

## **Article 1 Basis of the Charter**

For the purpose of strengthening the functions of the Board of Directors of D-Link Corporation (hereinafter referred to as "D-Link"), enhancing its governance mechanism, and implementing corporate social responsibility, while also aligning with international trends by actively promoting initiatives related to environmental sustainability, social welfare, and corporate governance, the Company hereby establishes the Organizational Charter of the ESG and Nominating Committee (hereinafter referred to as "the Committee") in accordance with Article 27 of the Company's Corporate Governance Best-Practice Principles.

## **Article 2 Scope of Application of the Charter**

The number of members of the Committee, terms of office, powers, convening procedure, and other related matters shall be stipulated in accordance with the provisions of this Charter, unless otherwise stipulated by laws or regulations.

## **Article 3 Purpose of Establishment**

The Committee serves as a decision-making and supervisory unit to assist the Board of Directors in strengthening governance mechanisms and enhancing corporate governance and sustainable development, covering the three major dimensions of Environmental (E), Social (S), and Governance (G). Its purpose is to strengthen D-Link's management system, strive for environmental protection and fulfill social responsibility, so that the Board of Directors can perform their duty while protecting the rights and interests of D-Link, employees, shareholders and stakeholders.

## **Article 4 Members of the Committee**

The Committee shall be composed of at least three members appointed by the Board of Directors, with more than half of the members being Independent Directors. The members of the Committee shall possess professional knowledge and expertise in corporate sustainability. One Independent Director shall be elected as the convener and chairperson of the meetings.

The term of office of the Committee members is the same as that of the current Board of Directors. If the number of members become less than the number specified in the preceding paragraph or in the Articles of Incorporation for any reason (such as dismissal), the Board of Directors shall appoint a replacement.

To strengthen the operation and promotion of the Committee, the Company shall designate relevant supporting units to provide professional assistance in governance and sustainability matters, as follows: The Corporate Finance & Operation Center shall coordinate corporate governance matters to ensure the effective implementation of governance measures; the ESG Office shall coordinate the Committee's agenda management and plan sustainability-related issues and integrate sustainability concepts into business strategies to ensure smooth execution of all sustainability initiatives.

The Committee is responsible for establishing dedicated or concurrent sustainability

units, and depending on the Company's size, industry characteristics, or other needs for sound sustainability management, the Committee may appoint a senior executive as Chief Sustainability Officer (CSO) to ensure effective promotion of the Company's sustainability-related work.

The CSO may, based on the needs of sustainability-related tasks across various departments, establish cross-departmental task forces to carry out sustainability affairs.

## **Article 5 Powers**

The Committee shall assist the Board of Directors to continuously promote corporate social responsibility and improve corporate governance for sustainable operation. Its functions and powers should include the following:

1. Evaluate the professional knowledge, skills, experience, gender and other aspects of diversity, and other backgrounds required of directors, for the purpose of nominating candidates for the Company's Board of Directors, and review the qualifications of such candidates as well as assess the independence of independent director candidates.
2. Establish the organizational structure of the Board of Directors and its functional committees, and supervise and provide guidance on the performance evaluation results of the Board, its committees, and individual directors.
3. Plan and implement training and development programs for directors.
4. Formulate the Company's Corporate Governance Best Practice Principles.
5. Formulate, promote, and enhance the Company's sustainability policies, annual plans, and strategies.
6. Review, track, and revise the implementation and effectiveness of the Company's sustainable development initiatives, and report to the Board of Directors at least once a year.
7. Oversee sustainability information disclosure and review the Sustainability Report.
8. Oversee the implementation of the Company's Sustainable Development Best Practice Principles and other sustainability-related tasks as resolved by the Board of Directors.
9. Handle other matters assigned to the Committee pursuant to resolutions of the Board of Directors.

Dedicated or concurrent sustainability units shall assist the Committee in implementing various plans and conduct cross-departmental collaboration according to functional responsibilities, covering the following aspects:

- a. Corporate Governance Function: Responsible for compliance with corporate governance laws and regulations, establishment of governance systems, training programs, and stakeholder communication

mechanisms to achieve corporate sustainability goals.

- b. Environmental Sustainability Function: Responsible for environmental management systems, compliance with environmental laws and international standards, improving resource efficiency, climate change response, and related risk management to achieve environmental sustainability objectives.
- c. Social Responsibility Function: Responsible for human rights management policies and procedures, compliance with human rights laws and international standards, value chain communication, and community engagement to promote sustainable operations.
- d. Sustainability Disclosure Function: Responsible for sustainability information management policies, compliance with disclosure-related laws and international standards, and enhancing the transparency and reliability of sustainability information.

