

# **TCC Group Holdings, Ltd., Co.**

## **Information Security Management Committee Charter**

### **Article 1 Purpose**

TCC Group Holdings, Ltd., Co. (the “Company”), in order to strengthen control and oversight over information security risks, safeguard corporate assets, enhance organizational soundness, and reinforce the functions of the Board of Directors, has established the Information Security Management Committee (the “Committee”) pursuant to Article 27 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies. This Charter is hereby adopted to serve as the governing framework for the organization and operations of the Committee.

### **Article 2 Scope of Application**

This Charter defines the number of Committee members, their terms of office, powers and responsibilities, meeting procedures, and the scope of information to be provided by the Company to facilitate the exercise of the Committee’s functions.

### **Article 3 Composition**

1. The Committee shall consist of at least three directors appointed by resolution of the Board of Directors, of which more than one-half shall be independent directors. From among its members, one independent director shall be elected to serve as the Convener and Chairperson.
2. At least one independent director shall possess professional expertise in information security.
3. Unless otherwise prescribed by applicable laws, the Company’s Articles of Incorporation, or other internal rules, the term of office for Committee members shall commence from the date of the Board’s resolution and conclude upon:
  - expiry of the member’s term as a director,
  - resignation from the Committee or from the Board, or
  - replacement of the member by Board resolution.

#### **Article 4 Powers and Responsibilities**

The Committee shall perform the following duties:

1. Review and approve the Company's information security management policies; establish the governance framework and organizational structure for information security; and periodically evaluate the development, implementation, and performance of the overall information security management mechanism.
2. Assess the adequacy of information security measures for newly launched business operations.
3. Review major information security incidents, evaluate the resulting losses, and approve remedial actions.
4. Review matters mandated by regulatory authorities, the Board of Directors, or Company information security policies to be submitted to the Board for approval.
5. In the event of significant and urgent information security incidents, the Information Security Management Task Force shall take immediate emergency measures and submit a report to the Committee within two weeks for ex post facto ratification.

#### **Article 5 Meetings**

1. The Information Security Department shall act as the Secretariat of the Committee, assisting in agenda preparation, meeting arrangements, recording of minutes, and other administrative matters.
2. The Committee shall meet at least once per fiscal year and may convene additional meetings as necessary.
3. A notice stating the meeting's purpose and agenda shall be delivered to all members at least seven days prior to the meeting; however, this requirement may be waived for extraordinary meetings. Notices may be provided electronically.
4. If the Convener is unable to convene or chair a meeting, they may designate another independent director of the Committee to act on their behalf. In the absence of such designation, the Committee members present shall elect an acting chairperson from among themselves.
5. The Committee may invite directors, relevant managers, internal

auditors, information security advisors, legal counsel, or other personnel to attend meetings to provide necessary information. Such invitees shall leave prior to discussion and voting.

#### **Article 6 Meeting Procedures**

1. A sign-in sheet shall be prepared for members attending each meeting as part of the official record.
2. Members shall attend meetings in person. When unable to do so, a member may issue a written proxy designating another member to act on their behalf for specific agenda items; however, each member may only represent one other member. Attendance via videoconference shall be deemed equivalent to in-person attendance.
3. Resolutions shall require the approval of a majority of all Committee members. If the Chairperson inquires whether there are any objections and none are raised, the resolution shall be deemed adopted with the same force as a formal vote. Results shall be announced immediately and recorded in the minutes.
4. The minutes of each meeting shall accurately and completely include the following:
  - Meeting session, date, and venue;
  - Name of the chairperson;
  - Attendance status, including the names and numbers of attendees, absentees, and those on leave;
  - Names and titles of participants;
  - Name of the minute-taker;
  - Reports to the Committee;
  - Discussion matters: methods and results of resolutions, summaries of comments from members, experts, and other participants, as well as dissenting or qualified opinions;
  - Motions: name of proposer, resolution methods and results, summaries of comments, and dissenting or qualified opinions;
  - Other matters requiring record.
5. Complete and accurate meeting minutes shall be distributed to all members within twenty days after the meeting, submitted to the Board

of Directors, and classified as “Confidential” or “Top Secret” company records, to be retained for at least five years. Distribution and submission may be conducted electronically.

6. The sign-in sheet and audiovisual records of videoconference meetings shall form part of the meeting record.
7. Matters resolved by the Committee may be delegated to the Convener or Committee members for follow-up execution, with progress reports submitted in writing during implementation and, where necessary, presented for ratification at the subsequent Committee meeting.

#### **Article 7 Conflict of Interest**

If a Committee member has a personal interest in any matter under discussion and such interest may be detrimental to the Company, the member shall recuse themselves from deliberation and voting. If such recusal renders the Committee unable to convene or make a resolution, the matter shall be reported to the Board of Directors for deliberation and resolution.

#### **Article 8 Implementation and Amendment**

This Charter shall take effect upon approval by the Board of Directors. Any amendments hereto shall be subject to the same approval process.