

**DELPHA CONSTRUCTION CO., LTD.****Sustainable Development and Nomination Committee Procedures**

---

**Article 1. Applicability**

Matters such as the number of members, term of office, duties and scope of authority, rules of procedure, and the resources to be provided by the company for the committee to perform its functions shall be governed by these procedures, except as otherwise provided by applicable laws or the Articles of Incorporation.

**Article 2. Public Disclosure**

The company shall place the content of these procedures on the company's website and the Market Observation Post System for public access and reference..

**Article 3. Responsible Unit**

The unit responsible for these procedures is the Sustainability and Nominating Committee.

The administrative unit for the committee is the Corporate Governance Office, which is responsible for assisting the committee with agenda planning, issuance of meeting notices, the conduct of proceedings, meeting minutes, and other related matters.

**Article 4. Composition**

The members of the committee shall be elected by the board and consist of at least three directors, among whom a majority shall be independent directors.

The term of office for a director serving on the committee shall commence from the date of their election by the board and shall continue until the expiration of the director's term of office, the director's resignation from the committee or the board, or the date on which the board elects a new director to replace the original director as a committee member.

The board may remove any member of the committee at any time.

**Article 5. Meeting Convening and Notice**

The committee shall meet at least once a year, and may convene meetings as needed at any time. A notice of a committee meeting shall specify the purpose of the meeting and shall be given to each committee member seven days in advance. This seven-day notice requirement shall not apply in the event of an emergency. The notice of a meeting may be given in writing or by electronic means.



The committee shall elect by mutual consent one independent director from among its members to serve as the convener and chair of the meetings. If the convener is unable to call the meeting due to leave of absence, inability to perform the duty, or required recusal pursuant to Paragraph 1 of Article 8, the convener shall designate another committee member to act on their behalf. If the convener fails to designate an alternate, one shall be elected by the other committee members.

The chair shall determine the frequency and duration of each meeting.

The committee may invite directors, personnel from relevant departments, internal auditors, accountants, legal counsel, or other personnel to attend meetings and provide necessary information.

The committee may, by resolution, engage attorneys, accountants, or other professionals to conduct necessary audits or provide consultations on matters related to the exercise of its powers, and the relevant expenses shall be borne by the company.

#### **Article 6. Meeting Agenda**

The agenda for committee meetings shall be determined by the chair, but other members may also propose resolutions for the committee's discussion. The meeting agenda shall be provided to the committee members in advance.

#### **Article 7. Attendance**

When the committee convenes, the company shall prepare an attendance register for attending members to sign in, for record and reference.

Members of the committee shall attend the meetings in person. If a member is unable to attend in person, they may appoint another member to attend as a proxy; however, each proxy shall be limited to representing one absent member. Participation in the meeting via video conference shall be deemed attendance in person. A committee member who appoints another member as a proxy shall issue a written proxy form for each meeting, specifying the scope of authorization relative to the matters to be convened.

#### **Article 8. Recusal**

A committee member who has a personal interest in any matter under discussion at the meeting shall explain the material content of their interest. If there is a likelihood of prejudice to the interests of the company, the member shall not participate in the discussion or vote, shall recuse themselves during the discussion and voting, and shall not exercise the voting rights of any other member as a proxy. If the spouse or a relative within the second degree of kinship of a



committee member has an interest in a matter under discussion, the member shall be deemed to have a personal interest in that matter.

If the committee is unable to adopt a resolution due to the provisions of the preceding paragraph, it shall report the situation to the board, and the resolution shall be made by the board.

### **Article 9. Methods of Resolution and Meeting Minutes**

Unless otherwise provided by applicable laws, the Articles of Incorporation, or other company rules, resolutions of the committee shall be adopted by the consent of a majority of the members present at a meeting attended by at least one-half of all committee members. If the chair inquires whether there is any objection during voting and there is none, the resolution shall be deemed adopted, and its effect shall be the same as voting by ballot.

Minutes of the committee meetings shall be prepared in detail and shall accurately record the following matters:

- I. The session, time, and location of the meeting.
- II. The name of the chair.
- III. The attendance status of members, including the names and numbers of those present, on leave, and absent.
- IV. The names and titles of non-member attendees.
- V. The name of the minute taker.
- VI. Matters reported.
- VII. Matters for discussion: The method and result of resolution for each proposal, and any dissenting or reserved opinions of the committee members.
- VIII. Extempore motion: Name of the proposer, the method and result of resolution for the proposal, and the summary of remarks and any dissenting or reserved opinions of committee members, experts, and other personnel.
- IX. Other matters that shall be recorded.

The attendance register of the committee shall be part of the meeting minutes; video and audio recordings of meetings convened via video conference shall also be part of the meeting minutes.

The meeting minutes shall be signed or sealed by the chair and the minute taker, distributed to the committee members within twenty days after the meeting, reported to the board, and filed as a major company document, to be retained for five years. The preparation and distribution of the meeting minutes may be done electronically. If a lawsuit related to the committee arises before the expiration of the retention period specified in the preceding sentence, the minutes shall be retained until the conclusion of the litigation.

If the committee is unable to adopt a resolution or if the board does not adopt the committee's



recommendations, the resolution shall be made by a meeting of the board attended by at least two-thirds of all directors and consented to by a majority of the directors present. In addition to specifying the differences and reasons in the board meeting minutes, the company shall announce and file the matter on the Market Observation Post System within two days from the date the board adopts the resolution.

#### **Article 10. Duties and Powers**

Based on the authorization of the board, the committee shall faithfully perform the following duties and powers with the care of a good administrator and submit its recommendations to the board for discussion:

- I. Develop the company's sustainability policy and strategies for climate issues and supervise their implementation and effectiveness.
- II. Supervise sustainability information disclosure matters and review the sustainability report.
- III. Supervise the business operations related to the Sustainable Development Principles or the implementation of other sustainability-related work resolved by the board.
- IV. Establish standards for the professional knowledge, skills, experience, and diverse background, including gender, as well as the independence required of board members, and based on these standards, search for, review, and nominate director candidates. Those nominated by the committee shall also comprehensively consider factors such as the candidate's business acumen, commitment to the company's core values, reputation for integrity and leadership, whether they have sufficient time and attention to dedicate to board affairs, and skills and experience that align with the board's needs for sustainable development.
- V. Conduct annual performance evaluations for the board, individual directors, all committees, and their members, and recommend to the board whether replacement is necessary.
- VI. Establish and regularly review training plans for directors and succession plans for directors and senior executives.
- VII. Responsible for the approval and supervision of the implementation of the integrity management policy, and regularly reporting the compliance status to the Board of Directors, including the following:
  - i. Assist in integrating integrity and ethical values into the company's business strategy.
  - ii. In accordance with laws and regulations, establish relevant anti-corruption measures to ensure integrity management.
  - iii. Review the whistleblowing system and ensure the effectiveness of its implementation.



- iv. Promotion and coordination of integrity policy advocacy and training.
- v. Other matters related to the formulation and supervision of the implementation of the integrity management policy.

#### **Article 11. Execution**

The implementation work related to matters resolved by the committee may be delegated to the convener or other committee members for execution. The authorized individual shall provide a written or oral report to the committee during the execution period and, when necessary, shall submit the matter to the committee for ratification or further reporting at the next meeting.

#### **Article 12. Implementation**

These procedures shall take effect after being approved by the board. The same shall apply to any amendments hereto.

Enacted on August 12, 2025.