

Board of Directors

The operation of Acer's Board of Directors, such as time, resolved subjects, and different opinions given by the independent directors against the material subjects resolved by the Board of Director shall be revealed in the Annual Report accurately. To comply with laws, Acer's Board of Directors shall also establish relevant Functional Committees and disclose the following statements in the Annual Report:

Audit Committee

To perform Board of Directors' duty of supervision and to strengthen the management mechanism, Acer establishes the Audit Committee on June 18, 2014, which be composed of all independent directors, at least one (1) of whom shall have accounting or financial expertise. The independent director in the Committee shall serve in the office for a term of three (3) years, and be eligible for re-election. The convener of the Committee shall represent the Committee to the public. The powers of the Committee are provided as follows:

1. The adoption of or amendments to the internal control system pursuant to Article 14-1 of the Securities and Exchange Act.
2. Assessment of the effectiveness of the internal control system.
3. The adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of the procedures for handling financial or business activities of material nature, such as acquisition or disposal of assets, derivatives trading, loaning of funds to others, and endorsements or guarantees for others.
4. Matters in which a director is an interested party.
5. Asset transactions or derivatives trading of material nature.
6. Loans of funds, endorsements, or provision of guarantees of material nature.
7. The offering, issuance, or private placement of equity-type securities.
8. The hiring or dismissal of a certified public accountant, or their Remuneration.
9. The appointment or discharge of a financial, accounting, or internal audit officer.
10. Annual and semi-annual financial reports.
11. Other material matters as may be required by this Corporation or by the competent authority.

The above-mentioned matters shall be subject to the approval of one half or more of the entire membership of the Committee and then submitted to the Board of Directors for a resolution.

Any matter in the above paragraph with the exception of subparagraph 10, that has not been approved by one half or more of the entire membership of the Committee may be adopted with the approval of two thirds or more of the entire Board of Directors.

Please consult Acer's Annual Report for the convention situation of the Committee.

Remuneration Committee

Pursuant to the “Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded Over the Counter” announced by R.O.C. Financial Supervisory Commission ("FSC") on March 18, 2011, in the meeting of August 31, 2011, Acer’s Board of Directors had approved the adjusted establishment of Remuneration Committee, the first-meeting of which was convened on September 1, 2011. The Committee members’ duties include determining and regularly reviewing the performance evaluation and remuneration strategies, policies, standard, structures of directors and managers, and determining and reviewing the remuneration given to said officers. Please consult Acer’s Annual Report for convention situation of the Committee.

Investment Committee

The Investment Committee was established in June 2017 by board resolution in accordance with the Company's Articles of Incorporation; it consists of 5 board of directors, and at least 2 of 5 members shall be independent directors. The Investment Committee members’ duties include previewing the investment, establishment, M&A (including merger, acquisition and spin-off) of new business, joint venture and/or internal venture, strategic investment plans and joint-venture strategic investment plans, and submitting approved proposals to the board of directors for discussion.

Risk Management Committee

The Committee was established on March 16th, 2022 by board and audit committee resolutions in accordance. In order to practice the vision of sustainable development of the enterprise and strengthen the construction of a corporate culture with risk awareness, the Committee was approved on June 6th, 2023 by board resolution in accordance with the Company's Articles of Incorporation. It also becomes to the functional committee under the Board.

The Committee shall consist of five or more directors, among whom more than half of members shall be independent director. The board of directors or the Committee shall elect one of independent directors as the convener and chairman of the Committee.

The Committee and its members shall exercise due care as prudent managers to review and provide guidance on the reports and proposals of the Risk Management Execution Committee and the Risk Management Unit; To review and decide on risk management policies, procedures and frameworks, and periodically assess its appropriateness and effectiveness of implementation; To approve risk appetite (risk tolerance) and endorse or guide the allocation of resources proposed by the Risk Management Execution Committee and the Risk Management Unit; To oversee that the risk management mechanisms adequately address the risks faced by the Company and integrate them into the daily operational processes; To determine the priority and risk levels for risk control; To review the implementation of risk management and provide necessary improvement recommendations, reporting to the board of directors on a regular basis (at least once a year); and implement risk management decisions made by the board of directors.