Gamania Digital Entertainment Co., Ltd.

Rules of Procedure for Board of Directors Meetings

March 6, 2024

Article 1

To establish a sound board governance system, strengthen supervisory functions, and reinforce management performance for the Company, these Rules are enacted in accordance with Article 2 of the *Regulations Governing Procedure for Board of Directors Meetings of Public Companies* for compliance.

Article 2

The main content of proceedings, operational procedures, required items to be specified in meeting minutes, public announcements, and other compliance matters for the meetings of the Board of Directors of the Company shall be handled in accordance with the provisions of these Rules.

Article 3

1. The Board of Directors of the Company shall meet at least once every quarter.
2. A meeting of the Board of Directors shall be convened by specifying the reasons therefor and notifying each director and supervisor seven days in advance. However, in emergency circumstances, a meeting may be convened at any time.
3. The notice specified in the preceding paragraph may be served in writing or by electronic means.
4. Matters specified in Paragraph 1, Article 12 of these Rules shall be enumerated in the reasons for convening the meeting and may not be raised as extempore motions.

Article 4

1. The unit designated by the Company to handle board administrative matters is the Financial & Treasury Management Department under the Group CFO Office.
2. The administrative unit shall draft the agenda and content for Board of Directors meetings, provide sufficient meeting materials, and send them together with the meeting notice. If a director considers the meeting materials insufficient, they may request the administrative unit to supplement them. The administrative unit shall provide the supplementary materials within three days.
3. If a director considers that the meeting materials for a proposal are insufficient, deliberation on the proposal may be postponed upon resolution by the Board of Directors.

4. For requests other than board meeting material supplementation, the administrative unit shall provide the information within seven days upon receiving the director's request.

Article 5

1. When a meeting of the Board of Directors is convened, an attendance log shall be provided for attending directors to sign in for future verification.
2. Directors shall attend the board meeting in person. If unable to attend in person, a director may appoint another director as proxy to attend on their behalf in accordance with the Company's Articles of Incorporation; attendance via videoconference shall be deemed attendance in person.
3. A director appointing another director as proxy to attend a board meeting shall issue a power of attorney for each meeting, detailing the scope of authorization regarding the reasons for convening the meeting.
4. A proxy referred to in Paragraph 2 may accept the entrustment of only one director.

Article 6

The location and time of Board of Directors meetings shall be at the Company's headquarters during business hours, or at a location and time convenient for directors to attend and suitable for holding board meetings.

Article 7

1. Meetings of the Board of Directors shall be convened and chaired by the Chairman of the Board. However, the first board meeting of each term shall be convened by the director who received the highest number of votes representing voting rights at the shareholders' meeting, and such convener shall serve as the meeting chairperson. If there are two or more conveners, they shall elect one among themselves to serve as chairperson.

   Where a board meeting is convened by a majority of directors on their own initiative pursuant to Paragraph 4, Article 203 or Paragraph 3, Article 203-1 of the *Company Act*, the directors shall elect one person from among themselves to serve as chairperson.

2. When the Chairman of the Board is on leave or unable to exercise their powers for any reason, the Vice Chairman shall act on their behalf. If there is no Vice Chairman, or if the Vice Chairman is also on leave or unable to exercise their powers, the Chairman shall designate one Managing Director to act as proxy; if there are no Managing Directors, one director shall be designated. If the Chairman does not designate a proxy, the Managing Directors or directors shall elect one person from among themselves to act as proxy.
3.

Article 8

1. When a Board of Directors meeting is held, the administrative unit shall prepare relevant materials for attending directors to consult at any time.
2. When holding a board meeting, personnel from relevant departments or subsidiaries may be notified to attend as non-voting attendees based on the proposal content. When necessary, CPAs, attorneys, or other professionals may also be invited to attend and provide explanations; provided that they shall leave the meeting during discussions and voting.
3. The chairperson shall declare the meeting open at the scheduled time if a majority of all directors are present. If half of all directors are not present at the scheduled time, the chairperson may declare a postponement of the meeting, provided that such postponements are limited to a maximum of two times on the same day. If the quorum is still not met after two postponements, the chairperson may reconvene the meeting in accordance with the procedure set forth in Paragraph 2 of Article 3.
4. "All directors" as referred to in the preceding paragraph and Subparagraph 2, Paragraph 2 of Article 16 shall be calculated as those currently in office.

Article 9

1. The entire process of a Board of Directors meeting shall be audio-recorded or video-recorded for evidentiary purposes and retained for at least five years. Such preservation may be handled electronically.
2. If litigation arises regarding resolutions of the Board of Directors before the retention period expires, the relevant audio or video recordings shall continue to be preserved until the conclusion of the litigation.
3. For meetings held via videoconference, the audio and video recordings form an integral part of the meeting minutes and shall be properly preserved during the existence of the Company.

