Realtek Semiconductor Corporation
Sustainable Development Committee Charter
(Translation)

Date：2025.07.31

Article 1 To achieve the Company’s sustainable development objectives and strengthen sustainable governance, the Company shall establish the Sustainable Development Committee (the “Committee”) in accordance with Article 27, Paragraph 3 of the Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies and Article 9, Paragraph 1 of the Sustainable Development Best Practice Principles for TWSE/TPEx Listed Companies, and thereafter adopts this Charter of the Committee (this “Charter”).

Article 2 Unless otherwise provided by laws, regulations, or the Company's Articles of Incorporation, matters such as the number of members, term of office, powers, rules of procedure, and resources to be provided by the Company for the Committee to exercise its powers shall be governed by this Charter.

Article 3 The Company shall publish the contents of this Charter on its website for reference.

Article 4 The Committee shall consist of no fewer than three members, who shall be appointed by resolution of the Board of Directors. Committee members shall possess professional knowledge and capabilities in corporate sustainability, with at least one director participating in its supervision.

Article 5 The term of office of Committee members shall generally align with the term of the Board of Directors. Members may be re-appointed for next term of office.

If a Committee member is dismissed for any reason and the number of members falls below three, the Board of Directors shall appoint a replacement at the earliest next Board meeting.

Article 6 This Committee, under the authorization of the Board of Directors, shall faithfully exercise the following duties and powers with the care of a prudent administrator and report to the Board of Directors:

1. Formulate, promote, and strengthen the Company's sustainable development policies, annual plans, and strategies.
2. Review and monitor the implementation and effectiveness of sustainable development initiatives.
3. Supervise the disclosure of sustainability information and review the sustainability report.
4. Supervise the implementation of the Company's Sustainable Development Best Practice Principles and other sustainability-related matters as resolved by the Board of Directors.

The dedicated (or concurrent) sustainable development unit shall assist the Committee in implementing all plans, covering tasks of corporate governance, sustainable environment, social welfare, and sustainability information disclosure, and report to the Committee on the implementation status of sustainable development initiatives.

Article 7 The Committee shall convene at least once annually and may convene additional meetings as deemed necessary.

Meetings of the Committee shall be convened by notifying all members at least seven days prior to the meeting, specifying the purpose of the meeting. However, this requirement shall not apply in the event of an emergency. Notices of convocation may be issued in writing or by electronic means.

The Committee shall elect one member to serve as the convener, who shall also chair meetings. If the convener is on leave or unable to convene meetings for any reason, the convener shall designate another member of the Committee to act as a proxy. If the convener fails to designate a proxy, the remaining members of the Committee shall elect one member to serve as a proxy.

The Committee may request relevant department managers, internal auditors, accountants, legal advisors, or other corporate sustainability professionals from the Company to attend meetings as non-voting participants and provide related necessary information, provided that such persons shall withdraw during discussions and voting.

When the Committee convenes, relevant materials shall be prepared and made available for inspection by attending Committee members at any time.

Article 8 The agenda for meetings of the Committee shall be determined by the convener. Other members may also submit proposals for discussion by the Committee. The meeting agenda shall be provided to Committee members in advance.

When this Committee convenes, the Company shall prepare a sign-in book for attending members to sign and for future reference.

Members of the Committee shall attend meetings in person. If unable to attend in person, a member may authorize another member to attend as a proxy. Participation via video conference shall be deemed attendance in person.

When a member of the Committee authorizes another member to attend as a proxy, a proxy statement shall be issued for each occasion, specifying the scope of authorization for matters to be convened.

The proxy referred to in Paragraph 3 shall be limited to representing one member only.

Article 9 When making resolutions, the Committee shall require the consent of more than half of all members, unless otherwise specified by laws, regulations, or the Company's Article of Incorporation. If no objections are raised upon inquiry by the Chair during voting, the resolution shall be deemed passed, with the same effect as a voted resolution.

The result shall be reported immediately and recorded in the minutes.

Article 10 If a Committee member has a personal interest in matters under discussion at a meeting, the member shall explain the key contents of such interest. If there is a risk of harming the Company's interests, the member shall not participate in the discussion or voting, and shall recuse oneself during both the discussion and voting. Moreover, the member shall not exercise the voting rights of other members on their behalf. The spouse and blood relatives within the second degree of a Committee member who have an interest in matters under discussion at a meeting shall be treated as if the Committee member has a personal interest in such matters.

If, due to the provisions of paragraph 1, the Committee is unable to make a resolution, a report shall be submitted to the Board of Directors, and the Board of Directors shall make the resolution.

Article 11 The discussions of the Committee shall be documented in the meeting minutes, which shall accurately and comprehensively record the following matters:

1. The meeting session (or year), time, and place.
2. The name of the chairperson.
3. The attendance status of members, including the names and counts of those present, on leave, and absent.
4. The names and titles of non-voting participants.
5. The name of the recorder.
6. Report items.
7. Discussion items: The method and outcome of the resolution of each proposal; pursuant to the preceding article, the name of the member with a conflict of interest, a description of the material aspects of such interest, the reasons for recusal or non-recusal, the recusal status, and any objections or reservations of Committee members.
8. Extraordinary motions: The name of the proposer, the method and outcome of the resolution of the motion, summaries of comments made by Committee members, experts, and other personnel, pursuant to the preceding article, the name of the member with a conflict of interest, a description of the material aspects of such interest, the reasons for recusal or non-recusal, the recusal status, and any objections or reservations of Committee members.
9. Other matters that should be recorded.

The Committee's sign-in sheet shall be a part of the meeting minutes; for meetings held via video conference, the video and audio materials shall also be a part of the meeting minutes.

The meeting minutes shall be signed or stamped with a seal by both the chairperson and the recorder, and shall be distributed to all Committee members within twenty days after the meeting. The minutes shall also be submitted to the Board of Directors, filed as important corporate documents, and preserved for five years. The preparation and distribution of the minutes may be carried out electronically.

Before the expiration of the aforementioned retention period, if any litigation arises in relation to any resolution made by the Committee, the relevant minutes shall continue to be preserved until the conclusion of the litigation.

Article 12 Matters resolved by the Committee based on the powers stipulated in Article 6, or the follow-up implementation work after appointing professionals in accordance with the resolution under Article 13, may be authorized to the convener or other members of the Committee to continue handling. During the implementation period, a written report shall be submitted to the Committee, and when necessary, it shall be submitted to the Committee for ratification or reporting at the next meeting.

Article 13 The Committee may, through a resolution, appoint lawyers, accountants, or other professionals to conduct necessary audits or provide consultations on matters related to the exercise of its powers. The relevant expenses shall be borne by the Company.

Article 14 This Charter shall come into effect upon approval by the Board of Directors, and the same shall apply to any amendments thereto.