

# **EVERGREEN STEEL CORPORATION**

## **REMUNERATION COMMITTEE CHARTER**

### **Article 1**

To ensure a sound system for remuneration of the directors and managerial officers of the Company, this Remuneration Committee Charter (hereinafter, "this Charter") is established pursuant to "Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Taiwan Stock Exchange or the Taipei Exchange" (hereinafter, "the Regulations").

### **Article 2**

Except as otherwise provided by laws and regulations or by the Articles of Incorporation, matters in connection with the official powers of the Remuneration Committee (hereinafter, "the Committee") shall be handled in accordance with this Charter.

### **Article 3**

The Committee shall consist of no less than 3 members appointed by the resolution of the board of directors, one of them is the convener.

More than half of the Committee members shall be independent directors, and one of the independent directors on the Committee shall be elected as the convener and meeting chair by all Committee members.

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

### **Article 4**

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 can be appointed as the Committee member, the Company may appoint someone who is not the independent director as the Committee member before the by-election of an independent director held in accordance with regulations; the independent director

elected at the by-election will be appointed as the Committee member after the by-election.

## **Article 5**

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

1. Establishing and periodically (at least once per each term of Directors) reviewing the performance evaluation and the policies, systems, standards, and structure for the compensation of the directors and managerial officers of the Company. If necessary, it can be amended at any time according to the needs.
2. Periodically assessing and prescribing the remuneration of the directors (at least once per term of office of Directors) and managerial officers (at least once per year) of the Company. If necessary, it can be amended at any time according to the needs.

The Committee shall perform the duties under the preceding paragraph in accordance with the following principles:

1. Performance evaluations and remuneration of directors and managerial officers shall take into account the general pay levels adopted by the peer companies. Also to be evaluated are the reasonableness of the correlation between the individual's performance and the Company's operational performance and future risk exposure.
2. 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 the Company.
3. For directors and senior managerial officers, the percentage of remuneration to be distributed based on their short-term performance and the time for payment of any variable compensation shall be decided with consideration of the characteristics of the industry and the nature of the Company's business.

"Remuneration" as used in this Charter includes cash compensation, stock options, profit sharing and stock ownership, retirement benefits or severance pay, allowances or stipends of any kind, and other substantive incentive measures. Its scope shall be consistent with the remuneration for directors and managerial officers as set out in the "Regulations Governing Information to be Published in Annual Reports of Public Companies".

## **Article 6**

Meetings of the Committee shall be held at least twice per year. In convening a meeting of the Committee, a notice setting forth the subjects to be discussed at the meeting shall be given to each member in writing, email, or fax at least 7 days in advance. In emergency circumstances, however, the meeting may be convened on shorter notice.

If the convener of the Committee 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 members on the Committee to serve as convener.

## **Article 7**

The Committee's meeting agenda shall be drawn up by the convener, other members may submit motions to the Committee for discussion as well. Meeting agendas shall be forwarded to the Committee members in advance.

When a meeting of the Committee is held, an attendance book shall be made available for sign-in by the Committee members in attendance and thereafter made available for reference.

The Committee members shall attend the meeting in person. If a member is unable to attend the meeting in person, the member may appoint another member to attend as his or her proxy. Attending a meeting by video conferencing will be deemed attendance in person.

A member of the Committee who 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 under paragraph 3 may accept a proxy from one person only.

### **Article 7-1**

When the remuneration proposal for any of the Committee member is submitted for discussion at a Committee meeting, it shall be clearly stated at the meeting, if there is a risk of prejudicing the interests of the Company, the member shall not participate in the discussion and voting, and shall recuse himself/ herself from discussion and voting. The member also shall not act as another Committee member's proxy to exercise voting rights on that proposal.

## **Article 8**

Resolutions at meetings of the Committee shall be adopted with the consent of one half or more of the entire membership. When a matter comes to a vote at a Committee meeting, if upon inquiry by the meeting chair no member voices an objection, the matter will be deemed approved, with the same effect as approval by taking a vote.

The result of the vote under the preceding paragraph shall be made known on the spot and recorded in writing.

## **Article 9**

The deliberations of the Committee meeting shall be recorded in the meeting minutes, and the minutes shall fully and accurately state the matters listed below:

1. The session, time, and place of the meeting.
2. The name of the meeting chair.
3. Attendance of the Committee members at the meeting, specifying the names and the number of members present, excused, and absent.
4. The names and titles of those attending the meeting as non-voting participants.
5. The name of the minute taker.
6. Report Items.
7. Discussion items: for each proposal, the resolution method and the result; the member's name, content of remuneration, and specifics regarding recusal of the member whose own remuneration comes under discussion as stipulated in Article 7-1, and any objections or reservations expressed by any member.
8. Extraordinary motions: The name of the mover; the resolution method and the result; a summary of the comments of the of the Committee members, experts and other persons present at the meeting; the member's name, content of remuneration, and specifics regarding recusal of the member whose own remuneration comes under discussion as stipulated in Article 7-1, and any objections or reservations expressed by any member.
9. Other matters required to be recorded.

The attendance book constitutes part of the minutes for each Committee meeting; if the meeting is held by video conferencing, the audio and video recordings also constitute part of the meeting minutes.

The minutes of each Committee meeting shall bear the signature or seal of both the meeting chair and the minute taker. A copy of the minutes shall be distributed to each Committee member within 20 days after the meeting, and shall be presented to the board of directors and retained as important corporate records for 5 years. The meeting minutes may be produced and distributed in electronic form.

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.

#### **Article 10**

The execution of tasks relating to resolutions adopted by the Committee may be delegated to the convener or other Committee members for follow-up, with a written report to be presented to the Committee during the implementation period. When necessary, the matter shall be presented for ratification or a report made at the next meeting of the Committee.

#### **Article 11**

When the Committee calls a meeting, it may request directors, managers of relevant departments, internal audit officers, certified public accountants, attorneys, or other personnel 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.

The Committee may, at the expense of the Company, resolve to retain the attorney, certified public accountant, or other professional to conduct a necessary audit or to provide advice on matters relating to the exercise of the Committee's powers.

#### **Article 12**

This Charter shall take effect once it is approved by the board of directors. Subsequent amendments thereto shall be effected in the same manner.

#### **The History of “REMUNERATION COMMITTEE CHARTER”**

This Charter was enacted on November 29, 2019.

The 1st amendment was made on March 16, 2020.

The 2nd amendment was made on August 7, 2023.

The 3rd amendment was made on March 13, 2024.