Article 10

The agenda of regular Board of Directors meetings shall include at least the following items:

1. **Report Items:**

   (1) Minutes of the previous meeting and status of execution.

   (2) Important financial and business reports.

   (3) Internal audit reports.

   (4) Other important report items.

2. Discussion Items:

    (1) Discussion items reserved from the previous meeting.

    (2) Items scheduled for discussion at the current meeting.

3. Extempore Motions.

Article 11

1. Meetings of the Board of Directors shall proceed in accordance with the meeting agenda scheduled in the meeting notice. However, changes may be made with the consent of a majority of the directors present.
2. The chairperson may not unilaterally declare an adjournment of the meeting without the consent of a majority of the directors present regarding the scheduled agenda and extempore motions mentioned in the preceding paragraph.
3. During the proceedings of a board meeting, if the present directors fall short of a majority of the attending directors, upon proposal by a present director, the chairperson shall declare a suspension of the meeting, and the provisions of Paragraph 3, Article 8 shall apply *mutatis mutandis*.
4. During the proceedings of a board meeting, if the chairperson is unable to chair the meeting for any reason or unilaterally declares an adjournment in violation of Paragraph 2, the selection of a proxy shall apply *mutatis mutandis* to Paragraph 2, Article 7.

Article 12

The following matters shall be submitted to the Company's Board of Directors for discussion:

1. The Company's business plan.
2. Annual financial reports and semi-annual financial reports. However, semi-annual financial reports that are not required by laws and regulations to be audited and certified by a CPA are excluded.
3. The adoption or amendment of the internal control system pursuant to Article 14-1 of the *Securities and Exchange Act* (hereinafter, the "Securities Act"), and assessment of the effectiveness of the internal control system.
4. The adoption or amendment, pursuant to Article 36-1 of the Securities Act, of handling procedures for material financial or business activities such as acquisition or disposal of assets, engaging in derivative transactions, lending funds to others, or providing endorsements or guarantees for others.
5. The offering, issuance, or private placement of equity-type securities.
6. If no Managing Directors are established by the Board, the election or discharge of the Chairman of the Board.

7. The appointment or discharge of financial, accounting, or internal audit officers.
8. Donations to related parties or material donations to non-related parties; provided that public welfare donations for emergency relief due to major natural disasters may be presented to the next board meeting for ratification.
9. Matters required to be resolved by the shareholders' meeting or the Board of Directors pursuant to Article 14-3 of the Securities Act, other laws, regulations, or the Articles of Incorporation, or other material matters required by the competent authorities.

The term "related parties" mentioned in Subparagraph 8 of the preceding paragraph refers to related parties as defined in the *Regulations Governing the Preparation of Financial Reports by Securities Issuers*. The term "material donations to non-related parties" refers to each donation amount, or accumulated donation amount to the same recipient within one year, reaching NT$100 million or more, or 1% or more of net operating revenue or 5% or more of paid-in capital based on the CPA-audited financial report for the most recent fiscal year.

The term "within one year" referred to in the preceding paragraph is calculated retrospectively for one year based on the date of the current Board of Directors meeting. Amounts already approved by board resolutions need not be re-calculated.

For foreign companies whose shares have no par value or a par value per share other than NT$10, the calculation of 5% of paid-in capital specified in Paragraph 2 shall be calculated as 2.5% of shareholders' equity.

Where the Company has independent directors, at least one independent director shall attend the board meeting in person. For matters requiring resolution by the Board of Directors under Paragraph 1, all independent directors shall attend the meeting. If an independent director is unable to attend in person, they shall appoint another independent director to act as proxy. Any objections or reservations expressed by independent directors shall be recorded in the board meeting minutes. If an independent director cannot attend the board meeting in person to express objections or reservations, unless justified by valid reasons, a written opinion shall be submitted in advance and recorded in the board meeting minutes.

Article 13

1. When the chairperson deems that discussion on a proposal has reached the point of being ready for voting, the chairperson may declare discussion closed and submit the proposal for voting.
2. When a proposal is put to a vote, if no objections are raised after the chairperson consults all attending directors, the proposal shall be deemed passed, with the same effect as a vote passed. If objections are raised after consultation by the chairperson, the proposal shall be put to a vote.
3. The voting method shall be selected by the chairperson from among the following, provided that if attendees object, the decision shall be made according to the opinion of the majority:

(1) Show of hands or electronic voting device.

(2) Roll-call vote.

(3) Ballot vote.

(4) Voting method designated by the Company.

