

Organizational Regulations of Board of Directors Risk Management Committee of Chunghwa Telecom Co., Ltd.

All articles approved by the 10th Board of Directors at the 7th meeting on August 9, 2023.

Article 1

In order to enhance the functions of the board of directors and the risk management mechanism of Chunghwa Telecom Co., Ltd. (hereinafter referred to as the “Company”), the board of directors authorized to establish the “Chunghwa Telecom Co., Ltd. Board of Directors Risk Management Committee” (hereinafter referred to as the “Committee”). The Organizational Regulations of the Committee (hereinafter referred to as the “Organizational Regulations”) is stipulated pursuant to Article 27 of the “Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies,” and Article 26 of the “Code of Corporate Governance for Chunghwa Telecom Co., Ltd.” for compliance.

Article 2

Reporting to the board of directors, the Committee shall consist of three to seven directors. Its members shall be recommended by the Chairman of the Company’s board of directors and appointed by the board of directors. The majority of the Committee members shall be composed of independent directors, and the Committee members shall elect one independent director from among themselves to serve as the convener and Committee Chairman. The term of the Committee members shall end at the same time as that of the board of directors that appointed the members. In the event of any change of the Committee members , the incoming member shall take on the remainder of the original term.

When a member of the Committee falls below three due to a member(s) is dismissed for any reason, the Company shall hold a board meeting to appoint a replacement within three months from the date of occurrence.

Article 3

The responsibilities of the Committee are as follows:

- I. Reviewing risk management policies, procedures, framework, and periodically reviewing their applicability and operating performance;

- II. Approving risk appetite (risk tolerance) and guiding the resource allocation;
- III. Ensuring that the risk management mechanism adequately address the risks faced by the Company and integrate into routine operational procedures;
- IV. Approving the prioritization and risk levels for risk control and management;
- V. Reviewing the implementation of risk management and proposing necessary recommendations for improvements, and reporting to the board of directors regularly (at least once a year);
- VI. Executing the risk management decisions made by the board of directors.

Article 4

The Committee shall convene at least twice a year, and may call a meeting at its discretion whenever necessary.

In calling a meeting of the Committee, a notice specifying the reasons for convening the meeting shall be given to each Committee member at least seven days in advance. In emergency circumstances, however, the timeframe may not apply.

The aforementioned notice may be provided in electronic form.

In the event that the convener of the Committee is on leave or unable to convene a meeting for any reason, the convener shall designate another independent director as the acting convener. If no acting convener is designated by the convener, the remaining Committee members shall elect an independent director to serve as the acting convener.

The convener shall determine the meeting agenda of the Committee. When the Committee calls a meeting, members of the Committee present at the meeting shall be furnished with relevant materials for reference as necessary.

Article 5

An attendance record book shall be provided at every Committee meeting for the attending members to sign in.

The Committee members shall attend meetings in person; if unable to do so, they may appoint another member to attend as their proxy, subject to the condition where each proxy shall accept a proxy from one person only. Members who participate in meetings via video conference shall be deemed as attending in person, provided that they fax in their sign-in documents.

A Committee member that appoints another member as a proxy to attend a meeting of the Committee shall in each instance provide a written proxy stating the scope of authorization with respect to the items on the meeting agenda.

Unless otherwise specified by laws or the Articles of Incorporation, the Committee shall require the approval of a majority of members. The result of a vote shall be made known immediately and recorded in writing.

The Committee may invite specialist(s), scholar(s), or personnel of the Company's relevant departments to attend its meetings and provide relevant information.

Article 6

Resolutions made by the Committee shall be recorded as the meeting minutes, which shall either be signed or stamped by the Committee Chairman. The meeting minutes shall be distributed to all Committee members and attending personnel within seven days after the meeting. Meeting minutes may be produced, distributed, and preserved by electronic means. The meeting minutes shall record the following items in detail:

- I. The session, time, and location of the meeting.
- II. Name of the meeting chairman.
- III. Committee member's attendance, specifying the names and numbers of members in attendance, excused and absent.
- IV. Names and titles of those present at the meeting as nonvoting participants.
- V. Name of minute-taker.
- VI. Reporting matters.
- VII. Agenda items: the method of resolution and the outcome for each motion; the name of any Committee member possibly having an

interest relationship as referred to in Article 7 of the Organizational Regulations, the essential content of the interest, the reasons why the member was required or not required to enter recusal, and the status of the recusal; opposed or reserved opinions; summaries of the statements, opposed or reserved opinions of Committee members, specialists, and other personnel.

VIII. Extraordinary motions: the name of the proposer, the method of resolution and the result of the motion; the name of any Committee member possibly having an interest relationship as referred to in Article 7 of the Organizational Regulations, the essential content of the interest, the reasons why the member was required or not required to enter recusal, and the status of the recusal; opposed or reserved opinions; summaries of the statements, opposed or reserved opinions of Committee members, specialists, and other personnel.

IX. Other matters required to be recorded.

The attendance book of a Committee meeting, including any relevant sign-in documents or audio-visual materials preserved from a video meeting, shall constitute an integral part of the meeting minutes.

The Secretariat of the Committee is responsible for the proper preservation of the meeting minutes of the Committee for the duration of the continuance of existence of the Company. In the event of any litigation in connection with the Committee shall arise, the meeting minutes shall be preserved until the litigation concludes.

Article 7

A member of the Committee shall explain the material aspects of the interest he or she has when he or she is an interested party with respect to a given agenda item. When such a relationship is likely to prejudice the interests of the Company, the member shall not participate the discussion and voting, and shall recuse himself or herself therefrom. Also, the member shall not exercise the voting right for and on behalf of another Committee member.

A member of the Committee is deemed to be an interested party with respect to an agenda item in respect of which his or her spouse, a blood relative within

the second degree of kinship, or a company which has a controlling or subordinate relation with the Committee member is an interested party. If an agenda item cannot be resolved at a meeting of the Committee for the reason stated in the first paragraph, it shall be reported to the board of directors, which shall resolve on the item.

Article 8

The Committee or an independent director on behalf of the Company may engage a lawyer, accountant, or other professionals, such as a specialist and a scholar, to perform the necessary auditing services or provide consulting services in connection with the Committee's exercise of its duties; costs of their services shall be borne by the Company.

All the members of the Committee shall serve on an unpaid basis. Members, as well as specialist(s) and scholar(s) who are invited to attend, shall receive payments for attendance and transportation fees in accordance with the applicable provisions. However, if any of the attendees are employees of the Company, they shall not be eligible for such payments.

Article 9

The Secretariat of the Committee shall be assumed by the Corporate Planning Department of the Company (Secretariat of the Risk Management Committee), responsible for assisting in the planning of the Committee meeting agenda, convening and notifying of the meeting, managing the meeting process, recording the meeting minutes, and managing other relevant matters.

Article 10

The Organizational Regulations shall enter into force upon approval by the board of directors. Subsequent amendments and repeals thereto shall be enforced in the same manner.