



Vivotek Inc.



Introduction of the 9th term of the Board of Directors


The Board of Directors of the Company is made up of 9 directors including 3 Independent Directors with the tenure of 3 years. The election of the Board of Directors adopts the candidate nomination system stated in Article 192-1 of the Company Act. The Directors are elected from a list of candidates through the shareholders' meeting. The Board of Directors shall convene at least once quarterly, and may call a meeting at its discretion whenever necessary.


The chairman of the Company leads the Board of Directors in implementing a good Board governance mechanism, improving supervision and strengthening its management function. Please refer to "the implementation of corporate governance" disclosed on the Company's website for the information of the Board of Directors' professional background. Below are the Company's Board of Directors' professional qualifications, experiences, independence criteria, and the number of other public companies in which the individual is concurrently serving as an independent Director:


Name	Conditions Professional qualifications and experiences (Note 1)	Independence Criteria (Note 2)	Number of other public companies in which the individual is concurrently serving as an Independent Director
 Delta Electronics, Inc. Representative Bill Lo	Education: • Bachelor in Department of Management Science, National Chiao Tung University Experience: • General Manager, Building Automation BG (8 years of experience) • Director of IBM Greater China Group Industrial Sector, IBM (China) Company Limited (More than 30 years of experience). Professional field: • Programming, committed to computer related fields • Integrated green-smart-manufacturing automation building related technologies. Leading Delta Electronics, Inc. to step into another industrial technology and shifting the company towards sustainable operation. • Operations and business management Has not been a person of any of the conditions defined in Article 30 of the Company Act.	Not applicable	0

Conditions Name	Professional qualifications and experiences (Note 1)	Independence Criteria (Note 2)	Number of other public companies in which the individual is concurrently serving as an Independent Director
 Delta Electronics, Inc. Representative Simon Chang	Education: <ul style="list-style-type: none"> • EMBA, Chung Yuan Christian University Experience: <ul style="list-style-type: none"> • President and COO of Delta Electronics, Inc. (More than 40 years of experience). Professional field: <ul style="list-style-type: none"> • Industrial automation, covering the fields of drive, motion, control, sensing, and visual inspection • Innovative research and development of "smart manufacturing" related products. Providing efficient integrated solutions for customers all over the world, and moving toward green-smart-manufacturing. • Operations and business management Has not been a person of any of the conditions defined in Article 30 of the Company Act.	Not applicable	0
 Delta Electronics, Inc. Representative Ciou-Yuan Lai	Education: <ul style="list-style-type: none"> • Master of Industrial Management, National Taipei University of Technology Experience: <ul style="list-style-type: none"> • Director of the global intelligent manufacturing project of Delta Electronics, Inc., Regional President (More than 20 years of experience). • President of Delta Electronics Investment Subsidiary Professional field: <ul style="list-style-type: none"> • Specializing in factory manufacturing management • Operations and business management Has not been a person of any of the conditions defined in Article 30 of the Company Act.	Not applicable	0

<div style="text-align: center;">Conditions</div> <div style="text-align: left;">Name</div>	Professional qualifications and experiences (Note 1)	Independence Criteria (Note 2)	Number of other public companies in which the individual is concurrently serving as an Independent Director
 <p>Delta Electronics, Inc. Representative Chien-Hong Wu</p>	<p>Education:</p> <ul style="list-style-type: none"> • Master of Business Administration, Pennsylvania State University, USA <p>Experience:</p> <ul style="list-style-type: none"> • General Manager, IBM Consulting, Taiwan (More than 16 years of experience) • General Manager, Security Solutions Division, Building Automation Business Group, Delta Electronics <p>Professional field:</p> <ul style="list-style-type: none"> • Strategy development and digital transformation consultancy • Cloud Technology Import and Information System Construction Services • Operations and business management <p>Has not been a person of any of the conditions defined in Article 30 of the Company Act.</p>	Not applicable	0
 <p>Chih-Chung Lan (Director)</p>	<p>Education:</p> <ul style="list-style-type: none"> • Bachelor of Accountancy from Tamkang University <p>Experience:</p> <ul style="list-style-type: none"> • Vice Chairman and President, Vivotek, Inc (More than 20 years of experience) • Chairmen, VATICS, Inc. • President, Uniform Industrial Corporation <p>Professional field:</p> <ul style="list-style-type: none"> • Accounting practice • Auditing practice • Specializes in market development and strategic planning • Operations and business management <p>Has not been a person of any of the conditions defined in Article 30 of the Company Act.</p>	Not applicable	1

