

TCC Group Holdings

Risk Management Committee Charter

Effective date as set by the Board of Directors: August 13, 2024

Article 1: Purpose and Basis for Establishment

To enhance the functions of the Board of Directors and strengthen the risk management mechanism, TCC Group Holdings (hereinafter referred to as "the Company") has established the Risk Management Committee (hereinafter referred to as "the Committee") with the authorization of the Board of Directors, in reference to the "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies" and the "Risk Management Best Practice Principles for TWSE/TPEX Listed Companies." The Committee has formulated this Risk Management Committee Charter (hereinafter referred to as "the Charter") to ensure compliance.

Article 2: Scope of Application

The composition, number of members, term of office, duties, rules of procedure, and resources to be provided by the Company for the exercise of the Committee's powers shall be governed by the provisions of this Charter, except as otherwise stipulated by laws or the Articles of Incorporation.

Article 3: Composition, Term, and By-elections of the Committee

The Committee is subordinate to the Board of Directors. Its members are composed of the company's directors, appointed by the resolution of the Board of Directors. The Committee shall consist of no fewer than three members, with at least half of them shall be independent directors of the Company. Additionally, at least one independent director must have the professional background in finance, insurance, accounting, or financial expertise. The Committee members shall elect one independent director to serve as the convener and chairperson of the meetings, who will represent the Committee externally.

The term of the Committee members shall be the same as that of the Board of Directors appointed them, and members may be re-elected. If a member of this Committee is dismissed for any reason resulting in fewer than three members, the Board of Directors shall convene meeting to appoint a replacement within three months from the date of the occurrence.

Article 4: Authority of the Committee

The duties and responsibilities of this committee are as follows:

1. Review risk management policies and frameworks, and regularly assess their applicability and effectiveness.
2. Approve risk appetite (risk tolerance) and guide resource allocation.
3. Ensure that the risk management mechanism can adequately address the risks faced by the Company and integrate it into the daily operational processes.
4. Approve the prioritization and classification of risk control measures.
5. Review the implementation of risk management, provide necessary improvement suggestions, and report to the Board of Directors.
6. Review and report to the Board of Directors any risk-related systems, regulations, mechanisms, issues, or cases that are required by the competent authorities and various risk policies.
7. Execute the risk management decisions of the Board of Directors.

Article 5: Meeting Convening

The Committee shall convene at least once a year. The notice of the meeting shall specify the purpose of the meeting and be sent to all committee members at least seven days in advance. This constraint does not apply in case of emergency

The Committee shall be convened by the convener, who shall also serve as the chairperson of the meeting. If the convener is on leave or unable to convene the meeting for any reason, the convener shall designate another independent director of the Committee to act on their behalf. If there are no other independent directors on the Committee, the convener shall designate another member of the Committee to act on their behalf. If the convener does not designate a proxy, the other members of the Committee shall elect one among members to act on their behalf.

Article 6: Meeting Agenda

The meetings of the Committee shall be presided over by the convener. The Risk Management Working Group shall provide proposals for discussion to the Committee, and other members may also provide proposals when necessary. The meeting agenda shall be provided to the members of the Committee for review in advance.

When the Committee convenes, the Company shall prepare a sign-in sheet for attending members to sign in and for reference.

Members of the Committee shall attend the meetings in person. If a member is unable to attend in person, they may issue a proxy form for each meeting, specifying the scope of authorization for the agenda items, and authorizing another member to attend on their behalf. Each member may only accept one such proxy. Participation in the meeting via video conference shall be deemed as attendance in person.

Article 7: Resolution Methods and Meeting Minutes

For the Committee to make a resolution, unless otherwise stipulated by laws or the company's Articles of Incorporation, more than half of the Committee members must be present, and more than half of all members must agree. If the

chairperson of the meeting inquires and there is no objection, it is considered passed with the same effect as a vote. The result of the vote shall be reported and recorded immediately.

The proceedings of the Committee shall be documented in meeting minutes, which should comprehensively record the following items:

1. Meeting sessions, time, and location.
2. Chairman's Name.
3. Attendance of committee members, including the names and numbers of those present, on leave, and absent.
4. Names and Titles of Attendees.
5. Name of the Recorder.
6. Reporting Matters.
7. Discussion Items: The resolution methods and results of proposals, as and dissenting or reserved opinions from committee members.
8. Ad Hoc Motions: The name of the proposer, the method and result of the resolution of the motion, a summary of statements by committee members, experts, and other participants and dissenting or reserved opinions.
9. Other Matters to be Recorded.

The attendance sheet of the committee shall be considered part of the meeting minutes; for meetings held via video conference, the audio-visual recordings shall be considered part of the meeting minutes.

The meeting minutes must be signed or stamped by the chairperson of the meeting and the recorder, and distributed to the committee members within twenty days after the meeting. The minutes shall be reported to the Board of

Directors, included in the company's important files, and preserved for five years. If any litigation related to the matters of the Committee occurs before the preservation period expires, the minutes shall be preserved until the litigation is concluded.

The preparation and distribution of meeting minutes under Item 2 may be conducted electronically.

Article 8: Explanation of Conflicts of Interest and Recusal

When a member of the Committee has a conflict of interest while performing the duties outlined in Article 4 of this Charter regulations, they must disclose the significant aspects of their conflict of interest at the relevant Committee meeting. If the conflict is likely to harm the interests of the Company, the member shall not participate in the discussion or voting on the matter, and must recuse themselves. Additionally, they are prohibited from exercising voting rights on behalf of other members.

If a committee member's spouse or relative within the second degree of kinship, or a company controlled by or affiliated with a director, has a vested interest in the matters discussed in the aforementioned meeting, the committee member shall be deemed to have a personal interest in those matters.

If the committee is unable to make a resolution due to the provisions of the first item, it shall report to the Board of Directors, and the Board of Directors shall make the resolution.

Article 9 Execution of Resolutions

Matters resolved by the Committee may be delegated to the convener or other members of the Committee for continued handling. A written or oral report should be submitted to the Committee during the execution period. The matter should be submitted to the Committee for ratification or reporting at the next meeting if necessary.

Article 10: Resources for Exercising Authority

When the Committee convenes, it may invite the Company's directors, relevant department heads, internal auditors, accountants, legal advisors, or other personnel to attend the meeting and provide necessary information.

The Committee may, by resolution, appoint lawyers, accountants, or other professionals to conduct necessary audits or provide consultations on matters related to the exercise of its powers. The related expenses shall be borne by the Company.

Article 11: Implementation

These organizational rules shall be implemented after being approved by the Board of Directors, and the same shall apply to any amendments.