

# **VIA Labs, Inc.**

## **Procedures for Election of Directors**

Article 1 The election of the directors of the Company shall be conducted in accordance with these Procedures.

Article 2 The election of directors of the company is conducted at the Shareholders' Meeting; and shall adopt the cumulative voting method; in recording the names of the voters, the attendance card numbers printed on the ballots may be used instead. Each share confers election voting rights equal in number to the directors to be elected; the votes may be cast for a single candidate or distributed among multiple candidates.

The nomination of candidates for independent directors shall adopt the candidate nomination system. (If the company should adopt the nomination system for candidates for directors and independent directors after listing) The election of directors of the company shall be conducted in accordance with the candidate nomination system of the Company Act. The votes of the directors shall be counted according to the election of independent directors and non-independent directors.

The company may elect to exercise its voting rights by means of written or electronic voting when convening a shareholders' meeting.

Shareholders who exercise their right to vote by electronic voting shall do so on the electronic voting platform designated by the Company.

The number of voting rights shall be calculated by adding the voting rights of on-site voting at the shareholders meeting and the voting rights of electronic voting.

Article 3 The number of directors will be as specified in this Company's Articles of Incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes and the specified number of positions is exceeded, the two persons receiving the same number of votes shall draw lots to decide who shall serve; the chair shall draw lots on behalf of a non-attendee.

Article 4 Election ballots are issued by the Company and should be numbered according to the shareholder account number or attendance certificate number and the number of voting rights should be added.

Article 5 When voting commences, the chair shall appoint a certain number of scrutineers and ballot counters to carry out related duties.

Article 6 The ballot box shall be prepared by the Company, and shall be publicly opened and inspected by a scrutineer before the casting of ballots.

Article 7 The elector shall fill in the name in the "Electee" column of the ballot, and may add his shareholder account number.

Article 8 A ballot is invalid under any of the circumstances listed below:

1. Those who do not use the ballots stipulated in these Procedures.
2. A blank ballot is placed in the ballot box.
3. The handwriting is unclear and unrecognizable.
4. The name of the electee filled in is unrecognizable or does not match the register of shareholders.
5. In addition to filling in the name of the electee and the account number of the shareholder, other words or marks are written.
6. The name of the electee filled in is the same as that of other shareholders, but the

shareholder account number or ID number is not filled in for identification.

Article 9 After the voting is completed, the votes will be counted and recorded on the spot, and the scrutineers will monitor them. The results of the voting will be announced by the chairman in public.

Article 10 Matters not stipulated in these Procedures shall be handled in accordance with the provisions of the Company Act and relevant laws and regulations.

Article 11 These Procedures, and any amendments hereto, shall be implemented after being approved by a Shareholders' Meeting.

These Procedures were drawn up on November 21, 2017.

1st amendment on November 5, 2019