

## **Taiwan FamilyMart Co., Ltd.**

### **Rules of Procedure for Shareholders' Meetings**

- Article 1 Unless otherwise specified by law, the Company shall proceed its shareholders' meetings according to the terms of these Rules.
- Article 2 Any change in the manner of holding a shareholders' meeting shall be resolved by the Board of Directors, and any such change shall be made before the notice of the shareholders' meeting is mailed at the latest.
- Article 3 When the Company holds a video-conference shareholders' meeting, the following matters shall be stated in the shareholders' meeting notice:
- I. Shareholders' participation in video conferences and methods for exercising shareholder rights.
  - II. In the event of impediment to participation on the video conference platform or by video due to a natural disaster, incident, or other force majeure, methods for handling such matters should include at least the following:
    - (I) To what time the meeting is postponed or from what time the meeting will resume if the above impediment continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
    - (II) Shareholders who have not registered to participate in the original shareholders' meeting by video may not participate in the postponed or reconvened meeting.
    - (III) When holding a video-assisted shareholders' meeting, if it is not possible to continue the video conference and if the total number of shares present reaches the statutory quota for the shareholders' meeting after the number of shares present at the shareholders' meeting by video is deducted, the shareholders' meeting shall be reconvened. The number of shares represented by shareholders participating in the shareholders' meeting by video shall be included in the total number of shares of shareholders present; the shareholders shall be deemed to have abstained from voting in all motions of the shareholders' meeting.
    - (IV) The handling method in the event that all motions have declared results and no extraordinary motion has been made.
  - III. When a video-conference shareholders' meeting is held, appropriate alternatives must be specified for shareholders who have difficulty participating in the video-conference. For the Handbook and supplementary meeting materials, the Company shall provide shareholders with reference in the following ways on the day of the shareholders' meeting:
    - I. When a physical shareholders' meeting is held, materials are to be distributed at the venue of the shareholders' meeting.
    - II. When a video-assisted shareholders' meeting is held, materials are to be distributed both at the venue of the shareholders' meeting and sent to the video-conferencing platform in electronic form.
    - III. When a video-conferencing shareholders' meeting is held, materials are to be sent to the video-conferencing platform in electronic form.
- In the event of a virtual shareholders' meeting, the Company shall upload the meeting manual, annual report, and other pertinent materials to the dedicated platform at least 30 minutes prior to the commencement of the meeting and continue to disclose them until

the end of the meeting.

Article 4 Attendance books shall be provided for the shareholders' meeting and signed by the shareholders present. Alternatively, shareholders attending the meeting shall submit an attendance card for the purpose of signing in.

The number of shares represented during the meeting is calculated based on the total amount registered in the attendance log or the attendance cards collected and the shareholders registered on the video conference platform plus the amount of shares where voting rights are exercised in writing or through electronic means.

When the Company holds the shareholders' meeting by video conference, shareholders who wish to attend by video conference shall register with the Company two days before the shareholders' meeting.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting by video conference, a written notice of proxy cancellation must be submitted to the Company 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

On the day of a shareholders' meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies as well as the number of shares of shareholders whose voting rights are exercised in writing or through electronic means, and shall make an express disclosure of the same at the place of the shareholders' meeting. In the event of a shareholders' meeting held by video conference, the Company shall upload the aforementioned materials to the dedicated platform at least 30 minutes prior to the commencement of the meeting and continue to disclose them until the end of the meeting.

Article 5 The attendance and votes of a shareholders' meeting shall be calculated based on the number of shares represented by the shareholders present at the meeting.

Article 6 Shareholders' meetings shall be held at locations that are suitable and convenient for shareholders to attend. Meetings shall not begin earlier than 9 AM or later than 3 PM.

When holding a virtual shareholders' meeting, the Company is not subject to the foregoing restrictions on the venue.

The Company shall specify in its shareholders' meeting notice the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.

The time for attendance registration in the preceding paragraph shall start at least 30 minutes before the meeting begins. The registration desk shall have a clear sign and sufficient number of competent personnel; registration for a video-conference shareholders' meeting should be accepted on the video conference platform of the shareholders' meeting 30 minutes before the start of the meeting. Shareholders who have completed registration are deemed to have attended the shareholders' meeting in person.

