

# ASUSTeK Computer Inc.

## Rules of Procedure for Board Meetings

### Chapter 1 General rules

Article 1 The Rules of Procedure for Board Meetings is stipulated for compliance in accordance with the “Regulations Governing Procedure for Board of Directors Meeting of Public Companies” and “Operation Directions for Compliance with the Establishment of Board of Directors by TWSE Listed Companies and the Board’s Exercise of Powers” in order to establish the Company’s excellent board meeting governance system, substantiate Board’s supervisory function, and enhance management functions.

Article 2 The Company’s Rules of Procedure for Board Meetings is subject to the Rules, unless otherwise provided by the applicable laws and regulations and the Company’s Articles of Incorporation.

### Chapter 2 Board meeting convention

Article 3 The Company’s Board meeting is convened quarterly.

The reasons for convening the Board meeting should be stated in the notice to directors seven days in advance. An extraordinary Board meeting can be convened due to an urgent matter.

The notice set forth in the preceding paragraph may be effected by means of electronic transmission, after obtaining prior consent from the recipients thereof.

The matters stated in Article 7 Paragraph 1 of the Rules of Procedure for Board Meetings shall be illustrated in the reasons for convening the meeting not in the motion, except for in an emergency or with a proper cause.

Article 4 Place and time of the Board meeting should be at the Company’s during the office hours or the suitable locations for the meeting held or for shareholders to attend the meeting conveniently.

Article 5 The Board of the Company has the Stock Office designated to handle the meeting affairs.

The Stock Office is to have the Board meeting agenda planned with sufficient meeting information provided and sent together with the meeting notice.

The directors who believe that meetings information is insufficient may make request to the Stock Office for additional information. If directors believe that the motion data is insufficient, the meeting can be postponed with a resolution of the Board of Directors.

The company should provide appropriate and sufficient information to enable the directors to make decisions with relevant information and to perform their duties as directors.

The company's corporate governance unit is the Stock Office. The Stock Office is required to handle the directors' requirements promptly and effectively, and to do so as soon as possible.

Article 6 The Company's regular Board meeting agenda includes at least the following items:

1. Reporting matters:
  - (1) Last minutes of meeting and its execution;
  - (2) Important financial and business report;
  - (3) Internal audit report;
  - (4) Other important reporting matters;
1. 2. Discussion matters:
  - (1) Pending discussion of the last meeting;
  - (2) Scheduled discussion of the current meeting;
3. Motions

Article 7 The Company shall have the following matters presented to the Board for discussion:

2. The Company's operating plan;
3. Annual and semi-annual financial reports, with the exception of semi-annual financial reports which, under relevant laws and regulations, need not be audited and attested by a certified public accountant (CPA);
4. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities Exchange Act, and an assessment of the effectiveness of the internal control system;
5. Regulating or amending significant financial business practices, including "Regulations Governing the Acquisition and Disposal of Assets by Public Companies," "Regulations Governing Trading of Financial Derivatives," and "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees," in accordance with the provisions of Article

- 36.1 of the Securities Exchange Act;
6. Offering, issuance, or private placement of equity-type securities;
  7. Appointment or dismissal of Finance Officer, Accounting Officer, and Internal Audit Officer;
  8. The remunerations of directors, and managers proposed by the Remuneration Committee;
  9. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition;
  10. Matters involving the personal interest of directors.
  11. Major transactions of assets or derivatives.
  12. Major financing, endorsement of guarantee in favor of a third party.
  13. The appointment, dismissal or remuneration to the certified public accountants for certification.
  14. The matters to be resolved in the shareholder' s meeting or by the board of directors or regulated by the competent authorities in accordance with Article 14.3 of the Securities Exchange Act, other law and regulations, or the Articles of Incorporation;
  15. The term "related party" in subparagraph 8 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.
  16. The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

Independent directors of the Company, at least one independent director shall attend each meeting in person. In the case of a meeting concerning any matter required to be submitted for a resolution by the board of directors under paragraph 1, each independent director shall attend in person; if an independent director is unable to attend in person, he or she shall appoint another independent director to attend as his or her proxy. Opposition or reservations of the independent directors should be stated in the minutes of Board meeting. If independent directors cannot

attend the Board meeting to express their opposition or reservations in person, except for legitimate reasons, shall issue a written opinion in advance and state it in the minutes of Board meeting.

17. Article 8 Except for the matters to be discussed in the Board meeting referred to in Article 7 Paragraph 1, the content of authorization should be processed in accordance with the Company' s by-laws, the board of directors, the resolutions reached in the shareholders' meeting or the relevant laws and regulations.

18.

Article 9 The Company should have had the attendance registry ready for the signature of the attending directors.

Directors shall attend the Board meeting in person. The directors who are unable to attend the meeting may appoint another director to attend the meeting by proxy and with the scope of authorization detailed for the meeting subjects. The proxy referred to above is limited to one representative only. Directors who have attended the meeting on video conference are deemed as attending the meeting in person.

Article 10 Chairman convenes and chairs the Board meeting. The first Board meeting of each term is to be convened by the director who receives the most electoral votes in the shareholders' meeting; also, the convening director is to chair the meeting. If there are two ore more conveners, one of the conveners is elected to chair the meeting.

