



## **Nomination Committee Charter**

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**Effective Date: 26 March 2018**

**Approved by the Board of Directors: 26 March 2018**



### **Purpose and Basis**

To ensure the effectiveness and the performance of the board and strengthen the director election mechanism of the Company, the organizational Charter of the Nomination Committee (below, "this Charter") is adopted pursuant good corporate governance for listed Companies.

Under the Taiwan Act, all companies listed on the TPEX are required to adopt a director candidate nomination mechanism for the election of directors, although there is no requirement that a listed company form a nomination committee. Under SEC and Nasdaq rules, director nominees must either be selected, or recommended for the board's selection, either by independent directors constituting a majority of the board's independent directors in a vote in which only independent directors participate, or by a nomination committee comprised solely of independent directors. Foreign private issuers are not required to have independent director oversight of director nominations.

### **Composition and responsibility**

The nomination committee, which consists of Mr Howden, Mr Sun, Dr Shen, Mr Ang and Dr Firth, assists the board of directors in selecting and approving director candidates to serve on the board. For good practice under Taiwan Act, the Nomination Committee shall be composed of at least three directors selected by the board of directors from among themselves; majority of the Committee members shall be independent directors.

The nomination committee's responsibilities include:

- Reviewing and assessing the composition of the board of directors;
- Identifying appropriate director candidates and independent director candidates;
- Reviewing the qualifications and suitability of each director candidate and independent director candidate identified by the committee;
- Submitting director and independent director recommendations to the board of directors for consideration;
- Conducting all other necessary actions to facilitate the selection and approval of director candidates and independent director candidates by the board; and
- Any other matters related to the selection of the Director candidates and Independent Director candidates.

The nomination committee shall submit its recommendations regarding the above for deliberation to the board. When deliberating with respect to the recommendation of the nomination committee, the board shall give comprehensive consideration to matters including the current composition of the board, the qualifications of director candidates, the overall diversity of the board and the need for refreshing. The nomination committee will meet as often as one or more members of the nomination committee deem necessary.

### **Termination**

The term of a Committee member, except as otherwise provided by law and regulation or this Company's articles of incorporation or bylaws, shall extend from the date of the director's selection as Committee member by the board to the date of expiration of the director's term, the director's resignation from the committee or the directorship, or the director's replacement by another director selected as Committee member by the board.

**Convening of meetings**

The Committee may call a meeting at its discretion whenever necessary. The Committee may request management-level personnel of relevant departments, internal auditors, accountants, legal consultants or other personnel of the Company to attend the meeting and provide related information as required, provided such delegates shall leave upon any discussion or voting being conducted.

**Resolution method and meeting minutes**

Except as otherwise provided by law and regulation or by this Company's articles of incorporation and bylaws, a resolution of the Committee requires the approval of a majority of the members present at the meeting attended by two-thirds or more of all Committee members.

Minutes of the proceedings must be signed or sealed by the chairperson and the minute taker of the meeting, and copies thereof shall be distributed to all Committee members within 20 days after the meeting. The minutes shall also be submitted to the board and be deemed important files of the Company, and shall be retained for 5 years. Preparation and distribution of the minutes of the proceedings may be done electronically.

**Information disclosure**

This Company shall make the content of this Charter available on its website and the Market Observation Post System for public reference. The operation of the Committee as mentioned in the preceding paragraph shall also be disclosed on the Market Observation Post System for good corporate governance.

**Enforcement**

This Charter, and any amendments hereto, shall come into force after approval by the board of directors.