Article 7 Shareholders' meetings that are convened by the Board of Directors shall be chaired by the Chairman. If the Chairman is unable to perform such duties due to leave of absence or any

other reason, the Vice Chairman shall act on the Chairman's behalf. If the Vice Chairman is unavailable or if the Vice Chairman is also unable to perform such duties due to leave of absence or any other reason, the Chairman may appoint a director to act on behalf. Where the Chairman does not appoint anyone to act on behalf, the remaining directors shall determine an acting chairperson among them.

For shareholders' meetings convened by any authorized party other than the board of directors, the convener will act as the meeting chair. If there are two or more conveners at the same time, one shall be appointed from among them to chair the meeting.

Article 8 The Company may summon its lawyers, certified public accountants, and any relevant personnel to be present at the shareholders' meeting.

Staff handling administrative affairs of the shareholders' meeting shall wear identification badges or arm-bands.

Article 9 The Company shall record audio and video of the entire process from when attendance registration begins, during the meeting, and throughout the voting and counting process without any interruption.

Audio and video data from the preceding paragraph shall be retained for at least one year. However, if a shareholder files a lawsuit in accordance with Article 189 of the Company Act, the data shall be retained, at a minimum, until the end of the litigation.

In the event of a virtual shareholders' meeting, the Company shall keep records of the shareholders' registration, enrollment, check-in, questions and voting and the Company's vote counting results, and shall continuously and uninterruptedly record and videotape the entire video conference.

The Company shall keep the aforementioned information and audio and video recordings safe throughout the life of the Company, and shall give the audio and video recordings to the person entrusted with the video conference for retention.

Article 10 The chairperson shall announce the commencement of the meeting as soon as the appointed time arrives and also announce relevant information such as the number of non-voting rights and the number of shares present. When the Company convenes a shareholders' meeting by video conference, the chairperson and the recorder shall be at the same place in Taiwan, and the chairperson shall announce the address of that place at the time of the convening the meeting.

If the Company convenes a shareholders' meeting by video conference, at commencement of the meeting, the total shares represented by the shareholders present must be disclosed on the video conference platform. The same shall apply if the total number of shares and voting rights of the shareholders present at the meeting are otherwise counted.

However, if those in attendance represent less than half of the Company's outstanding shares, the chairperson may announce to postpone the meeting up to two times, for a period totaling no more than one hour. If after two postponements the number of shareholders present is still insufficient while representing at least one third of the total

issued shares, tentative resolutions may be adopted in accordance with Article 175 Paragraph 1 of the Company Act.

When the Company holds the shareholders' meeting by video conference, if there occurs an incident as described in the preceding, shareholders who wish to attend by video conference shall register with the Company as described in Article 4.

If during the process of the meeting the number of issued shares represented by the shareholders present are sufficient to constitute the quorum, the chairperson may submit the tentative resolutions to the meeting for approval in accordance with Article 174 of the Company Act.

**Article 11** The agenda of a shareholders' meeting called by the board shall be decided by the board, and all agenda items (including extraordinary motions and revisions to original agenda items) shall be sequentially voted on. The meeting shall proceed according to the agenda unless changed by a shareholders' meeting resolution.

The above provision applies *mutatis mutandis* to cases where the meeting is convened by any person, other than the Board of Directors, entitled to convene such meeting.

Unless by the resolution of the shareholders' meeting, the chairperson may not declare the meeting ended until all items on the agenda (including extraordinary motions) arranged in the preceding two paragraphs have been completed.

After the meeting is declared ended, shareholders may not elect a chairperson to reconvene the meeting at the original location or at any other premises, unless such declaration by the chairperson has violated the rules of procedure, whereas one person may be elected the chairperson with the consent of one half of the votes represented by shareholders present to reconvene the meeting.

The reason for calling the shareholders' meeting already specifies that directors will be elected during the meeting, including the date of appointment. After directors are elected during the shareholders' meeting, the date of appointment may not be changed via an extraordinary motion or other methods during the same meeting.

