

Dynamic Electronics Co., Ltd.**Organizational Regulations of Director and Supervisor Nomination Committee****Article 1 (Basis for establishment)**

This regulation regarding the organization of the committee (hereafter referred to as the Organization Regulation) is established based on Article 27-3 of the Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies with the objective of improving this company's director and supervisor nomination system.

Article 2 (Appropriate scope)

Unless otherwise stipulated by other laws or in other articles, the authority of this company's nomination committee shall be according to this Organization Regulation.

Article 3 This Company shall place the content of this Organization Regulation on the market observation post system (MOPS) for archiving.

Article 4 (Committee function)

This committee has been authorized by the board of directors to assist the board of directors in handling the following items:

1. Search, review, and nominate director and supervisor candidates.
2. Build and develop the organizational structure of the board of directors and ensure that the board of directors is accurately formed.

Article 5 (Committee formation)

This committee shall be composed of at least three directors recommended by the board of directors, one of which should be an independent director who shall act as convener and meeting chairman.

Except otherwise stipulated by other laws or company regulations, director's tenure in this committee shall start on the recommendation date from the board of directors, and until such time that the director's tenure ends, the director resigns from this committee or the directorship, or until the board of directors elect another director as replacement for the committee member.

Article 6 (Scope of responsibility)

According to Article 4, the duties of this committee are as follows:

1. Search for suitable director and supervisor candidate, propose a director and supervisor candidate list to the board of directors, and review the education and experience qualifications of the director and supervisor candidates who have been recommended to shareholders or directors. The committee shall also review whether items listed in Article 30 of the Company Act apply to the candidates, and provide the review results and the director and supervisor candidate list to shareholder's meeting for election after approval by the board of directors. The candidate list and relevant information shall be included in the company power of attorney.

If this committee decides not to include director and supervisor candidates nominated by shareholder who hold more than 1% of this company's issued stock in the candidate list after review, the name of shareholder and the reason for non-inclusion shall be disclosed. When nominating independent director candidates, focus should be placed

on whether the nominee's (compared to other candidates) experience, profession, and integrity conforms to conditions for independent directorship set by the Securities and Exchange Act, Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and the Taiwan Stock Exchange or Taipei Exchange. The main concern shall be for the long-term benefit of the shareholders.

2. Set establishment standards for committees under the board of directors and recommend the organization regulations for these committees. The standards shall be reviewed at least once a year, and when appropriate, amendment recommendations shall be submitted to the board of directors.

3. Review the qualification and potential conflict of interest of committee member candidates. Recommend new members for committees to the board of directors and recruit candidates.

4. Review the qualifications of committee conveners and members each year, and recommend to the board of directors on whether they need to be changed. The tenure of convener and members of each committee shall cooperate with the tenure of directors and supervisor, which is three years for one tenure in principle.

Committee members shall excuse themselves if their own stakes are involved in the aforementioned items, or they may threaten the interest of the company.

Article 7 (Meetings)

This committee shall meet at least twice a year, or more as needed. Committee members shall attend the meeting personally or via video conferencing.

If necessary, the committee shall invite management level members to participate in the meeting and provide relevant information. Meeting agenda shall be provided beforehand to committee members and meeting minutes shall be submitted to the board of directors.

Article 8 (Convener and convening procedure)

If the committee convener takes leave, or cannot convene the meeting because the convener has been excused according to Article 6-2, the convener shall be substituted by an independent director from this committee designated by the convener. When necessary, independent directors not from this committee can be designated as the substitute. If the convener did not designate a substitute, members of the committee shall nominate an independent director as the substitute.

When convening this committee, the reason for the meeting shall be clearly stated, and committee members and supervisors notified seven days prior to the meeting. However, emergencies are not within these limitations.

Article 9 (Agenda setting)

The agenda for the committee meeting shall be set by the convener; other members can provide motions for discussion by this committee.

Article 10 (Resolution method and proceedings)

When this committee vote on a resolution, at least two-thirds of committee members shall be present, and half of the attending members must consent before the resolution can be passed (unless otherwise stipulated by law or company regulations).

If the committee chairman does not hear any dissent during the resolution process, the resolution shall be viewed as passed, and its validity shall be the same as decision by voting.

Resolution made by this committee shall be made into meeting records and the chairman and recorder shall sign or stamp the document. Copies of the meeting record shall be given to committee members within 20 days after the meeting, and shall be submitted to the board of directors.

The meeting record shall reflect the year, month, date, site or method, name of chairman, resolution method, the meeting summary and results of the meeting. The record shall be kept for one year. However, if shareholders contest (litigation) the director's election, the record shall be kept until such times that the matter has been solved.

Article 11 (Resources authorized for the committee)

This committee must approve the commissioning of lawyers, professional HR agencies, investment banks, accountants, or other professional personnel. The costs derived from consultations shall be the responsibility of the company according to Article 4 and 6 regulations.

Article 12 (Duties of committee members)

Members of this committee shall be good administrators and faithfully fulfill their duties as set in this Organization Regulation. Committee members are responsible towards the board of directors, and shall submit proposals for approval by the board of directors.

Article 13 (Committee authorization)

The convener or members of this committee shall be authorized to implement works related to resolutions passed by this committee. Written or oral reports shall be given to this committee during the implementation period, and follow-ups and reports shall be given to this committee in the following meeting.

Article 14 (Implementation)

This Organization Regulation shall be implemented after approval by the board of directors. Same with any revisions and amendments.