

# **Organizational Regulations of the Board of Directors' Nomination Committee of Chunghwa Telecom Co., Ltd.**

All 13 articles were approved at the 2nd Meeting of the 11th Board of Directors on November 7, 2025

## **Article 1 (Purpose and Basis of Adoption)**

To ensure the soundness of the Board of the Directors (hereinafter referred to as the "Board") and strengthen the management mechanism, Chunghwa Telecom Co., Ltd. (hereinafter referred to as the "Company") hereby establishes the Board of Directors' Nomination Committee (hereinafter referred to as the "Committee") and stipulates the Organizational Regulations of the Board of Directors' Nomination Committee (hereinafter referred to as the "Regulations"), which are adopted pursuant to Article 12, Paragraph 3 of the Articles of Incorporation of Chunghwa Telecom Co., Ltd. (hereinafter referred to as the "Articles of Incorporation") and Article 27, Paragraphs 1 and 3 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.

## **Article 2 (Scope of Application)**

Except as otherwise provided by law and regulation or the Articles of Incorporation, the number of members, term of office, scope of duties, meeting affairs, and other relevant matters of the Committee shall be governed by the Regulations.

## **Article 3 (Number of Members, Composition, and Term of Office)**

The members of the Committee shall be recommended by the Chairman of the Board and appointed by the Board. The Committee shall be composed of at least three members, and a majority of whom shall be independent directors. One independent director shall be elected by all members as the convener and chairperson of the Committee.

The term of the Committee members is the same as that of the Board. In the event of any change in members, the term shall continue until the expiration of the original term.

If the number of members is less than the number prescribed in paragraph 1 due to dismissal, the Board shall appoint replacement members in accordance with applicable laws or the Regulations.

#### **Article 4 (Scope of Duties)**

Authorized by the Board, the Committee shall exercise the due care of a good administrator, faithfully perform the following duties, and submit its recommendations to the Board for discussion:

1. Plan the number of board members and establish standards for diversity and independence, including expertise, skills, experience, gender, and other relevant qualifications, and shall identify, review, and nominate director candidates based on such standards.
2. Periodically conduct and review performance evaluations of the Board and functional committees, and disclose the evaluation methods and results.
3. Propose and recommend education programs for directors.
4. Review the proposed amendments to the Code of Corporate Governance for the Company and Regulations Governing the Performance Evaluation of the Board of Directors of the Company.
5. Any other matters as instructed by the Board.

In accordance with the foregoing paragraph and subparagraph 1, the Committee shall perform the following tasks:

1. Identify qualified director candidates based on the required number and qualifications, present a list of such candidates to the Board, carefully review the qualifications of the nominees and any circumstances set forth in Article 30 of the Company Act, and act in accordance with Article 192-1 of the Company Act.
2. When nominating independent directors, the Committee shall, in comparison to other candidates, take into account the nominee's experience, professional qualifications, integrity, and any concurrent positions as director or supervisor in other companies, and whether the nominee meets the requirements set out in the Securities and Exchange Act, the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and the criteria for independent directors established by the Taiwan Stock Exchange (TWSE). The primary consideration shall be that the nominee aligns with the long-term interests of shareholders.

## **Article 5 (Meeting Affairs)**

The administrative affairs of the Committee shall be handled by the Secretariat of the Board of Directors.

The meeting agenda shall be determined by the convener. Other Committee members may also propose matters for discussion.

## **Article 6 (Convening and Notification of Meetings)**

The Committee is advised to convene at least once a year, and may convene a meeting at its discretion whenever necessary.

When convening a Committee meeting, a notice stating the purpose of the meeting shall be given to the Committee members at least seven days in advance. In case of emergency, the meeting may be convened on shorter notice.

If the Committee convener is on leave, unable to convene a meeting for any reason, or required to recuse himself/herself pursuant to Article 8, the convener shall designate another independent director of the Committee to act as a convener, or, if necessary, may designate another member of the Committee to act as a convener. If no designation is made, the other Committee members shall elect one independent director to serve as a convener.

