

Acer Incorporated

Audit Committee Charter

- Article 1 This Charter is adopted pursuant to Article 3 of the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies.
- Article 2 Matters concerning the number, term of office, powers, rules of procedure for meetings, and resources to be provided by this Corporation when the Audit Committee ("the Committee") exercises its powers shall be handled in accordance with this Charter.
- Article 3 The main function of the Audit Committee is to supervise the following matters:
- (1) Fair presentation of the financial reports of this Corporation.
 - (2) The hiring (and dismissal), independence, and performance of certificated public accountants of this Corporation.
 - (3) The effective implementation of the internal control system of this Corporation.
 - (4) Compliance with relevant laws and regulations by this Corporation.
 - (5) Management of the existing or potential risks of this Corporation.
- Article 4 The Committee shall be composed of the entire number of independent directors. It shall not be fewer than three (3) persons in number, one (1) of whom shall be the convener, and at least one (1) of whom shall have accounting or financial expertise.
- The independent director members of the Committee shall serve a three (3)-year term, and may be reelected to further terms. When the number of the independent director members on the Committee falls below that prescribed in the preceding paragraph or in the articles of incorporation due to an independent director's dismissal for any reason, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed en masse or all of their positions are vacant, a special shareholders meeting shall be called within sixty (60) days from the date of the occurrence to hold a by-election to fill the vacancies.
- Article 5 Powers conferred by the Securities and Exchange Act, the Company Act, and any other law to be exercised by supervisors, excepting those set forth in Article 14-4, paragraph 4 of the Securities and Exchange Act, shall be exercised by the Committee.
- The provisions of Article 14-4, paragraph 4 of the Securities and Exchange Act, in regard to the Company Act as concerns the actions of supervisors or their role as representatives of a company, apply mutatis mutandis to the independent director members of the Committee.
- Article 6 The powers of the Committee are as follows:

- (1) The adoption of or amendments to the internal control system pursuant to Article 14-1 of the Securities and Exchange Act.
- (2) Assessment of the effectiveness of the internal control system.
- (3) The adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of the procedures for handling financial or business activities of a material nature, such as acquisition or disposal of assets, derivatives trading, loaning of funds to others, and endorsements or guarantees for others.
- (4) Matters in which a director is an interested party.
- (5) Asset transactions or derivatives trading of a material nature.
- (6) Loans of funds, endorsements, or provision of guarantees of a material nature.
- (7) The offering, issuance, or private placement of equity-type securities.
- (8) The hiring or dismissal of a certified public accountant, or their compensation.
- (9) The appointment or discharge of a financial, accounting, or internal audit officer.
- (10) Annual and semi-annual financial reports.
- (11) Other material matters as may be required by this Corporation or by the competent authority.

The matters under the preceding paragraph shall be subject to the approval of one half or more of the entire membership of the Committee and shall be submitted to the board of directors for a resolution.

Any matter in the paragraph 1, with the exception of subparagraph 10, that has not been approved by one half or more of the entire membership of the Committee may be adopted with the approval of two thirds or more of the entire board of directors.

"The entire membership," as used herein, shall be counted as the number of members actually in office at the given time.

The convener of the Committee shall represent the Committee to the public.

Article 7

The Committee shall convene at least once quarterly, and may call a meeting at its discretion whenever necessary.

In calling a meeting of the Committee, a notice of the reasons for convening the meeting shall be given to each independent director member at least seven (7) days in advance. In emergency circumstances, however, the meeting may be called on shorter notice.

The notice stated in the previous paragraph may be given in writing or, with respective independent director's prior consent, via electronic means.

A member of the Committee shall be elected as the convener and

meeting chair by and from the entire membership of the Committee. When the convener is on leave or unable to convene a meeting for any reason, the convener shall appoint another independent director member on the Committee as acting convener; if the convener does not make such an appointment, one independent director member of the Committee shall be elected by and from the other independent director members of the Committee to serve as convener.

The Committee may request the managers of relevant departments, internal audit officers, certified public accountants, attorneys, or other personnel of this Corporation to attend the meeting as nonvoting participants and provide pertinent and necessary information, provided that they shall leave the meeting when deliberation or voting takes place.

When the Committee calls a meeting, it shall furnish the members of the Committee present at the meeting with relevant materials for reference as necessary.

The Committee may appoint a working unit to be in charge of and handle the agenda and competent administrative affairs for the meeting of the Committee.

Article 8

When a meeting of the Committee is held, an attendance book shall be made available for signing-in by the independent director members in attendance, and thereafter made available for reference.

Independent director members shall attend meetings of the Committee in person; if an independent director member is unable to attend in person, the independent director member may appoint another independent director member as proxy to attend the meeting. Attendance via telecommunications is deemed as attendance in person.

