

# **Universal Microwave Technology Inc.**

## **Charter of the Remuneration Committee**

Amended and approved by the Board of Directors on November 7, 2024.

### Article 1: Basis of Establishment

In accordance with Article 14-6 of the Securities and Exchange Act and the "Regulations Governing the Appointment and Exercise of Powers of the Remuneration Committee of Companies Whose Stock is Listed on the Taiwan Stock Exchange or the Taipei Exchange" (hereinafter referred to as the "Remuneration Committee Regulations"), the Remuneration Committee (hereinafter referred to as the "Committee") is hereby established and these Articles of Organization (the "Articles") are prescribed to ensure compliance.

### Article 2: Members

The members of the Committee shall be appointed by resolution of the Board of Directors upon nomination by the Chairman. The Committee shall consist of no fewer than three members, a majority of whom shall be independent directors. The members of the Committee shall elect an independent director from among themselves to serve as the convener and chairperson of the meetings.

The term of the Committee members shall be the same as that of the board of directors by whom they were appointed.

When a member of the Committee is dismissed for any reason, resulting in there being less than three members, a board meeting to make a new appointment shall be held within 3 months from the date of occurrence. In the event that an independent director is dismissed and there is no other independent director, the Corporation may appoint someone who is not qualified to act as independent director to be a member of the Committee until the appointment of an independent director at a by-election as required, and the independent director elected in the by-election will be appointed after the by-election. In the event of any change in the membership of the Committee, the term of office for the newly appointed member shall continue until the expiration of the original term.

The professional qualifications and degree of independence of the members of the Committee shall meet the requirements set out in Articles 5 and 6 of the Regulations.

### Article 3: Scope of duties

The Committee shall exercise the care of a good administrator to faithfully perform the following duties and present its recommendations to the board of directors for discussion.

1. Periodically reviewing this Charter and making recommendations for amendments.
2. Establishing and periodically reviewing the performance assessment standards, annual and long-term performance goals, and the policies, systems, standards, and structure for the

compensation of the directors and managerial officers of this Corporation, and disclose the contents of the performance assessment standards in the annual report.

3. Periodically assessing the degree to which performance goals for the directors, supervisors, and managerial officers of this Corporation have been achieved, setting the types and amounts of their individual compensation based on the results of the reviews conducted in accordance with the performance assessment standards.
4. Other matters submitted to the Board of Directors for deliberation.

The term remuneration as used in the preceding paragraph shall be consistent with the scope of remuneration for directors and managerial officers as set out in the Regulations Governing Information to be Published in Annual Reports of Public Companies.

In performing the duties prescribed in the preceding paragraph, the Committee shall comply with the following principles:

1. Remuneration management shall be consistent with the Company's remuneration philosophy.
2. The performance assessments and compensation of directors and managerial officers shall take into account the general pay levels in the industry, as well as the reasonableness of the correlation with individual performance assessment results, this Corporation's operational performance, and future risk exposure.
3. There shall be no incentive for the directors or managerial officers to pursue compensation by engaging in activities that exceed the tolerable risk level of this Corporation.
4. For directors and senior managerial officers, the percentage of remuneration to be distributed and the time for payment of any variable compensation shall be decided with regard to the characteristics of the industry and the nature of this Corporation's business.
5. Reasonableness shall be taken into account when the contents and amounts of the compensation of the directors and managerial officers are set. It is not advisable for decisions on the compensation of the directors and managerial officers to run contrary to financial performance to a material extent.
6. No member of the Committee may participate in discussion and voting when the Committee is deciding on that member's individual compensation.

#### Article 4: Convocation of Meetings

1. The Committee shall convene at least two meetings per year and may convene additional meetings at any time as necessary.
2. The convocation of Committee meetings shall specify the reasons and shall be notified to the members of the Committee, along with the date, location, agenda, and relevant meeting materials, seven days in advance. In emergency circumstances, however, the meeting may be convened on shorter notice. The preparation and distribution of the reasons for convocation and the meeting agenda may be conducted via electronic means.
3. If the convener takes leave or is unable to convene a meeting for any reason, the convener shall appoint another independent director on the Committee to act in his or her place. If there is no

other independent director on the Committee, the convener shall appoint another Committee member to act on his or her behalf. If the convener does not make such an appointment, a member of the Committee shall be elected by and from among the other members on the Committee to serve as convener.