When the chairman is on leave or is otherwise unable to attend the Board meeting and exercise powers, it is to be processed in accordance with Article 15 of the Company' s Articles of Incorporation and Article 208 of the Company Law.

Article 11 The Company may request departments to attend the Board meeting for the relevant proposals.

When necessary, the company may also invite certificated public accounts, attorneys, or other professionals to attend as nonvoting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place.

Article 12 The Chairman shall call the meeting to order at the meeting time with the mandatory attendance rate. If the number of directors attending the Board meeting is not legally sufficient, the Chairman may announce to have the meeting postponed, which is limited to two postpones. If

there remains insufficient attendance after two postpones, the Chairman may have the Board meeting reconvened in accordance with Article 3.

## Chapter 3 Voting

Article 13 The Board meeting should be conducted in accordance with the scheduled agenda and may not be changed without the consent of the majority attending directors.

The Chairman may not have the meeting adjourned discretionally without the consent of the majority attending directors.

If the directors at the meeting in session are less than a majority of the attending directors, the Chairman shall announce to have the meeting suspended temporarily upon the request of the director at the meeting in session as referred to above.

Article 14 Chairman who believes that the proposal in discussion is ready for voting may announce discretionally to stop discussion and ready to vote.

The motion resolved by the Chairman' s consulting the attending directors without dissent is deemed as passed and with the same effect as voting.

The proposal that is with objection raised by the attending directors consulted by Chairman should be put to vote, which may be decided by show of hands or on a poll at the discretion of the Chairman. When necessary, scrutineers and vote counting personnel are selected among the directors and designated by the Chairman. The results of voting shall be announced at the meeting by the Chairman.

The so-called attending directors in Paragraph 2 above do not include the directors that may not exercise voting rights subject to Article 16 Paragraph 1.

Article 15 The resolutions reached in the Board meeting, unless otherwise provided in the Company Law, Securities Exchange Act, and the Company' s Articles of Incorporation, must be with the majority votes of the attending directors and the attendance of the majority directors.

When there is an amendment or alternative for the same motion, the Chairman shall have the order of vote, including the original proposal,

determined accordingly. If one of the motions has been passed, the other motions shall be deemed as rejected without the need of further resolution.

Article 16 If any director or a juristic person represented by a director is an interested party with respect to any agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interests of the company, the director may not participate in discussion or voting on that agenda item, and further, shall enter recusal during discussion and voting on that item and may not act as another director's proxy to exercise voting rights on that matter.

#### Chapter 4 Minutes of meeting

Article 17 The minutes of Board meeting convened must be prepared with the following matters documented in details:

1. Meeting time and place;
2. Director attendance, including name of Chairman, on leave, and absentees, and number of persons;
3. Name and title of the attendees;
4. Name of the Chairman;
5. Name of the clerk;
6. Reporting matters;
7. Discussions: the method of resolution and the result for each proposal; a summary of the comments made by directors, experts, or other persons; the name of any director that is an interested party as referred to Article 16 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director under Article 7, paragraph 4..
8. Motions: the name of the mover; the method of resolution and the result for each motion; a summary of the comments made by directors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding

article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing.

#### 9. Other important matters

The documented or written objections or reservations of independent directors on the resolutions of the Board, if any, should be stated in the minutes of Board meeting, and should be announced and reported by uploading to the MOPS in 2 days after the Board meeting adjournment. If the remuneration recommended by the Board or Directors is better than the remuneration recommended by the Remuneration Committee, the differences and the reasons for the differences should be documented in the minutes of Board meeting, and should be announced and reported by uploading to the MOPS in 2 days after the resolution reached in the Board meeting.

The attendance registry is an integral part of the minutes of meeting and should be permanently reserved throughout the duration of the Company.

The minutes of meeting must be signed or sealed by the Chairman and the clerk, distributed to all directors in 20 days after the Board meeting adjournment, and should be classified as an important file of the Company and permanently reserved throughout the duration of the Company.

The preparation and distribution of the minutes of meeting referred to in Paragraph 1 can be processed in an electronic form.

Article 18 The Company should have the entire Board meeting taped in audio or video recording and stored for at least five years in an electronic form, if necessary.

However, for the litigation filed involving the matters related to the Board of Directors before the expiry of the reservation period, the related video or audio data must be reserved until the end of the proceedings.

For the Board meeting held by a video conference, the related audio and video data is an integral part of the minutes of meeting and should be permanently reserved throughout the duration of the Company.

## Chapter 5 Annex

Article 19: The matters that are not addressed in the Rules of Procedure for Board Meetings shall be handled in accordance with the provisions of the Companies Law, the Securities and Exchange Act, and the Company' s Articles of Incorporation.

Article 20: The stipulation and amendment of the Rules of Procedure for Board Meetings is implemented with the approval of the Board of Directors.

Article 21: The Rules of Procedure for Board Meetings was stipulated on December 29, 2006, amended for the first time on April 24, 2008 , amended for the second time on December 22, 2011 , amended for the third time on December 20, 2012 , amended for the forth time on March 17, 2016 , amended for the fifth time on January 19, 2011 , amended for the sixth time on August 11, 2017, and amended for the seventh time on May 7, 2019.