

Advanced Analog Technology, Inc.

Rules of Procedure for Board of Directors Meetings

Article 1	For the purpose of establishing a sound board governance system, strengthening the supervisory function, and enhancing management effectiveness of 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 rules of procedure for the Company’s Board of Directors meetings, including the main agenda items, operational procedures, matters to be recorded in the meeting minutes, public announcements, and other compliance requirements, shall be handled in accordance with the provisions of these Rules.
Article 3	<p>The Company’s Board of Directors shall convene at least once every quarter. The notice of convening a board meeting shall specify the purpose of the meeting and be given to all directors seven days in advance by written notice, e-mail, or facsimile. However, in the event of an emergency, a meeting may be convened at any time.</p> <p>Matters specified under the subparagraphs of Paragraph 1, Article 12 of these Rules shall be listed in the notice of the meeting and may not be raised as ad hoc motions.</p>
Article 4	<p>The designated administrative unit for the Company’s Board of Directors meetings shall be the Management Department.</p> <p>The administrative unit shall prepare the agenda for the Board meetings and provide sufficient meeting materials to be delivered together with the notice of the meeting.</p> <p>If a director considers the meeting materials to be insufficient, he or she may request the administrative unit to provide supplements. If a director considers the proposal materials to be inadequate, the deliberation may be postponed upon a resolution of the Board.</p>
Article 5	<p>When convening a meeting of the Company’s Board of Directors, an attendance book shall be provided for the attending directors to sign in for recordkeeping.</p> <p>Directors shall attend the Board meetings in person. If unable to attend in person, a director may appoint another director as proxy in accordance with the</p>

	<p>Company's Articles of Incorporation. Participation via video conference shall be deemed attendance in person.</p> <p>When a director appoints another director to attend a Board meeting as proxy, a power of attorney shall be issued for each meeting, specifying the scope of authorization with respect to the subjects listed in the meeting notice.</p> <p>No director acting as proxy may accept the appointment of more than one director.</p>
Article 6	<p>The time and place for convening the Company's Board of Directors meetings shall be at the Company's registered location and during business hours, or at any other location and time convenient for the directors' attendance and suitable for holding Board meetings.</p>
Article 7	<p>The Company's Board of Directors shall be convened and presided over by the Chairman. However, the first Board meeting of each term shall be convened by the director receiving the highest number of votes at the shareholders' meeting, and the meeting shall be chaired by that convener. If there are two or more such conveners, they shall elect one among themselves to act as chairman.</p> <p>In cases where the Board is convened by a majority of the directors pursuant to Paragraph 4 of Article 203 or Paragraph 3 of Article 203-1 of the Company Act, the directors shall elect one among themselves to serve as chairman.</p> <p>If the Chairman is on leave or unable to exercise his or her authority for any reason, the Vice Chairman shall act on the Chairman's behalf. If there is no Vice Chairman, or the Vice Chairman is also on leave or unable to exercise authority, the Chairman shall designate one Executive Director to act on his or her behalf. If no Executive Director is appointed, one director shall be designated. If the Chairman has not designated a proxy, the Executive Directors or the Board shall elect one among themselves to act as chairman.</p>
Article 8	<p>When the Company's Board of Directors convenes, the administrative unit shall prepare relevant materials for the attending directors to review at any time.</p> <p>The Board may, depending on the content of the proposals, notify personnel from relevant departments or subsidiaries to attend the meeting. When necessary, accountants, lawyers, or other professionals may also be invited to attend and provide explanations. However, they must leave during discussions</p>

	<p>and voting.</p> <p>The chairman of the Board shall declare the meeting open when the scheduled start time has arrived and a majority of the directors are present.</p> <p>If, at the scheduled start time, less than half of all directors are present, the chairman may announce a postponement of the meeting on the same day. Postponements may be made up to two times, and the total postponement time shall not exceed one hour. If quorum is still not met after two postponements, the chairman shall reconvene the meeting following the procedure specified in Paragraph 2, Article 3.</p> <p>For the purposes of the preceding paragraph and Subparagraph 2, Paragraph 2, Article 16, “all directors” shall be calculated based on the actual number of directors in office.</p>
Article 9	<p>The proceedings of the Company’s Board of Directors meetings shall be recorded in audio or video and preserved for at least five years, which may be done electronically.</p> <p>If a lawsuit arises regarding matters decided by the Board before the expiration of the preservation period, the relevant audio or video records shall continue to be preserved until the conclusion of the litigation.</p> <p>For meetings held via video conference, the audio and video recordings shall constitute part of the meeting minutes and shall be properly preserved for the duration of the Company’s existence.</p>
Article 10	<p>The agenda of the Company’s regular Board of Directors meetings shall include at least the following items:</p> <ol style="list-style-type: none"> 1. Matters for Reporting: <ol style="list-style-type: none"> (i) Minutes of the previous meeting and the status of their implementation. (ii) Significant financial and business reports. (iii) Internal audit reports. (iv) Other important reports. 2. Matters for Discussion: <ol style="list-style-type: none"> (i) Discussion items reserved from the previous meeting.