4. When the remuneration committee is held, the company shall provide an attendance book for signature by the members attending the meeting. Remuneration committee members shall attend the committee in person; a member who cannot attend in person may appoint another member to attend as their proxy. Attendance via tele- or video-conference is deemed as attendance in person. However, a meeting shall not be convened if fewer than two members of the Committee are present in person. A member of the Committee that appoints another member as proxy to attend a meeting shall in each instance issue a written proxy stating the scope of authorization with respect to the items on the meeting agenda. The proxy may accept a proxy from one person only.
5. When the Committee calls a meeting, it may request directors, managers of relevant departments, internal audit officers, certified public accountants, attorneys, or other personnel of this Corporation to attend the meeting as non-voting participants and to provide pertinent and necessary information, provided that they shall leave the meeting when deliberation and voting take place.

#### Article 5: Meeting Agendas and Resolutions

1. The Committee's meeting agenda shall be drafted by the convener. Other members may submit motions to the Committee for discussion. Meeting agendas shall be forwarded to the Committee members in advance.
2. Resolutions of the Committee shall be adopted with the attendance of a majority of the members and the approval of more than one-half of all members. If no objection is raised after an inquiry by the chairperson at the time of voting, the resolution shall be deemed approved and shall have the same effect as a vote by ballot. The result of the vote under the preceding paragraph shall be made known immediately and recorded in writing.

A member of the Committee who has a conflict of interest in a matter under consideration at a meeting shall not participate in the discussion or the voting, shall recuse themselves during such discussion and voting, and may not exercise voting rights as a proxy for any other member of the Committee, if any of the following circumstances exist:

- (1) Where the member or the legal person represented by the member has a personal interest in the matter, which may be detrimental to the interests of the Company.
- (2) Where the member considers that they should recuse themselves.

Where the Committee is unable to reach a resolution due to the provisions of the preceding paragraph, the matter shall be reported to the Board of Directors, and the Board of Directors shall resolve the matter instead.

## Article 6: Preparation and Distribution of Meeting Minutes

Minutes shall be prepared of the discussions at the remuneration committee, and the minutes shall record the matters listed below in a detailed and accurate manner:

1. Session, time, and place of the meeting.
2. Name of the meeting chair.
3. Member attendance, specifying the names and number of members in attendance, excused, and absent.
4. Names and titles of those present at the meeting as nonvoting participants.
5. Name of minutes taker.
6. Matters reported on.
7. Agenda items: the resolution method and outcome of each motion; the name of any member whose own remuneration comes under discussion, the content of the discussion about the member's remuneration, and the specifics regarding recusal of the member; and any objections or reservations expressed by any member.
8. Extraordinary motions: the name of the mover, the resolution method and outcome of the motion; summary of the comments made by any member, expert, or other person; the name of any member whose own remuneration comes under discussion, the content of the discussion about the member's remuneration, and the specifics regarding recusal of the member; and any objections or reservations expressed by any member.
9. Other matters required to be recorded.

The remuneration committee attendance book constitutes an integral part of the minutes of each meeting of the committee. The meeting minutes shall bear the signature or seal of the chair and the minute taker. The minutes shall be distributed to each committee member within 20 days after the meeting, and shall be submitted to the board of directors and treated as important records of the company, and shall be preserved for 5 years. The meeting minutes may be produced and distributed in electronic form. If a remuneration committee meeting is convened by video conference, the video conference audiovisual data constitute an integral part of the meeting minutes.

If, before the expiration of the retention period under the preceding paragraph, any litigation arises in connection with any matter relating to the Committee, the meeting minutes shall be preserved until the conclusion of the litigation. For matters regarding the proceedings of Committee meetings not addressed in these Articles of Organization, the provisions of the Company's "Rules of Procedure for Board of Directors Meetings" shall apply *mutatis mutandis*.

## Article 7: Public Disclosure and Filing

In the event of any of the following circumstances, the Company shall, within two days from the date of occurrence, complete the public disclosure and filing on the information reporting website designated by the competent authority:

1. The appointment of or change in the membership of the Committee.
2. The remuneration approved by the Board of Directors is superior to the recommendation

of the Committee.

3. Any matter resolved by the Committee where a member has expressed an objection or reservation, provided that such opinion is recorded or declared in a written statement.

#### Article 8: Review and Consultation

The remuneration committee may by resolution, at the cost of the company, engage an attorney, certified public accountant, or other professional to conduct a necessary audit or provide advice with respect to any matter related to the exercise of the committee's powers.

#### Article 9: : Matters for Resolution

The execution of tasks relating to matters resolved by the remuneration committee may be delegated to the convenor or other member or members of the committee for follow-up and handling, and they shall make written reports to the committee during the period in which they are handling such tasks. When necessary, they shall submit them for ratification, or report them, to the committee at the subsequent meeting.

Article 10: The administrative operations and clerical matters of the Committee shall be handled by the Administration Department.

Article 11: These Articles of Organization shall be implemented upon approval by the Board of Directors. The same procedure shall apply to any subsequent amendments.