



## **Gamania Digital Entertainment Co., Ltd. Rules of Organization for Nomination Committee**

### Article 1

The Rules of Organization for Nomination Committee (hereinafter referred to as the “Rules of Organization”) is established in accordance with paragraph 3, Article 27 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies to improve the functions of the board of directors and strengthen the management mechanism of the Company.

### Article 2

Unless otherwise provided by laws or articles of association, matters related to the powers of the Company's Nomination Committee shall be handled in accordance with the provisions of this Rules of Organization.

### Article 3

The Company shall place the content of this Rules of Organization on its website and the Market Observation Post System for reference.

### Article 4

The Committee is composed of four members, including the Chairman and three directors, with over half of the members being independent directors.

Unless otherwise provided by laws or the articles of association or rules of the Company, the term of office for the directors on this Committee shall commence from the date of appointment by the board of directors, and shall end on the date of expiration of the directors’ term, resignation from the Committee or the director's position, or the date of appointment of new members by the board of directors to replace the original director members of this Committee.

### Article 5

The Committee shall faithfully perform the following responsibilities with the attention of a good manager based on the authorization by the board of directors.

- I Recommend suitable candidates for the Company’s (and important subsidiaries’) directors and senior officers, review according to law the candidates recommended by shareholders or the board of directors in advance, and submit the review results and the list of nominees to the board of directors for reference.
- II While proposing the list of independent director candidates, attention shall be paid to the experience, professionalism, integrity, and fulfillment of the Securities and Exchange Act, Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and



applicable laws and regulations regarding the criteria of independent directors of each candidate and the developments of the Company and the long-term interest of shareholders shall be the primary considerations.

If a member of the Committee has a personal interest in the responsibilities to be performed referred to in the preceding paragraph, he/she shall explain the important content of the interest; if it is harmful to the Company's interests, the member shall not join the discussion and voting and shall avoid the discussion and voting sessions, and may not represent any other member to exercise the voting rights. Where the spouse, a blood relative within the second degree of kinship of a committee member, or any company which has a controlling or subordinate relation with a committee member has any personal interest in the matters under discussion in the meeting, this committee member shall be deemed to have a personal interest in the matter.

If the board of directors does not adopt the recommendation of the Committee, the board meeting shall be attended by two-thirds or more of all directors, with the consent of a majority of the attending directors. In addition to specifying the differences and reasons in the minutes of the board meeting, the Company shall make a public announcement and filing on the Market Observation Post System within two days from the date of the board resolution.

#### Article 6

The Committee shall handle the following matters in accordance with the provisions of subparagraph 1, paragraph 1 of the preceding article:

- I Based on the size and nature of the Company's business, take into account the professional knowledge, skills, experience, gender, and independence required for the Company's directors and senior managers, and establish and regularly review the number of directors and senior managers and the conditions they should meet.
- II Based on the number and conditions stipulated in the preceding paragraph, search for suitable director candidates, submit a list of director candidates to the board of directors, and carefully evaluate the qualifications of the nominees and whether they have any of the circumstances listed in Article 30 of the Company Act, and handle them in accordance with Article 192-1 of the Company Act.
- III When nominating the list of candidates for independent directors, attention should be paid to the qualifications, professionalism and integrity of the nominees (compared with other candidates), and whether their concurrent service as directors, supervisors, committee members or chairmen of other companies comply with the Securities and Exchange Act, the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and the conditions for independent directors set by the Taiwan Stock Exchange or the Taipei Exchange, with the main consideration of



alignment with the long-term interests of shareholders.

- IV Based on the number of persons and conditions specified in the first paragraph, search for suitable candidates for senior managers, conduct a prior review, and submit the review results and a list of recommended senior managers for approval by the board of directors.

#### Article 7

The Committee shall convene a meeting at least twice a year, and may convene a meeting when necessary.

For the convening of a committee meeting, the meeting notice shall specify the reasons for the convening, and each member of this Committee shall be notified seven days in advance. However, this requirement is not applicable in case of emergency.