	<p>(ii) Scheduled discussion items for the current meeting.</p> <p>3. Ad Hoc Motions.</p>
Article 11	<p>The Company’s Board of Directors shall conduct its proceedings in accordance with the agenda specified in the meeting notice. However, the agenda may be amended with the consent of a majority of the directors present.</p> <p>Unless approved by a majority of the directors present, neither the scheduled agenda nor any ad hoc motions may be used by the chairman as a basis to declare the meeting adjourned.</p> <p>If, during the course of the Board meeting, the number of directors present falls below a majority of those in attendance, the chairman shall, upon a proposal by the directors present, declare a suspension of the meeting, and the provisions of Paragraph 4, Article 8 shall apply mutatis mutandis.</p> <p>If the chairman is unable to preside over the meeting for any reason during its course, or fails to declare adjournment in accordance with the preceding paragraph, the selection of the chairman’s proxy shall follow the provisions of Paragraph 3, Article 7.</p>
Article 12	<p>The following matters shall be submitted for discussion by the Company’s Board of Directors:</p> <ol style="list-style-type: none"> 1. The Company’s business plan. 2. Annual financial statements and semi-annual financial statements. However, semi-annual financial statements not requiring audit or verification by an accountant under applicable laws and regulations are excluded. 3. Establishment or revision of internal control systems in accordance with Article 14-1 of the Securities and Exchange Act (hereinafter “SEA”), and evaluation of the effectiveness of such internal control systems. 4. Establishment or amendment of procedures for significant financial and business activities, including acquisition or disposal of assets, derivative transactions, loans to others, endorsement or provision of guarantees for others, in accordance with Article 36-1 of the SEA.

	<ol style="list-style-type: none"> 5. Public offering, issuance, or private placement of equity-type securities. 6. Appointment or removal of the Chairman if the Board has no Executive Directors. 7. Appointment or removal of financial, accounting, or internal audit officers. 8. Donations to related parties or significant donations to non-related parties. However, donations made for urgent public relief due to major natural disasters may be ratified at the next Board meeting. 9. Matters requiring resolution by the Board under Article 14-3 of the SEA, other laws, the Articles of Incorporation, or regulations of competent authorities. <p>For the purposes of Subparagraph 8, “related parties” refer to those defined under the accounting standards for financial statement preparation of securities issuers; “significant donations to non-related parties” refer to donations where a single contribution, or cumulative contributions to the same recipient within one year, reach NT\$100 million or more, or 1% of net operating revenue or 5% of paid-in capital as reported in the most recent auditor-certified financial statements.</p> <p>The term “within one year” shall be calculated retrospectively from the date of the current Board meeting, and matters previously approved by the Board shall not be included.</p> <p>The Company shall have at least one independent director personally attend Board meetings. For matters listed in the first paragraph requiring Board resolution, all independent directors shall attend the meeting. If an independent director is unable to attend in person, another independent director may be appointed as proxy. Any dissenting or reserved opinions of independent directors shall be recorded in the Board meeting minutes. If an independent director cannot attend in person to express dissent or reservations, a written opinion must be submitted in advance and recorded in the meeting minutes, except for justified reasons.</p>
Article 12-1	The remuneration of directors and managers shall be proposed by the

	<p>Remuneration Committee and decided upon by the Board of Directors.</p> <p>The Board may reject or amend the Remuneration Committee's recommendations regarding the remuneration of directors and managers. Such action requires the attendance of at least two-thirds of all directors, with the approval of a majority of those present, and the resolution must state whether the approved remuneration exceeds the Committee's recommendations.</p> <p>If the remuneration approved by the Board exceeds the Committee's recommendations, the differences and their reasons shall be recorded in the Board meeting minutes and publicly announced and reported within two days from the date of Board approval.</p>
Article 13	<p>When the chairman considers that the discussion on a proposal has reached a sufficient level for decision-making, he or she may declare the discussion closed and submit the proposal for a vote.</p> <p>When a proposal of the Company's Board of Directors is put to a vote, if the chairman inquires of the attending directors and no objections are raised, the proposal shall be deemed approved, with the same effect as a formal vote. If any objections are raised upon inquiry by the chairman, the proposal shall be formally put to a vote.</p> <p>The chairman may choose one of the following methods for voting, but if any attending director objects, the majority opinion shall prevail:</p> <ol style="list-style-type: none"> 1. Voting by show of hands or electronic voting device. 2. Roll-call voting. 3. Ballot voting. <p>For the purposes of the preceding two paragraphs, "all attending directors" does not include directors who are prohibited from exercising voting rights pursuant to Paragraph 1, Article 15.</p>
Article 14	<p>Resolutions of the Company's Board of Directors shall, unless otherwise provided by the Securities and Exchange Act or the Company Act, require the attendance of a majority of directors and the approval of a majority of those present.</p>