**Article 12** Shareholders who wish to speak during the meeting must produce an opinion slip detailing the topics and the shareholder's account number (or the attendance ID serial). The order of shareholders' comments shall be determined by the chair. If any shareholder present at the meeting submits a speech note but does not speak, no speech shall be deemed to have been made by such a shareholder. If the contents of the statement do not conform to the contents of the speech note, the contents of the statement shall govern.

While a shareholder is speaking, other shareholders shall not speak simultaneously or interfere in any way unless agreed by the chairperson and the person speaking. Any violators shall be restrained by the chair.

**Article 13** Shareholders' inquiries on the matters set out in the agenda shall be made after all reporting matters have been read or reported by the chairperson or designated person. Each shareholder shall speak no more than twice, for five minutes each. Unless otherwise

agreed by the chair, the speech may be extended once for five minutes.

The preceding term shall apply to the frequency and time limit that a shareholder present is allowed to speak on matters ratified by the shareholders, every agenda in matters for discussion, and any agendas arising during the extraordinary motion procedure.

The terms of Paragraph 1 shall apply to the frequency and time limit that a shareholder present is allowed to speak on inquiries unrelated to the agendas arising during the extraordinary motion procedure.

The chairperson may stop shareholders from speaking if they violate the rules in Paragraph 1 or speak outside the agenda item under discussion.

Article 14 Corporate entities that have been designated as proxy attendants may only appoint one representative to attend the shareholders' meeting.

In the event an institutional shareholder assigns two or more representatives to attend the shareholders' meeting, only one of the representatives may speak on any single agenda item.

Article 15 After a shareholder present at the meeting speaks, the chairperson may reply in person or assign relevant personnel to reply. In the event of a virtual shareholders' meeting, shareholders participating by video may ask questions by text on the video conference platform after the chairperson announces the commencement of the meeting and before the meeting is adjourned. The maximum number of questions for each motion is two, and each question is limited to 200 words. Article 12 and 13 will not apply.

If the questions described in the preceding paragraph do not violate the rules or exceeds the scope of the agenda item, it is advisable to disclose such questions on the video conference platform of the shareholders' meeting for public knowledge.

Article 16 The meeting chairperson may announce to discontinue further discussions if the agenda is considered to have been sufficiently discussed to proceed with the voting, and sufficient time must be allotted for voting.

Article 17 The chairperson shall appoint monitors and ballot counters for voting on proposals. For qualifications, monitors must be shareholders.

Article 18 After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or over video conference, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Unless otherwise provided by the Company Act or the Company's Articles of Incorporation,

a proposal shall be approved and executed by the consent of more than half of the votes of shares represented by shareholders present.

While voting is in progress, the chairperson or delegate thereof shall announce the total number of voting rights represented in the meeting for every agenda discussed. Shareholders shall cast ballot vote on each agenda. On the same day of the meeting, the results for each proposal, based on the numbers of votes for and against and the number of abstentions shall be entered into the Market Observation Post System.

In the event that the Company convenes a virtual shareholders' meeting, shareholders participating by video shall vote on each motion and election motion through the video conference platform after the chairperson announces the commencement of the meeting, and shall complete the voting before the chairperson announces the close of the voting. After this period, the shareholders shall be deemed to have abstained from voting. After the chairperson announces the close of the voting, the chairperson shall conduct a one-time count of the votes and announce the voting and election results.

When the Company convenes a video-assisted shareholders' meeting, shareholders who have registered to attend the shareholders' meeting by video in accordance with the provisions of Article 4 who then intend to attend the shareholders meeting in person shall cancel using the same means two business days before the date of the shareholders meeting. Those who cancel after the time limit may only attend the shareholders' meeting by video conferencing.

Those who exercise their voting rights in writing or through electronic means without revoking their intentions and participate in the shareholders' meeting by video conferencing may not exercise their voting rights on existing agenda items or propose amendments to those agenda items or exercise voting rights for amendments to those agenda items; however, this does not apply to extraordinary motions.

When a shareholders' meeting is held by video conference, in addition to the matters required to be recorded in Article 183 of the Company Act, the minutes of the meeting shall record the start and end time of the shareholders' meeting, the method of holding the meeting, the name of the chairperson and the recorder, and the handling method and handling situation in the event of an impediment to participation on the video conference platform or by video due to a natural disaster, incident, or other force majeure.