The Committee may invite management-level personnel of relevant departments, internal auditors, accountants, legal consultants or other personnel of the Company to attend the meeting and provide necessary information. However, such attendees shall leave during discussion or voting.

## **Article 7 (Attendance and Resolutions)**

When a Committee meeting is convened, the Company shall provide an attendance book for attending members to sign in and for reference.

Committee members shall attend meetings in person. If unable to do so, a member may designate another member as proxy. Attendance via videoconference shall be deemed attendance in person.

A Committee member who designates another member as proxy to attend a meeting shall issue a letter of authorization for each appointment, specifying the scope of authorization in regard to the matters for which the meeting is convened.

The proxy mentioned in paragraph 2 above may accept the designation from one member only.

Except as otherwise provided by law and regulation or the Company's Articles of Incorporation and bylaws, a resolution of the Committee requires the consent of a majority of the members present at the meeting, provided that at least two-thirds of all Committee members are in attendance.

When a proposal is put to a vote, it shall be deemed approved with the same effect as a formal vote if, upon inquiry by the Chairperson, no dissent is expressed. The voting results shall be reported during the meeting and recorded in the minutes accordingly.

If the Board does not adopt the Committee's recommendation, such decision shall require the consent of a majority of the attending directors, provided that at least two-thirds of all directors are in attendance.

#### **Article 8 (Recusal from Conflict of Interest)**

Committee members who have a conflict of interest with respect to any matter under discussion shall state the material details of such interest during the meeting. If the conflict may prejudice the interests of the Company, the member shall not participate in the discussion or voting, shall recuse themselves, and shall not act as a proxy for another member in exercising voting rights.

A Committee member's spouse, relatives within the second degree of kinship, or companies controlled by or under the influence of a Committee member shall be deemed to have a conflict of interest with respect to matters discussed at the meeting, and such matters shall be treated as involving a personal interest of the member.

If the provisions of paragraph 1 prevent the Committee from reaching a resolution, the matter shall be reported to the Board for a decision.

#### **Article 9 (Meeting Minutes and Preservation)**

The minutes of the Committee shall be prepared and shall faithfully record the following details:

1. Session number, date, time, and place of the meeting.
2. Name of the Chairperson.

3. The attendance of Committee members, including names and number of those who are present, excused or absent.
4. Names and titles of the non-voting attendees at the meeting.
5. Name of minutes taker.
6. Matters for reporting.
7. Matters for discussion: the method and outcome of resolutions on each agenda item, as well as any dissenting or reserved opinions of the Committee members.
8. Ad hoc motions: Name of the proposer, method and outcome of the resolution, and a summary of comments, dissenting, or reserved opinions made by the Committee members, experts and other attendees.
9. Other matters required to be recorded.

The Committee's attendance book shall constitute a part of the meeting minutes; for meetings held via videoconference, the audio-visual recordings shall be also part of the minutes.

The minutes shall be signed or sealed by the chairperson and the minute recorder, and shall be distributed to all Committee members within 20 days after the meeting. The minutes shall also be submitted to the Board, classified as important records of the Company, and retained for a period of 5 years. Preparation and distribution of the minutes may be conducted electronically.

In the event of any litigation regarding matters with respect to the Committee before the expiration of the retention period in the preceding paragraph, the minutes shall be retained until the conclusion of such litigation.

#### **Article 10 (Engagement of Professionals)**

The Committee may, upon resolution, engage attorneys, certified public accountants (CPAs), or other professionals to provide consultation or attend meetings to give explanations on matters related to the exercise of its duties. The costs of such services shall be borne by the Company.

#### **Article 11 (Information Disclosure)**

The Company shall disclose the composition, the Regulations, duties, or operational status of the Committee in its annual report, on the Company's website, or through the Market Observation Post System (MOPS).

**Article 12 (Authorization for Execution)**

Matters resolved by the Committee, and any actions necessary for their execution, may be delegated to the convener, other Committee members, or designated units of the Company. The results of such execution shall be submitted to the Committee for ratification or report at the next meeting.

**Article 13 (Enforcement and Amendment)**

The Regulations shall take effect upon approval by the Board. Subsequent amendments thereto shall be made in the same manner.