

Gamania Digital Entertainment Co., Ltd.

Corporate Governance Implementation Status in 2024

Gamania has been devoted to corporate governance over the long term and hopes to create maximum shareholder equity and sustainable corporate operation by enhancing the function of the Board of Directors, establishing functional committees, strengthening communications with stakeholders, and reinforcing information disclosure, among others.

[Establishment of Chief Corporate Governance Officer]

On November 11, 2020, during the 4th meeting of the 10th Board of Directors, the resolution to appoint a Corporate Governance Officer (CCGO) was approved. The role is concurrently held by the Group CFO, Su, Hsin-Hung, who has over three years of experience in supervising stock affairs and corporate governance-related matters for public companies.

[Duties of CCGO]

The CCGO is responsible for overseeing corporate governance-related matters, including organizing and managing affairs related to shareholders' meetings, board meetings, audit committee meetings, and remuneration committee meetings. The role also involves assisting directors with onboarding, ensuring compliance with the applicable laws and regulations, providing directors with the necessary information and resources to perform their duties, and addressing other responsibilities stipulated by the laws, Company's Articles of Incorporation or contractual agreements.

[Execution of Duties in 2024]

- (I) In 2024, the CCGO prepared agendas for the shareholders' meetings, board meetings and various functional committee meetings, ensuring that all agendas and related documents were provided within the statutory deadlines. Pre-meeting communication with board members and committee members was conducted to facilitate effective discussions, and all meeting minutes and related documentation were completed promptly following the meetings.

Name of Meeting	Shareholders' meeting	Board of Directors' meeting	Audit Committee meeting	Compensation and Remuneration Committee meeting
Frequency	1	5	5	3

(1) Key Resolutions of Shareholders' Meetings

- ◆ Approved the 2023 financial statements.
- ◆ Approved the 2023 earnings appropriation proposal.

(2) Key Resolutions of the Board of Directors

- ◆ Approved the Company's issuance of the 2023 Statement of Internal Control System based on the self-evaluation results of the internal control system.
- ◆ Approved the 2023 Consolidated Financial Statements and the financial reports for Q1 to Q3 of 2024.
- ◆ Approved the Company's 2024 Business Plan and Annual Budget.
- ◆ Approved the 2024 remuneration of directors and managers recommended by the Company's Remuneration Committee.
- ◆ Approved the Company's 2023 distribution of remuneration to employees and directors.
- ◆ Approved the Company's 2023 earnings appropriation proposal.
- ◆ Approved the motion to determine the matters related to the convening of the 2024 general shareholders' meeting of the Company.
- ◆ Approved the proposal for the independence evaluation of the Company's CPAs and the subordinate CPA firm of the Company in 2024.
- ◆ Approved the capital increase of subsidiaries "Nownews Network Co., Ltd." and "Jollybuy Digital Technology Co., Ltd."
- ◆ Approved the Company's investment in the capital increase of subsidiaries GAMA PAY Co., Ltd. and Gamania Xchanger Co., Ltd. in cash.
- ◆ Approved the donation to the Gamania Cheer Up Foundation.
- ◆ Approved revisions to the Company's Internal Control System, Rules for the Implementation of Internal Audit, Rules of Procedure for Board of Directors' Meetings, Sustainable Development Committee Charter, and Audit Committee Charter.
- ◆ Approved the "Group's tax policy".
- ◆ Approved the establishment of the "Group's Advertising Ethics Policy".
- ◆ Approved the addition of the Company's ESG-Related Policies.

- ◆ Approved the proposal for the Company's 2024 directors' remuneration and managerial officers' remuneration.
- ◆ Approved the sale of equity in the subsidiary Gash Point Co., Ltd. and the waiver of preemptive rights for its cash capital increase.
- ◆ Approved the determination of the ex-dividend base date for the Company

(3) Key Resolutions of the Audit Committee

- ◆ Approved the 2023 Consolidated Financial Statements and the financial reports for Q1 to Q3 of 2024.
- ◆ Approved the amendments to the Company's Internal Control System and Rules for Implementation of Internal Audit.
- ◆ Approved the proposal for the independence assessment of the Company's attesting CPAs and the affiliated CPA firm of the Company in 2024.
- ◆ Approved amendments to the Company's Audit Committee Charter.
- ◆ All proposals were fully discussed and advised by committee members.

(4) Key Resolutions of the Remuneration Committee

- ◆ Review and adjustment of reward for officers based on performance and special contribution to ensure the conformity to the Regulations of Reward Distribution for Officers to enhance market competitiveness and retain important talents.
- ◆ The pay adjustment, reward allocation, and the Company's overall pay raise and reward system were fully discussed and advised by committee members.

- (II) Reviewed the important information to be released after the Board of Directors' meeting and the shareholders' meeting to ensure its legitimacy and accuracy of its content and to protect the rights of investors.
- (III) Cooperated with the competent authority in the latter's revision of policies or laws or regulations by revising applicable regulations on corporate governance in real time and to submit it to the Board of Directors.
- (IV) Planned the annual Board of Directors continuing education courses that help reinforce its function.

Date	Training agency	Description	Hours involved
2024.05.02	Securities and Futures Institute	Introduction to the Latest Tax Laws and Shareholder Equity Tax-Saving Strategies	3 hours

2024.11.06	Taiwan Digital Governance Association	U.S.-China Confrontation and Taiwan's Future	3 hours
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- (V) Provided related financial or operational information of the Company needed by directors and to keep optimal communications between directors and the management.
- (VI) Arranged communication meetings between independent directors and the internal audit head and CPAs so that independent directors can summarize historical communications as part of their duty. Refer to “Corporate Governance” on the corporate website for investor relations for the communications with independent directors.
- (VII) Optimized the terms and conditions of the liability insurance policy for the directors and officers and reported to the Board.
- (VIII) The ESG Committee reported the annual accomplishments to the Board.
- (IX) The ethical corporate management unit reported the annual accomplishments to the Board.
- (X) Planned the internal performance evaluation of the Board of Directors for 2024 to ensure effective corporate governance.
- (XI) Planned the external performance evaluation of the Board of Directors for 2025 to enhance corporate governance practices.
- (XII) The IP management unit reported the annual accomplishments to the Board to practice the Group’s IP management policy.
- (XIII) Continuously promoted paperless meetings Board meetings and meetings of functional committees for in-depth control of confidential documents.
- (XIV) The Company was rated top 6~20% among TPEX-listed companies at the 10th Corporate Governance Evaluation.

[Continuing education for CCGO]

- (I) In accordance with paragraph 2, Article 24 of the “Key Points for the Setup of the Board of Directors”: First-time chief corporate governance officers (CCGO) shall complete 18 hours of continuing study within one year after taking office, and 12 hours of continuing study is required in subsequent years.
- (II) The CCGO has duly completed 12 hours of training in 2024.

Date	Training agency	Description	Hours involved
2024.06.26	Accounting Research and Development Foundation	Analysis and Internal Management Practices for the	6 hours

		Preparation of the Latest Annual Report, Sustainability Information, and Financial Statements	
2024.11.06	Taiwan Digital Governance Association	U.S.-China Confrontation and Taiwan's Future	3 hours
2024.12.03	Accounting Research and Development Foundation	Sustainability Policy and Corporate Governance	3 hours