Name	Conditions	Professional qualifications and experiences (Note 1)	Independence Criteria (Note 2)	Number of other public companies in which the individual is concurrently serving as an Independent Director
 Alex Liao (Director)	Education: • Master of Science, Syracuse University, USA Experience: • President, Vivotek, Inc (More than 20 years of experience) Professional field: • Specialized in Programming • Developing “Digital Monitoring” Products • Expertise in leadership, marketing, operations management, and strategic planning, providing professional insights into future development trends and strategies for the company Has not been a person of any of the conditions defined in Article 30 of the Company Act.	Not applicable	0	
 Shu-Jou Lin (Independent Director)	Education: • Ph.D. in International Business from the Department of International Business at National Taiwan University • Master of Economics from the Institute of Economics at National Taiwan University • Bachelor of Economics from the Institute of Economics at National Taiwan University Experience: • Professor at the Graduate Institute of Global Business and Strategy, National Taiwan Normal University • Member of the Audit Committee, Compensation Committee, and Convener of the Risk Management Committee of this company Professional field: • Strategic Management, Technology Management, Entrepreneurship Management • Global Industry Analysis	Independent, please refer to the following table	0	

<div style="text-align: center;">Conditions</div> <div style="text-align: left;">Name</div>	Professional qualifications and experiences (Note 1)	Independence Criteria (Note 2)	Number of other public companies in which the individual is concurrently serving as an Independent Director
 Sin-Hui Yan (Independent Director)	Education: <ul style="list-style-type: none"> • Ph.D. of Accountancy, National Taiwan University • Master of Accounting, University of Illinois Urbana-Champaign • Bachelor of Accountancy, Tamkang University Experience: <ul style="list-style-type: none"> • Professor of Accounting Department, CFO, Chair of Accounting Department, Tamkang University, 30 years of teaching experience • Consultant and member of the Financial Accounting Committee, Accounting Research and Development Foundation • Member of the Board of Examiners, Examination Yuan • Convener of the Audit Committee, and member of the Compensation Committee, the Risk Management Committee of this company Professional field: <ul style="list-style-type: none"> • Specializes in accounting affairs and tax planning, with rich planning experience in the industry • Auditing practice Professional qualifications: <ul style="list-style-type: none"> • CPA of R.O.C 	Independent, please refer to the following table	1

Name	Conditions	Professional qualifications and experiences (Note 1)	Independence Criteria (Note 2)	Number of other public companies in which the individual is concurrently serving as an Independent Director
 Chung-Yang Huang (Independent Director)	Education: <ul style="list-style-type: none"> • Ph.D. in Electrical and Computer Engineering University of California, Santa Barbara, CA, USA • Masters, Department of Electrical Engineering National Taiwan University • Bachelor, Department of Electrical Engineering National Taiwan University Experience: <ul style="list-style-type: none"> • Professor, Department of Electrical Engineering National Taiwan University • Co-Founder, YOCTOL.AI. • Member of the National Development Fund Investment Commission • Deputy Director, Taidah Entrepreneurship Center in National Taiwan University • Senior Manager, Cadence Design Systems (ex-Verplex Systems Inc.) • Convener of the Compensation Committee, and member of the Audit Committee, the Risk Management Committee of this company Professional field: <ul style="list-style-type: none"> • SoC circuit design verification • Automation and optimization of circuit design • Verifiable circuit design • Constraint satisfaction issue • AI research, specializing in IC design verification and AI technology application 	Independent, please refer to the following table	0	

Attachment: The independent directors are independent according to the review of the company that they complied with the following conditions from two years before being elected and appointed, and during his/her term of office.