	<p>If a proposal has amendments or alternative proposals, the chairman shall determine the voting order together with the original proposal. However, once one proposal is approved, the other proposals shall be deemed rejected without further voting.</p> <p>If it is necessary to appoint inspectors or counters for the vote, the chairman shall designate them, provided that inspectors must be directors.</p> <p>The results of the vote shall be reported immediately and recorded in the minutes.</p>
Article 15	<p>If a director has a personal interest, or an interest on behalf of a legal entity they represent, in a matter before the Board, the director shall disclose the material content of such interest at the meeting. If the matter may be detrimental to the Company's interests, the director shall not participate in the discussion or voting, must recuse themselves during discussion and voting, and may not act as a proxy for another director to exercise voting rights.</p> <p>A director's spouse, blood relatives within the second degree, or a company over which the director exercises control or has a subordinate relationship, shall be deemed to have a personal interest in the matter for the purposes of the preceding paragraph.</p> <p>Resolutions of the Company's Board of Directors shall be handled in accordance with Paragraph 2, Article 180, mutatis mutandis, under Paragraph 4, Article 206 of the Company Act, for directors prohibited from exercising voting rights pursuant to the preceding two paragraphs.</p>
Article 16	<p>Minutes of the Company's Board of Directors meetings shall be prepared, and the minutes shall accurately record the following:</p> <ol style="list-style-type: none"> 1. The session (or year) of the meeting, and its date, time, and location. 2. The name of the chairman. 3. Attendance of directors, including names and numbers of those present, on leave, and absent. 4. Names and titles of attendees. 5. Name of the minute taker. 6. Matters reported.

7. Matters discussed: the method and results of each proposal's resolution; summaries of statements by directors, experts, and other attendees; names of directors with interests pursuant to the preceding Article; explanation of material aspects of their interests; reasons for recusal or non-recusal; recusal situation; any dissenting or reserved opinions recorded or in writing; and written opinions submitted by independent directors under Paragraph 4, Article 12.
8. Ad hoc motions: name of the proposer; method and results of the proposal's resolution; summaries of statements by directors, experts, and other attendees; names of directors with interests pursuant to the preceding Article; explanation of material aspects of their interests; reasons for recusal or non-recusal; recusal situation; and any dissenting or reserved opinions recorded or in writing.
9. Other matters required to be recorded.

If any of the following circumstances occur regarding resolutions of the Board, they must not only be recorded in the minutes but also publicly announced and reported within two days from the date of the Board meeting on the Market Observation Post System designated by the Financial Supervisory Commission:

1. Independent directors have dissenting or reserved opinions recorded or submitted in writing.
2. Matters not approved by the Audit Committee are approved by the consent of at least two-thirds of all directors.

The Board attendance book shall constitute part of the minutes and shall be properly preserved for the duration of the Company's existence.

The minutes shall be signed or sealed by the meeting chairman and the minute taker, distributed to all directors within twenty days after the meeting, included in the Company's important records, and properly preserved for the duration of the Company's existence.

The preparation and distribution of the minutes may be done electronically.

Article 17	<p>Except for matters required to be submitted to the Board of Directors under Paragraph 1, Article 12, during recess of the Board, the exercise of the Board's authority by the Chairman shall follow the principles below:</p> <ol style="list-style-type: none"> 1. In accordance with the Company's approved authority table. 2. In accordance with the Company's management regulations, systems, and rules. 3. Other matters: handled in accordance with relevant laws and regulations.
Article 18	<p>Matters not covered in these Rules of Procedure shall be handled in accordance with the Company Act, the Company's Articles of Incorporation, and other applicable laws and regulations.</p>
Article 19	<p>The Rules of Procedure for the Company's Executive Directors' meetings shall, mutatis mutandis, follow the provisions of Articles 2, 3 Paragraph 2, 4 to 6, 8 to 11, and 13 to 16; the appointment or removal of the Chairman shall follow the provisions of Article 3 Paragraph 3.</p>
Article 20	<p>These Rules of Procedure shall be adopted with the approval of the Company's Board of Directors and reported to the shareholders' meeting. Future amendments may be authorized by resolution of the Board.</p> <p>Original adoption: May 27, 2009 First amendment: April 26, 2012 Second amendment: June 19, 2013 Third amendment: August 9, 2017 Fourth amendment: March 10, 2020 Fifth amendment: November 9, 2022 Sixth amendment: March 13, 2024</p>