes for distribution to the attending shareholders.

#### **Article 6**

Candidates for election of the Company's directors shall be elected, with independent directors, non-independent directors elected at the same time but in separately calculated numbers, in sequence starting from those who have received the highest number of votes until the required number of persons specified in the Company's Articles of Incorporation and proposed by the Board of Directors are elected. If two or more persons receive the same number of votes, and resulting in the total number of persons to be elected exceeds the number specified in the Company's Articles of Incorporation, those persons who have received the same number of votes shall draw straws to decide who is elected. If any person who has received the same number of votes with others is not present at the meeting, the chairman shall draw a straw on that absent person's behalf.

#### **Article 7**

Before the start of an election the chairman shall designate several persons to count ballots and two persons (who should be shareholders) to check ballots to perform relevant duties. The Board of Directors shall prepare a ballot box. Persons designated to check ballots shall open and check the box in front of the meeting before voting begins.

#### **Article 8**

If a candidate is a shareholder, electors must clearly fill in the candidate's shareholder number and name in the candidate column of each ballot. If a candidate is not a shareholder, electors must clearly fill in the candidate's name and ID document number. ID document refers to the original copy of the citizens' ID card for domestic natural persons and the original copy of a passport for foreign natural persons. The ID document number shall serve as the person's ID number for the purpose of



the election. However, if a candidate is a governmental organization or legal entity, the name of the governmental organization or legal entity (or the name of the government organization and its representative or the name of the legal entity and its representative) must be clearly filled out in the candidate column of the ballot. If there are several representatives, each of the representatives' names must be filled in.

#### **Article 9**

A ballot is invalid if any of the following circumstances occur:

1. The elector has failed to use a ballot prepared by the Board of Directors.
2. A blank ballot with no writings has been cast in the ballot box.
3. The writing is unclear and illegible or has been altered.
4. When the candidate is a shareholder, any item of the candidate's name, shareholder's account number, or number of votes allocated has been omitted or altered; or the candidate's name or shareholder's account number does not conform to that in the shareholders register.  
If the candidate is not a shareholder, any item of the candidate's name, ID number, or number of votes allocated has been omitted or altered; or the candidate's name or ID number is found not to conform to that on the original documents.
5. The elector has intermixed other text or figures in addition to the candidate's name, shareholder's account number or ID number, and number of votes allocated.
6. The number of candidates on the ballot exceeds the specified number.

#### **Article 10**

If the number of votes allocated is less than the total number of votes vested to shareholders, the votes which are not cast shall be deemed to have been forfeited by that shareholder.

#### **Article 11**

The ballot box shall be opened in front of the meeting after the completion of voting. The chairman shall announce the names of the elected directors in front of the meeting, or the chairman may appoint a master of ceremonies to do so.

#### **Article 12**

The Company's Board of Directors shall issue election notification to each elected director.

#### **Article 13**

These Regulations shall be effective from the date they are approved by the shareholders' meeting. The same shall apply in the case of amendments.