A member of the Committee that appoints another independent director member as proxy to attend a meeting of the Committee shall in each instance issue a written proxy stating the scope of authorization with respect to the items on the meeting agenda.

Resolutions at meetings of the Committee shall be adopted with the approval of one half or more of the entire membership. The result of a vote shall be made known immediately and recorded in writing.

If for a legitimate reason it is impossible to hold a meeting of the Committee, matters on the meeting agenda shall be adopted with the consent of two thirds or more of the entire board of directors. Nevertheless, a written opinion indicating approval or disapproval shall be obtained from each independent director member with respect to the matters under Article 6, paragraph 1, subparagraph 10.

The proxy under paragraph 2 may accept a proxy from one (1) person only.

Article 9 Discussions at a meeting of the Committee shall be included in the meeting minutes, which shall faithfully record the following:

- (1) The session, time, and place of the meeting.
- (2) The name of the meeting chair.
- (3) Attendance by the independent director members, including the names and the number of members present, excused, and absent.
- (4) The names and titles of those attending the meeting as non-voting participants.
- (5) The name of the minute taker.
- (6) The matters reported at the meeting.
- (7) Agenda items: For each proposal, the method of resolution and the result; a summary of the comments of the independent director members of the Committee and experts and other persons present at the meeting; and the name of, and explanation to the key content of the personal interest of, the independent director(s) with personal interest as provided in Article 11, paragraph 1, the reason for recusal or non-recusal of such independent director(s) and the execution thereof; and any objections or reservations expressed.
- (8) Extraordinary motions: The name of the mover; the method of resolution and the result for each motion; a summary of the comments of the independent director members of the Committee and experts and other persons present at the meeting; and the name of, and explanation to the key content of the personal interest of, the independent director(s) with personal interest as provided in Article 11, paragraph 1, the reason for recusal or non-recusal of such independent director(s) and the execution thereof; and any objections or reservations expressed.
- (9) Other matters required to be recorded.

The attendance book constitutes part of the minutes for each meeting of the Committee and shall be appropriately preserved during the existence of this Corporation.

The minutes of a Committee meeting shall bear the signature or seal of both the chair and the minute taker, and a copy of the minutes shall be distributed to each director and supervisor within twenty (20) days after the meeting. The minutes shall be deemed important corporate records and appropriately preserved during the existence of this Corporation.

The meeting minutes of paragraph 1 may be produced and distributed in electronic form.

Article 9-1 For the official record the Company shall take full record in either audio or video (with audio) formats of the entire proceedings, processes, and discussion of any and all Committee meetings, and preserve and

safe-keep such records, might be preserved in electronic forms, for at least five years.

If before the end of the preservation period referred to in the preceding paragraph a lawsuit arises with respect to a resolution of a Committee meeting, the relevant audio or video recordings shall be preserved for a further period until the end of lawsuit.

Where a Committee meeting is held via tele- or video-conference, the audio or video recordings of the meeting form a part of the meeting minutes and shall be appropriately preserved during the existence of this Corporation.

Article 10 The Committee's meeting agenda shall be drafted by the convener. Other members may also put forward proposals for discussion by the Committee.

Article 11 If an independent director member of the Committee has a personal interest in an agenda item, such independent director shall explain its key content in the respective Committee meeting; if such personal interest is likely to prejudice the interests of this Corporation, such independent director is prohibited from participating in discussion of or voting on the relevant agenda item, and further, shall recuse himself/herself by leaving the meeting during discussion and voting on that item and may not act as another director's proxy to exercise voting rights on that matter.

If, for the reason stated in the preceding paragraph, an agenda item cannot be resolved at a meeting of the Committee, it shall be reported to the board of directors, which shall resolve on the item.

Article 12 The Committee may resolve to retain the service of an attorney, certified public accountant, or other professionals to provide advice with respect to matters in connection with Article 6. The costs of their services shall be borne by this Corporation.

Article 13 The Committee members shall exercise the due care of a good administrator and faithfully perform the duties prescribed in this Charter; they shall be accountable to the board of directors and shall submit their proposals to be resolved by the board.

Article 14 The Committee shall conduct periodic reviews of matters relating to this Charter and present the results for amendment by the board of directors.

The execution of tasks relating to resolutions adopted by the Committee may be delegated to the convener or other Committee members for follow-up, with a written or verbal report to be presented to the Committee during the implementation period. When necessary, the matter shall be presented for ratification or a report made at the next meeting of the Committee.

Article 15 This Charter and any amendments hereto shall come into force after

adoption by a resolution of the board of directors.

Article 16 This Charter is adopted by the resolution of the board of directors on March 27, 2014, and shall come into force upon the expiration of current Supervisors' tenure in June, 2014.

The first amendment was made on August 10, 2017