Article 14

1. Unless otherwise provided by the Securities Act or the *Company Act*, resolutions of the Board of Directors of the Company shall require the attendance of a majority of all directors and the approval of a majority of those present.
2. When there is an amendment or an alternative to the same proposal, the chairperson shall determine the order of voting together with the original proposal. However, if one of the proposals has been passed, the other proposals shall be deemed rejected, and no further voting is required.
3. If ballot scrutinizers and vote counters are required for voting on a proposal, they shall be designated by the chairperson, provided that vote scrutinizers must hold director status. The results of voting shall be announced on the spot and recorded in the minutes.

Article 15

1. If a director or the legal entity they represent has a personal interest in any matter under consideration at a meeting, the director shall explain the essential contents of the personal interest at the current board meeting. If there is a risk of prejudice to the interests of the Company, the director may not participate in discussions and voting, shall recuse themselves during such discussions and voting, and may not exercise voting rights on behalf of other directors as a proxy.
2. Where the spouse, a blood relative within the second degree of kinship, or a company with a controlling/subsidiary relationship with a director has an interest in a meeting matter specified in the preceding paragraph, the director shall be deemed to have a personal interest in that matter.
3. For directors who are prohibited from exercising voting rights pursuant to the preceding two paragraphs, board resolutions of the Company shall be handled in accordance with Paragraph 4, Article 206 of the *Company Act*, applying *mutatis mutandis* Paragraph 2, Article 180 of the same Act.

Article 16

1. The proceedings of Board of Directors meetings shall be recorded in the meeting minutes, which shall detail the following:

(1) Session (or year), date, time, and location of the meeting.

(2) Name of the chairperson.

(3) Attendance status of directors, including names and numbers of directors present, on leave, and absent.

(4) Names and titles of non-voting attendees.

(5) Name of the minute-taker.

(6) Report items.

(7) Discussion items: Resolution methods and results for each proposal; summaries of statements by directors, supervisors, experts, and others; names of directors involving personal interests under Paragraph 1 of the preceding article, explanation of essential contents of the interest, reasons for recusal or non-recusal, recusal status, objections or reservations with records or written statements, and written opinions submitted by independent directors pursuant to Paragraph 5, Article 12.

(8) Extempore motions: Name of the proposer, resolution method and results for each proposal; summaries of statements by directors, supervisors, experts, and others; names of directors involving personal interests under Paragraph 1 of the preceding article, explanation of essential contents of the interest, reasons for recusal or non-recusal, recusal status, and objections or reservations with records or written statements.

(9) Other required matters:

If any of the following circumstances applies to a matter resolved by the Board of Directors, in addition to being specified in the meeting minutes, an announcement and filing shall be made on the Market Observation Post System designated by the Financial Supervisory Commission, Executive Yuan, within two days starting from the date of the board meeting:

a. Independent directors have expressed objections or reservations with records or written statements.

b. Matters that were not passed by the Company's Audit Committee but were approved by two-thirds or more of all directors.

2. (1) The attendance log of the Board of Directors constitutes an integral part of the meeting minutes and shall be properly preserved during the existence of the Company.

(2) The meeting minutes shall be signed or sealed by the meeting chairperson and the minute-taker, and distributed to each director and supervisor within 20 days after the meeting. They shall be included in the Company's important corporate files and permanently preserved during the existence of the Company.

(3) The production and distribution of meeting minutes in Paragraph 1 may be executed electronically.

Article 17

Except for matters specified in Paragraph 1 of Article 12 that must be submitted to the Board of Directors for discussion, the Board of Directors authorizes the Chairman of the Board to exercise board powers in accordance with laws, regulations, or the Company's Articles of Incorporation. The scope of authorization includes:

1. Approval of various major contracts.
2. Approval of real estate mortgage loans and other borrowings.
3. Approval of acquisition and disposal of general corporate assets and real estate.
4. Designation of directors and supervisors of invested companies.
5. Approval of the baseline date for capital increase or reduction, and the baseline date for cash dividend distribution.

Article 18

If the Company establishes a Managing Directors' meeting, the provisions of Article 2, Paragraph 2 of Article 3, Articles 4 to 6, Articles 8 to 11, and Articles 13 to 16 shall apply *mutatis mutandis*; the election or discharge of the Chairman of the Board shall apply Paragraph 4 of Article 3 *mutatis mutandis*. However, if a Managing Directors' meeting is convened regularly within seven days, notice may be served on each Managing Director two days in advance.

Article 19

The enactment and amendment of these Rules of Procedure shall be approved by the Board of Directors of the Company.

Enacted on July 7, 2011

First amendment on March 19, 2012

Second amendment on October 25, 2012

Third amendment on August 10, 2017

Fourth amendment on March 7, 2019

Fifth amendment on March 12, 2020

Sixth amendment on November 3, 2022

Seventh amendment on March 6, 2024