

# ChipMOS TECHNOLOGIES INC. Rules for Election of Directors and Independent Directors

#### **Article 1**

Unless otherwise provided for in the applicable rules and regulations or the Articles of Incorporation of the Company, the Directors and Independent Directors of the Company shall be elected in accordance with the Rules specified herein.

# **Article 2**

Election of Directors of the Company shall be held at the shareholders' meeting.

#### **Article 2-1**

The election of the Directors and Independent Directors of the Company shall consider the composition of the board of Directors. Members of the board shall possess the knowledge, skills and experience necessary to perform their duties. All members of the board of Directors shall possess skills in the following areas:

- 1. Ability to exercise sound business judgment
- 2. Ability to perform accounting and financial analysis
- 3. Business administration skills
- 4. Ability to conduct crisis management
- 5. Knowledge of the industry
- 6. A global market perspective
- 7. Leadership skills
- 8. Decision-making skills

More than half of the board of Director's members shall be Directors and Independent Directors with no spousal or familial relationship within the second degree kinship among themselves.

#### Article 3

In the election of Directors and Independent Directors of the Company, the single recorded cumulative voting system is implemented. Each share shall have voting rights equivalent to



the number of Directors or Independent Directors to be elected, and such voting rights can be combined to vote for one person, or be divided to vote for several persons.

#### **Article 3-1**

The election of the Directors and independent Directors of the Company shall adopt the candidate nomination system according to Article 192-1 of the Company Act.

If the Company violates the second to fourth paragraphs of Article 4 of the "Taiwan Stock Exchange Corporation Operation Directions for Compliance with the Establishment of Board of Directors by TWSE Listed Companies and the Board's Exercise of Powers" or the number of Directors falls below five due to the removal of one or more Directors of the Company for any reason, the Company shall elect new Directors to fill such vacancies at its next shareholders' meeting. If the vacancies of the board of Directors reaches one third of the total number of the board of Directors' seats prescribed in its Articles of Incorporation, the Company shall call a special shareholders' meeting within 60 days from the occurrence of such event and elect Directors to fill the vacancies.

If the number of Independent Directors is lower than the requirement in the first paragraph of Article 4 of the "Taiwan Stock Exchange Corporation Operation Directions for Compliance with the Establishment of Board of Directors by TWSE Listed Companies and the Board's Exercise of Powers" or the Articles of Incorporation an election shall be held at the next shareholders' meeting to fill such vacancy. In the event where all the Independent Directors are removed, the Company shall call a special shareholders' meeting within 60 days from the occurrence of such event to elect new Independent Directors to fill the vacancies.

Correction should be made within three months of discovering a violation of Article 16-1 of Articles of Incorporation.

## **Article 4**

The Company's Directors shall be elected in accordance with the number of Directors to be elected specified in the Company's Articles of Incorporation, and the number of Independent Directors to be elected announced by the Company. The number of votes



received by the Directors and Independent Directors shall be calculated separately. Candidates will be elected sequentially according to their respective numbers of votes, starting from those receiving ballots representing the highest numbers of voting rights. If two or more candidates receive the same number of votes, which consequently exceeds the number of Directors or Independent Directors to be elected, such candidates who received the same number of votes shall draw lots to decide the elected person; if such candidate(s) is(/are) not present, the chairman shall draw lots on behalf of the candidate(s).

## **Article 5**

The qualifications of Independent Directors of the Company shall comply with Article 2, Article 3 and Article 4 of the Regulations Governing the Appointment of Independent Directors and Compliance Matters for Public Companies.

The election of Independent Directors of the Company shall comply with Article 5, Article 6, Article 7, Article 8 and Article 9 of the Regulations Governing the Appointment of Independent Directors and Compliance Matters for Public Companies and Article 24 of the Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies

#### **Article 6**

The board of Directors shall prepare the ballots in the number equal to the number of Directors and Independent Directors to be elected, with the number of votes being noted on the ballots; and distribute the ballots to the shareholders who are present at the shareholders' meeting. The name of the voters may be represented by the attendance number printed on their ballots.

#### **Article 7**

Prior to the commencement of an election, the chairman shall designate ballot supervisors to supervise the casting of the ballots and ballot counters to count the ballots.

# **Article 8**

The ballot box shall be prepared by the board of Directors and examined in public by ballots



supervisors before voting.

#### **Article 9**

The ballot supervisors shall open the ballot boxes after the ballot is put thereinto.

#### Article 10

A ballot is deemed void if any of the following circumstances apply:

- 1. The ballot was not prepared by a person with the right to convene.
- 2. A blank ballot is placed in the ballot box.
- 3. The writing is unclear and indecipherable or has been altered.
- 4. The candidate whose name is entered in the ballot does not conform to the director candidate list.
- 5. Other words or marks are entered in addition to the number of voting rights allotted.

# Article 11

The ballot supervisors shall verify the validity of the ballot when there is doubt. The void ballot shall be marked with the word "invalid", signed by the ballot supervisor in charge and affixed with such ballot supervisor's chop after counting of votes.

## Article 12

After the sum of the valid and void ballots is verified and the valid ballots and number of votes are filled in the record form respectively by the ballot supervisors, the chairman shall announce on the site, including the list of persons elected as Directors and Independent Directors and the numbers of votes with which they were elected, and the list of persons unelected as Directors and Independent Directors and the numbers of votes with which they obtained.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

# Article 12-1



The board of Directors of the Company shall deliver a written notification to each of the elected Directors and Independent Directors.

#### **Article 13**

Matters on which Rules are silent shall be handled in accordance with the Company Act, the applicable rules and regulations and the Articles of Incorporation of the Company.

#### **Article 14**

The Rules and any revision thereof shall become effective after approval at the shareholders' meeting. The Rules was enacted on April 15, 1999. The first amendment thereof was made on February 26, 2003. The second amendment thereof was made on April 12, 2007. The third amendment thereof was made on June 22, 2012. The fourth amendment thereof was made on June 3, 2015. The fifth amendment thereof was made on June 10, 2019. The sixth amendment thereof was made on June 9, 2020. The seventh amendment thereof was made on July 12, 2021. The eighth amendment thereof was made on May 27, 2025.