Independence Criteria	Sin-Hui Yan	Chung-Yang Huang	
(1) Not an employee of the company or any of its affiliates	V	V	V
(2) Not a director or supervisor of the company or any of its affiliates (Does not apply to independent directors appointed in accordance with the Act or the laws and regulations of the country, and concurrently serving as such at a public company and its parent or subsidiary or a subsidiary of the same parent company).	V	V	V

Independence Criteria	Sin-Hui Yan	Chung-Yang Huang	
(3) Not a natural-person shareholder who holds shares, together with those held by the person's spouse, minor children, or held by the person under others' names, in an aggregate amount of 1% or more of the total number of issued shares of the Company or ranks as one of its top ten shareholders.	V	V	V
(4) Not a spouse, relative within the second degree of kinship, or lineal relative within the third degree of kinship, of any of the officers in the preceding (1) subparagraph, or of any of the above persons in the preceding subparagraphs (2) and (3)	V	V	V
(5) Not a director, supervisor, or employee of a corporate/institutional shareholder that directly holds 5% or more of the total number of issued shares of the company, ranks as one of its top five shareholders, or that designates its representative to serve as a director or supervisor of the company under Article 27, paragraph 1 or 2 of the Company Act. (Does not apply to independent directors appointed in accordance with the Act or the laws and regulations of the country and concurrently serving as such at a public company and its parent or subsidiary or a subsidiary of the same parent company).	V	V	V
(6) Not a director, supervisor, or employee of a company of which the majority of the board seats or voting shares is controlled by a company that also controls the same of the company; (Does not apply to independent directors appointed in accordance with the Act or the laws and regulations of the country and concurrently serving as such at a public company and its parent or subsidiary or a subsidiary of the same parent company).	V	V	V
(7) Not a chairperson, general manager, or person holding an equivalent position in the company and not a person in any of those positions at another company or institution or is a spouse to that person: a director (or governor), supervisor, or employee of that other company or institution (Does not apply to independent directors appointed in accordance with the Act or the laws and regulations of the country and concurrently serving as such at a public company and its parent or subsidiary or a subsidiary of the same parent company).	V	V	V
(8) Not a director, supervisor, officer, or shareholder holding five percent or more of the shares of a specified company or institution that has a financial or business relationship with the Company (Does not apply if the specified company or institution holds 20% or more and no more than 50% of the total number of issued shares of the Company and independent directors are appointed in accordance with the Act or the laws and regulations of the country, and concurrently serving as such at a public company and its parent or subsidiary or a subsidiary of the same parent company).	V	V	V

Independence Criteria	Sin-Hui Yan	Chung-Yang Huang	
(9) Not a professional individual who is an owner, partner, director, supervisor, or officer of a sole proprietorship, partnership, company, or institution that, provides auditing services to the company or any affiliate of the company, or that provides commercial, legal, financial, accounting or related services to the company or any affiliate of the company for which the provider in the past 2 years has received cumulative compensation exceeding NT\$500,000, or a spouse thereof; provided, this restriction does not apply to a member of the compensation committee, public tender offer review committee, or special committee for merger/consolidation and acquisition, who exercises powers pursuant to the Act or to the Business Mergers and Acquisitions Act or related laws or regulations.	V	V	V
(10) Has not been a person of any of the conditions defined in Article 30 of the Company Act.	V	V	V

Note 1: Professional qualifications and experience: State the professional qualifications and experience of individual directors and supervisors. If he/she is a member of the Audit Committee and has accounting or finance expertise, the background and experience shall be stated, and explain whether the person falls under any of the conditions defined in Article 30 of the Company Act.

Note 2: The independent criteria of the independent directors shall be stated, including but not limited to whether the person, spouse, relative within the second degree of kinship is a director, supervisor or employee of the company; The holding shares and ratio held by the person, the person's spouse, minor children, or relative within the second degree of kinship (or held by the person under others' names); Be as a director, supervisor or employee of a company that has a specific relationship with the company (refer to the regulations of Article 3, paragraph 3, subparagraph 5-8 of Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies); The amount of remuneration received for providing commercial, legal, financial, accounting services to the company or any affiliate of the company in the past 2 years.