

# Advanced Analog Technology, Inc.

## Compensation Committee Charter

- Article 1 To establish a sound compensation system for the Company's directors and managers, these Rules of Organization for the Compensation Committee (hereinafter referred to as the "Organization Rules") are adopted in accordance with Article 3 of the "Regulations Governing the Establishment and Exercise of Powers of Compensation Committees for Companies Listed on the Stock Exchange or Traded at Securities Firms" (hereinafter referred to as the "Compensation Committee Regulations") for compliance.
- Article 2 The powers and responsibilities of the Company's Compensation Committee (hereinafter referred to as the "Committee"), except as otherwise provided by laws, regulations, or the Articles of Incorporation, shall be governed by these Organization Rules.
- Article 3 Members of the Committee shall be appointed by resolution of the Board of Directors, and the number of members shall not be less than three, with a majority being independent directors. The professional qualifications and independence of Committee members shall comply with the provisions of the Compensation Committee Regulations.
- The term of office of Committee members shall coincide with the term of the Board of Directors that appointed them.
- If a Committee member is removed for any reason and the number of members falls below three, the Board of Directors shall hold a meeting to appoint replacements within three months from the date the vacancy arises. However, if an independent director member is removed and there are no other independent directors, the Company may temporarily appoint a non-independent director to serve on the Committee until an independent director is duly elected and appointed according to regulations.
- Article 4 The Committee shall, with the care of a prudent manager, faithfully perform the following duties and submit its recommendations to the Board of Directors for discussion:

1. Establish and regularly review policies, systems, standards, and structures for the performance evaluation and compensation of directors and managers.
2. Periodically assess the compensation of directors and managers.

In performing the foregoing duties, the Committee shall adhere to the following principles:

1. Performance evaluations and compensation for directors and managers shall reference the prevailing practices within the industry, while reasonably considering individual performance, the Company's operational results, and the correlation with future risks.
2. Compensation arrangements shall not encourage directors or managers to engage in behavior that exceeds the Company's risk tolerance.
3. The proportion of short-term performance bonuses and the timing of variable compensation for directors and senior executives shall be determined with consideration of industry characteristics and the nature of the Company's business.

The term "compensation" in the preceding paragraphs includes cash remuneration, stock options, dividend reinvestment, retirement or severance benefits, various allowances, and other forms of substantive incentives; its scope shall be consistent with the items relating to director and manager remuneration as required under the standards for publicly listed companies' annual reports.

Article 4-1      The Committee shall conduct an internal performance evaluation of its members at least once every year.

Article 5      The Committee shall convene at least twice each year. When calling a meeting, the purpose of the meeting shall be specified, and members shall be notified at least seven days in advance, except in cases of emergency.

The Committee members shall elect an independent director from among themselves to serve as the convener and chair of the meeting. If the convener is on leave or otherwise unable to convene the meeting, they shall designate another independent director of the Committee to act on their behalf. If there are no other independent directors in the Committee, the convener may designate another Committee member to act. If the convener does not designate a proxy, the other Committee members shall elect one among themselves to act as proxy.

Article 6      The agenda of the Committee meetings shall be determined by the convener, and

other members may also propose items for the Committee's discussion. The meeting agenda shall be provided to all Committee members in advance. When the Committee convenes, the Company shall provide a sign-in book for attending members to register their attendance and for reference. Committee members shall attend meetings in person. If unable to attend in person, a member may authorize another member to attend on their behalf; participation via video conference shall be deemed as in-person attendance. When a Committee member authorizes another member to attend on their behalf, a written proxy must be issued for each meeting, specifying the scope of authority related to the meeting agenda. For the proxy in the preceding paragraph, only one member may be authorized to act on behalf of the principal.

Article 7 For the Committee to pass a resolution, more than half of all members must agree. If, during a vote, the Committee Chair inquires and no objections are raised, the motion shall be deemed approved, with the same effect as a formal vote. The results of the vote shall be announced immediately and recorded in the minutes.

Article 7-1 When the Compensation Committee discusses matters concerning the remuneration of its own members, the member concerned shall explain the relevant details during the meeting. If the matter may be detrimental to the Company's interests, that member shall not participate in the discussion or vote, must recuse themselves during both discussion and voting, and shall not act as a proxy for any other Committee member in exercising voting rights.

Article 8 The Compensation Committee shall prepare minutes of its meetings, which must comprehensively record the following:

1. The meeting session number and date/time/location.
2. The name of the chairperson.
3. Attendance of members, including names and numbers of those present, on leave, or absent.
4. Names and titles of any attendees invited to participate.
5. Name of the recorder.
6. Matters reported.

7. Matters discussed: the decision method and result for each agenda item, names of members involved in matters concerning their own remuneration under the preceding article and details of their compensation, recusal situations, and any dissenting or reserved opinions.
8. Extraordinary motions: proposer's name, decision method and result, summaries of remarks from members, experts, and other attendees, names of members involved in matters concerning their own remuneration, recusal situations, and any dissenting or reserved opinions.
9. Other matters that should be recorded.

If a member has a dissenting or reserved opinion with a record or written statement, the decision must be noted in the minutes and publicly reported on the authority's designated information website within two days from the occurrence. The attendance register is part of the minutes; for meetings held via video conference, the audio-visual recordings are also considered part of the minutes. Minutes must be signed or stamped by the chairperson and recorder, distributed to Committee members within twenty days, submitted to the Board, included in the company's important records, and retained for five years. The preparation and distribution of minutes may be done electronically. If a lawsuit arises related to the Committee's matters before the retention period expires, the minutes must be preserved until the conclusion of the litigation.

**Article 9** Matters approved by the Committee may have their related execution tasks delegated to the convener or other Committee members for continuation, with written reports submitted to the Committee during the execution period. When necessary, such matters shall be submitted to the next Committee meeting for ratification or reporting.

**Article 10** When the Committee meets, it may invite the Company's directors, relevant department managers, internal audit personnel, accountants, legal advisors, or other personnel to attend and provide necessary information. However, they must leave during discussions and voting. The Committee may, by resolution, engage lawyers, accountants, or other professionals to conduct necessary reviews or provide consultation on matters related to the exercise of its authority, with any related expenses borne by the

Company.

Article 11      These Rules of Organization shall take effect upon approval by the Board of Directors, and the same shall apply to any amendments.  
Matters not specified in these Rules shall be governed in accordance with the relevant laws of the Republic of China.

Article 12      These Rules were established on November 17, 2011.  
First amendment: November 8, 2019.  
Second amendment: March 10, 2020.  
Third amendment: March 13, 2024.