

Acer Incorporated

Investment Committee Charter

Approved by the Board of Directors' Meeting held on June 21, 2017

The 1st amendment was made on March 18, 2020

Article 1 Position and Function

The Investment Committee (hereinafter, the “Committee”) is a functional committee established by the board of directors in accordance with Article 13 of the Company’s Articles of Incorporation and should be responsible to the board of directors. The Committee shall submit proposals to the board of directors for approval by resolution and execute the board resolutions regarding investments or other matters authorized by the board of directors.

Article 2 Organization

2.1 The Committee shall consist of three or more directors, among whom at least one member shall be independent director. The board of directors or the Committee shall elect one of the Committee members as the convener and chairman of the Committee (the “Convener”).

2.2 The Chairman Office may establish relevant strategic investment units, responsible for handling matters of the Committee’s meetings and the planning, preparation and execution of relevant matters of this Charter.

Article 3 Election of Committee Members

3.1 The Committee members shall be nominated by Chairman, and elected upon the approval of a majority of the directors present at a directors meeting attended by two-thirds or more of directors; the same shall apply to the discharge. The term of the Committee members shall be three years (equivalent to the term of directors); re-election and reappointment shall be permissible.

3.2 Where re-election of all directors is effected during the term of existing Committee members, all existing Committee members shall be deemed discharged in advance on the same date of the directors’ re-election. The Committee members’ re-election shall be processed immediately after directors’ re-election.

3.3 When the number of vacancies in the Committee members equals one second of the total number of the members, the vacancy for the new member shall be re-nominated by Chairman and elected upon the approval of a majority of the directors present at a directors meeting attended by two-thirds or more of directors.

3.4 A Committee member shall be discharged ipso facto due to being discharged from his/her status of a director. The vacancy of the new member shall be re-elected by the board of directors in accordance with the procedure set forth in the preceding paragraph.

Article 4 The Powers and Duties of the Committee

The Committee and Committee members shall perform their following duties with the care of a good administrator and in good faith:

4.1 Reviewing the investment, establishment, M&A (including merger, acquisition and spin-off) of new business, joint venture and/or internal venture, and submitting approved investment proposals to the board of directors for discussion; provided, however, that the adjustment of investment structure or carrying out of capital increase or reduction, which does not substantially change the Company's overall shareholding percentage, shall not be subject to this paragraph and the Procedures Governing Acquiring or Disposing of Assets shall apply thereto.

4.2 Reviewing strategic investment plans and joint-venture strategic investment plans, and submitting approved investment proposals to the board of directors for discussion.

4.3 Reviewing the disposal of investments made in accordance with the preceding paragraphs 1 and 2, and submitting approved investment proposals to the board of directors for discussion.

4.4 If a proposal approved by the Committee meets the criteria of "asset transactions or derivatives trading of a material nature" as provided in the Company's Audit Committee Charter, the proposal shall be further approved by the Audit Committee and then submitting to the board of directors for discussion.

4.5 Executing relevant matters ancillary to the resolutions adopted by the board of directors, and reporting the execution results and other relevant matters to the board of directors.

Article 5 Convening, Meeting Rules and Resolutions

- 5.1 The meetings of the Committee shall be convened from time to time depending on actual needs. Where the Convener is on leave or not able to convene the meeting due to any reason, the rest Committee members may elect among them one member to act on the Convener's behalf.
- 5.2 All Committee members shall attend Committee meetings in person; If a Committee member cannot attend the meeting in person, he/she may appoint another Committee member to attend on his/her behalf. The attendance via video or telephone conference is deemed the same as attendance in person..
- 5.3 Where the Committee meeting is proceeded via video or telephone conference, the members participate in the meeting via visual communication network or telephone with written records prepared accordingly by the secretary shall be deemed to have attended the meeting in person. The written resolution shall be deemed to be effective once the written resolution is signed off by all members.
- 5.4 The proposal submitted to the board of directors for discussion shall be approved by a majority of the members (one of them shall be Chairman of the Company) present at a Committee meeting attended by two-thirds or more of the members (one of them shall be Chairman of the Company).
- 5.5 A member who has a personal interest in the matter under discussion at a meeting, which may impair the interest of the Company, shall not vote.
- 5.6 Where the spouse, a blood relative within the second degree of kinship of a member, or any company which has a controlling or subordinate relation with a member has interests in the matters under discussion in the meeting of the preceding paragraph, such member shall be deemed to have a personal interest in the matter

Article 6 Additional Provisions

- 6.1 The Company Law, the Company's Articles of Incorporation, and the Regulations Governing Procedures for Board of Directors Meetings shall govern any matters not provided herein.

6.2 This Charter and any amendments thereto shall become effective upon a resolution by the board of directors.