The Chairman shall serve as the convener and chairman of the committee meeting. If the convener is on leave, or unable to convene the meeting for any reason, or his/her avoidance is required in accordance with paragraph 2 of Article 5, he/she shall designate an independent director to act as the proxy, or designate another member of the Committee to act on his/her behalf when necessary; if the convener has not designated a proxy, an independent director of the Committee shall be elected to act as the proxy.

The Committee may invite the Company's relevant department managers or internal auditors, or accountants, legal advisors or other personnel to attend the meeting with no voting rights and provide necessary information; however, they should leave the meeting at the time of discussion and voting.

#### Article 8

The agenda of the committee meeting shall be set by the convener, and other members may also provide proposals for discussion by the Committee. The agenda of the meeting should be provided to the members of the Committee in advance.

When a committee meeting is convened, the Company shall have a signature book available for the attending members to sign in and for reference.

The members of the Committee shall attend the committee meeting in person. If a member cannot attend in person, he/she may entrust another member to attend the meeting. Those who participate in the meeting by video shall be deemed to be present in person.

In case a member appoints another member to attend the committee meeting on his/her behalf, he/she shall issue a written proxy each time and state therein the scope of authorization with reference to the subjects to be discussed at the meeting.

For the proxy in paragraph 3, only one person's entrustment is allowed.

#### Article 9

When making a resolution, unless otherwise provided by laws or regulations or the



Company's articles of association or rules, two-thirds or more of the committee members shall be present at the meeting, and the resolution shall be made with the consent of a majority of the members present for further action.

The proceedings of the committee meeting shall be recorded into minutes, which shall cover the following items in detail:

- I Session, time, and location of the meeting.
- II The name of the chairman.
- III The attendance status of members, including the names and numbers of the attendees, those on leave and absentees.
- IV The names and titles of the attendees with no voting rights.
- V The name of the minute taker.
- VI Matters reported.
- VII Matters discussed: The resolution methods and results of each proposal, as well as the objections or reservations of committee members.
- VIII Extraordinary motions: The names of the proposers, resolution methods and results of the motions, and summary of speeches, objections and reservations by committee members, experts and other personnel.
- IX Other matters to be documented.

The attendance book of the meeting shall be a part of the meeting minutes; for a meeting held via video conference, the audio and video data shall also be part of the meeting minutes.

The meeting minutes must be signed or stamped by the chairman and recorder of the meeting, distributed to the committee members within 20 days after the meeting, submitted to the board of directors, archived as the Company's important file, and kept for five years. The production and distribution of meeting minutes may be done electronically.

Before the expiration of the retention period referred to in the preceding paragraph, if there is any lawsuit related to the Committee, the file shall be kept until the end of the lawsuit.

#### Article 10

The Committee may, by resolution, appoint lawyers, accountants or other professionals to conduct necessary audits or provide advice on matters stated in Articles 5 and 6, and the relevant expenses shall be borne by the Company.

The appointment of professional personnel or institutions to assist in the performance of duties, the relationship between the appointed personnel and the Company, and the expenses incurred shall be disclosed in the corporate governance operations table attached to the annual report.

#### Article 11

The annual report of the Company shall disclose relevant information of the



Committee, including the procedures for recommending candidates, the conditions that candidates should meet, the diversification policy of the board of directors, and the achievement of the previous procedures, standards and policies, as well as the operation of the Committee, including the composition of the Committee, the number of meetings, and the attendance of committee members.

The operation of the Committee referred to in the preceding paragraph shall be disclosed on the Market Observation Post System.

#### Article 12

For the matters resolved by the Committee, the convener or other members of the Committee may be authorized to continue the related implementation, and written or verbal reports shall be made to the Committee during the implementation period. If necessary, ratification or reporting shall be made in the next committee meeting.

#### Article 13

The Rules shall be implemented after the approval of the board meeting; the same procedure shall apply to the amendments.

The Rules were established on December 24, 2020.