

**VIVOTEK INC.**  
**Remuneration Committee Charter**

Approved by the Board of Directors on April 28, 2011  
Amended and approved by the Board of Directors on January 21, 2019

- Article 1 (Purpose)  
To improve corporate governance and to enhance the board of directors' capacity in overseeing compensation matters, the board of directors has resolved to establish a Remuneration Committee (hereinafter referred to as "the Committee") and has established this Committee Charter to serve as a guideline.
- Article 2 (Members)
1. The Committee members shall be appointed by the board of directors' resolution and shall consist of no fewer than three members. Their terms shall align with the tenure of the appointing board of directors.
  2. At least one member of the Committee must be an independent director. If there is more than one independent director, one of them shall be elected by the independent directors to act as the convener and the chairperson of the meetings.
  3. If a committee member is dismissed for any reason, resulting in fewer than three members, the board of directors must convene within three months from the occurrence to appoint a replacement.
- Article 3 (Scope of Duties)
- The Committee shall exercise care as a good administrator in faithfully performing 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 goals, as well as the policies, systems, standards, and structure of the compensation of the directors and managerial officers.
  3. Periodically assessing the compensation of the directors and managerial officers.
- The Committee shall perform the duties under the preceding paragraph in accordance with the following principles:
1. Ensuring that the compensation arrangements of the Company comply with applicable laws and regulations and are sufficient to recruit outstanding talents.
  2. Performance assessments and compensation levels of directors and managerial officers shall take into account the general pay levels in the industry. Also to be evaluated are the reasonableness of the correlation between the individual's performance and the Company's operational performance as well as future risk exposure
  3. There shall be no incentives in the form compensations for directors or managerial officers who engage in activities that exceed the tolerable risk level of the Company.
  4. 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 regard to the characteristics of the industry and the nature of the Company's business.

5. No member of the Committee may participate in discussion and voting when the Committee is deciding on that member's individual compensation.

"Compensation," as used in the preceding two paragraphs, 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.

#### Article 4

##### (Rules for the Proceedings of Meeting)

1. The Committee shall convene at least twice annually and may call a meeting at its discretion whenever necessary.

2. In calling a meeting of the Committee, a notice of the reasons for convening the meeting shall be given to each independent director member at least seven days in advance. In emergency circumstances, however, the meeting may be called on shorter notice.

When the convener is on leave or unable to convene a meeting for any reason, the convener shall appoint another member on the Committee as acting convener; if the convener does not make such an appointment, one member of the Committee shall be elected by and from the other members of the Committee to serve as the convener.

The Committee's meeting agenda shall be drafted by the convener. Other members may also put forward proposals for discussion by the Committee. The meeting agenda shall be provided to the Committee members beforehand.

3. Members of the Committee shall attend meetings of the Committee in person; if a Committee member is unable to attend in person, the Committee member may appoint another Committee member as proxy to attend the meeting.
4. A member of the Committee that appoints another Committee member as proxy to attend a meeting of the Committee shall in each instance issue a written proxy stating the scope of the authorization with respect to the items on the meeting agenda. The proxy being referred to in the previous paragraph may only serve as a proxy to one person.
5. When a meeting of the Committee is held, Committee members who are attending shall sign in an attendance book, which shall be made available. Members participating via video conference shall fax their signed attendance documents, and their attendance is deemed as equivalent to attending in person.
6. The Committee may request the directors, managers of relevant departments, internal audit officers, certified public accountants, attorneys, or other personnel of the Company to attend the meeting as non-voting participants and provide pertinent and necessary information. The Committee may resolve to retain the service of an attorney, certified public accountant, or other professionals to provide advice on matters related to the exercise of the duties of the Committee. The costs of their services shall be shouldered by the Company.
7. Meetings must be attended by at least two-thirds of the Committee members. Any resolution requires the consent of more than half of all Committee members.
8. 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 being approved by votes.
9. With regard to the appointment, changes, and resolutions of Committee members, if any member has objections or reservations which are recorded or stated in writing, these objections or reservations must be recorded in the minutes and announced on the website, designated by the regulatory authorities

for reporting information, within two days of the occurrence.

**Article 5****(Meeting Minutes)**

Discussions at a meeting of the Committee shall be included in the minutes of the meeting, which shall faithfully record the following:

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 the 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. The matters reported at the meeting.
7. Agenda: For each proposal, the method of resolution and the result, including any objections or reservations expressed by any Committee member.
8. Extraordinary motions: The name of the mover; the method of resolution and the result for each motion; a summary of the comments of the members of the Committee and experts and other persons present at the meeting; and any objections or reservations.
9. Other matters required to be recorded.

The attendance book constitutes a part of the minutes for each meeting of the Committee; if the meeting is held via video conference, the audio and video materials also constitute part of the minutes of the meeting.

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 member on the Committee within 20 days after the meeting and shall be presented to the board of directors and retained as important corporate records for five years.

If, before the expiration of the retention period mentioned in the preceding paragraph, any litigation arises in connection with any matter relating to the Committee, the minutes of the meeting shall be preserved until the conclusion of the litigation.

The minutes of the meeting may be produced and distributed in electronic form.

**Article 6****(Resources Provided by the Company for Exercising Duties)**

Members of the Committee and the attendees serve without pay, but may receive attendance fees and travel expenses in line with industry standards.

**Article 7****(Amendments to the Charter)**

This Committee Charter, established on April 28, 2011, shall take effect after having been submitted to and adopted by the board of directors. Subsequent amendments thereto shall be put into effect in the same manner.

The first amendment was approved by the board of directors on January 21, 2019.