If the Company's shareholders' meeting is held by video conference, in addition to the provisions of the preceding paragraph, it shall also specify appropriate alternatives for shareholders who have difficulty participating in the video-conference.

If the Company's shareholders' meeting is held by video conference, the Company shall immediately disclose the voting results of various resolutions and election results on the video conference platform of the shareholders' meeting in accordance with regulations; and it shall continue to disclose the preceding for at least ten minutes after the chairperson announces the adjournment of the meeting.

Article 19 While the shareholders' meeting is in session, the chairperson may at his/her discretion allocate and announce time for breaks.

Article 20 Where there is an amendment or an alternative for a proposal, the chairperson shall determine the order in which they are to be voted on with the original proposal. If any of

these proposals is approved, alternative proposals shall be treated as rejected and not be voted on separately.

Article 21 In the event of a virtual shareholders' meeting, when commencing the meeting, the chairperson shall separately announce, except for the cases in which there is no need to postpone or reconvene the meeting as stipulated in Article 44-20, Paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if, prior to the close of the meeting announced by the chairman, there is an impediment to participation on the video conference platform or by video for a period of 30 minutes or more due to a natural disaster, incident or other force majeure, the meeting shall be postponed for not more than, or reconvened within, five days. The provisions of Article 182 of the Company Act shall not apply.

In the event of a postponed or reconvened meeting as described above, shareholders who have not registered to participate in the original shareholders' meeting by video may not participate in the postponed or reconvened meeting.

In the event of an adjourned or reconvened meeting in accordance with the provisions of Paragraph 2, if shareholders who have registered to attend the original shareholders' meeting by video and have completed check-in for the meeting do not attend the adjourned or reconvened meeting, the number of their shares present and the voting and election rights they exercised at the original shareholders' meeting shall be included in the total number of shares, voting rights and election rights of the shareholders present at the adjourned or reconvened meeting.

When a postponed or reconvened shareholders' meeting is held in accordance with the provisions of Paragraph 2, it is not required to re-discuss and resolve on motions for which voting and counting of votes have been completed and the voting results or the names of the directors elected have been announced.

When the Company convenes a video-assisted shareholders' meeting and the reconvened video conference cannot be conducted as described in Paragraph 2, if the total number of shares present reaches the statutory quota for the shareholders' meeting after the number of shares present at the shareholders' meeting by video is deducted, the shareholders' meeting shall be continued without any postponement or reconvention as provided in Paragraph 2.

In the event that a meeting shall be continued as described in the preceding paragraph, the number of shares represented by shareholders participating in the shareholders' meeting by video shall be included in the total number of shares of shareholders present. However, the shareholders shall be deemed to have abstained from voting in all motions of the shareholders' meeting.

Where the Company postpones or reconvenes the shareholders' meeting as provided in Paragraph 2, it shall proceed with respective pre-operations according to the date of the original shareholders' meeting and the provisions of the content stipulated in Article 44-20, Paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For the times specified in the later part of Article 12 and Article 13, Paragraph 3 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies Submit, Article 44-5, Paragraph 2, Article 44-15, and Article 44-17, Paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall postpone or reconvene the date of the shareholders' meeting in accordance with the provisions of Paragraph 2.

Article 22 The chairperson may instruct the inspectors (or security personnel) to assist in maintaining order in the meeting venue. While in maintaining order at the venue, the inspectors (or security personnel) shall wear arm-bands reading "Inspector."

Article 23 Matters not addressed in these Rules shall be processed in accordance with the Company Act, the Articles of Incorporation of the Company, and other relevant laws and regulations.

Article 24 These Rules shall come into force upon the approval of the shareholders' meeting, as shall any amendment.

Article 25 The Rules were established on April 30, 1997; 1st amendment made on June 18, 2002; 2nd amendment made on June 14, 2006; 3rd amendment made on June 13, 2008; 4th amendment made on June 21, 2013; 5th amendment made on June 18, 2015; 6th amendment made on June 16, 2017; 7th amendment made on June 19, 2020, 8th amendment made on August 13, 2021, 9th amendment made on June 17, 2022.