Cross-departmental units shall execute the tasks outlined above, consolidate implementation plans or other sustainability-related matters, and report the outcomes to the dedicated or concurrent sustainability units or the Committee.

## **Article 6 Convening Procedure**

The Committee shall meet at least twice a year.

The reason for convening Committee members shall be expressly stated, with seven days' notice in advance. However, emergency matters are not subject to this limitation. In addition to written notification, notice can also be sent by e-mail or fax.

## **Article 7 Meeting Agenda and Attendance**

The Committee's agenda is determined by the convener, and it can also be proposed by other members for discussion by the Committee. The agenda of the meeting shall be provided to the members of the Committee in accordance with the provisions of the preceding article.

The unit responsible for managing the affairs of this Committee shall be the ESG Office, or any other person authorized by the Board of Directors.

When the Committee is convened, a Book of Attendance should be set up for the attendees to sign in and check.

Members of the Committee shall attend the meeting in person, and if unable to attend in person, shall entrust others to attend on their behalf; however, each member shall only entrust one person. Those who attend the meeting via video conference are deemed to be present in person. The meeting should be attended by at least one-half of the Committee members.

During the Committee meeting, relevant department managers attending the meeting will be notified the content of the proposal, which will report the current situation of D-Link's sustainable development and answer the questions raised by the Committee members. When necessary, accountants, lawyers or other professionals may also be invited to attend the meeting to help members understand D-Link's current situation and make appropriate resolutions, but they should leave the meeting during discussion and voting.

**Article 8 Meeting Resolutions and Minutes**

Resolutions of the meeting should be approved by more than half of the Committee members present and be reported to the Board of Directors. The voting results shall be reported on the spot and recorded. If no objection is raised by the chairman of the Committee, the vote shall be deemed to be effective. Members' objections or reservations shall have records or written statements and be stated in the minutes of the meeting.

The proceedings of the Committee shall be recorded in minutes, and the minutes shall record the following in detail:

1. Session, time and place of meeting.
2. Name of the chairman.
3. Attendance status of members, including the names and number of those attended, those asked for leave, and those absent.
4. Names and positions of the attendees.
5. Name of the recorder.
6. Reported matters.
7. Discussed matters: each proposal's resolution methods and results, objections or reservations of Committee members.
8. Extraordinary motion: name of proposer, resolution method and result of the motion, summary of speeches made by Committee members, experts and others, objections or reservations.
9. Other matters to be recorded.

The Committee's Book of Attendance is a part of the meeting minutes. If the Committee is convened by video conference, the video and audio-visual materials are a part of the meeting minutes.

The meeting minutes must be signed or sealed by the chairman of the meeting and the recorder, and distributed to the members of the Committee within 20 days after the meeting, and should be reported to the Board of Directors and included in D-Link's important archives and properly kept; the meeting minutes may be recorded and distributed electronically.

## **Article 9 Conflict of Interests**

Members of the Committee who have an interest in the matters of the meeting shall explain their major interests, and shall not join the discussion and voting if it is harmful to the interests of D-Link, and shall avoid from the discussion and voting, and shall not exercise their voting rights on behalf of the members.

Spouses, secondary blood relatives, or companies that have a controlling affiliation with a Committee member who has an interest in the preceding matters of the meeting are deemed to be members with conflict of interest.

## **Article 10 Appointment of External Professionals**

The Committee may appoint lawyers, accountants or other external professionals by resolution to conduct necessary audits or provide consultation on matters related to the Committee's exercise of power, and the expenses incurred shall be borne by D-Link.

## **Article 11 Obligations of Committee Members**

Members of the Committee shall faithfully perform their duties stipulated in the Charter in good faith.

## **Article 12 Implementation-related Work**

Matters that have been resolved by the Committee and implementation related work may be delegated to the convener or other members of the Committee to handle. During the implementation period, report should be submitted to the Committee in writing or orally, and to the Committee for ratification or approval at the next meeting if necessary.

## **Article 13 Implementation and Amendments**

The Charter shall come into effect after approval by the Board of Directors, and the same for amendments.

The Charter were established on February 2, 2021.

The first amendment was on May 4, 2021.

The second amendment was on November 5, 2021.

The third amendment was on November 4, 2022.

The fourth amendment was on June 20, 2023.

The fifth amendment was on August 13, 2025.

The sixth amendment was on March 10, 2026.