

CLEVO CO.

Method for the election of directors

Article 1 The election of the Company's directors shall be handled according to the provisions herein, unless otherwise stipulated in the Company Act and the Articles of Incorporation.

Article 2 The Company's election of directors is based on recorded votes in a **cumulative voting system**. Each share is attached with the election rights in the number equal to the number of directors to be elected. These election rights can be used for a single candidate or a number of candidates.

The election of the Company's directors adopts the candidate nomination system. Candidates shall follow the procedures required by the candidate nomination system stipulated in Article 192-1 of the Company Act.

The qualifications and appointments of the Company's independent directors shall be handled according to the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies", "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies" and the relevant laws and regulations.

Article 3 The Company's directors shall be elected by the shareholders' meeting from candidates with disposing capacity. Based on the quota specified under the Articles of Incorporation, the candidates who win more votes shall be elected as directors by that order.

If more than two persons have the same number of rights and the prescribed quota is exceeded, the decision shall be made by lot by those who have the same number of rights, and the Chairman shall draw lots on behalf of those who are not present.

When the Company establishes independent directors according to the law, the election rights of independent directors and non-independent directors shall be calculated separately, and it shall be dealt with according to the provisions of Paragraph 1.

Article 4 Before the election begins, the Chairman shall appoint a number of controllers of the ballots and poll-clerks to perform various related functions.

Article 5 Voting paper shall be made and issued by the Board of Directors and numbered and weighted according to the number of the attendance certificate.

Article 6 The votes are invalid if one of the events listed on the left occurs:

1. Ballots not **prepared by the convener**
2. Blank ballots thrown into a ballot **box**.
3. Writing blurry or **tampered**.
4. The elected candidate not **consistent with the list of director** candidates.
5. Writing other than election rights assigned

Article 7 After the voting is completed, the ballot box is opened and the ballots are counted. The results shall be announced by the Chairman on the spot.

Article 8 The Company shall give notice of election to the directors elected.

Article 9 The matters not stipulated in these measures shall be handled according to the

Company Act and the relevant decrees.

Article 10 These measures shall be implemented after the adoption by the shareholders' regular meeting, and the same shall be done when revisions are made.

Article 11 These measures were formulated on May 5th, 1997.

1st amendments hereto were made on May 31st, 2002.

2nd amendments hereto were made on June 15th, 2006.

3rd amendments hereto were made on June 12th, 2014.

4th amendments hereto were made on June 15th, 2018.

5th amendments hereto were made June 17, 2021