

日立永大電梯股份有限公司

董事會議事規範

- 第一條：為建立本公司及董事會良好治理制度、健全監督功能、強化管理機能、及協助董事執行職務並提升董事會效能，爰訂定本規範，以資遵循。
- 第二條：本公司董事會應遵循事項，應依本規範之規定辦理。
本公司處理董事要求相關事項，除法令或章程另有規定者外，應依本規範辦理。
- 第三條：本公司董事會每季召集一次。
董事會之召集，應載明事由，於三日前通知各董事，但遇有緊急情事時，得隨時召集之。
前項召集之通知，經相對人同意者，得以電子方式為之。
- 第四條：(刪除)
- 第五條：召開本公司董事會時，應設簽名簿供出席董事簽到，以供查考。
董事應親自出席董事會，如不能親自出席，得依本公司章程規定委託其他董事代理出席；如以視訊參與會議者，視為親自出席。
董事委託其他董事代理出席董事會時，應於每次出具委託書，並列舉召集事由之授權範圍。
第二項代理人，以受一人之委託為限。
- 第六條：(刪除)
- 第七條：本公司董事會應由董事長召集並擔任主席。
董事長請假或因故不能行使職權時，得指定董事一人代理之，董事長未指定代理人者，由董事互推一人代理之。
- 第八條：(刪除)
- 第九條：(刪除)
- 第十條：(刪除)
- 第十一條：(刪除)
- 第十二條：下列事項應提本公司董事會討論：
一、本公司之營運計畫。
二、年度財務報告。
三、發行具有股權性質之有價證券。
四、財務、會計或內部稽核主管之任免。
五、對關係人之捐贈或對非關係人之重大捐贈。但因重大天然災害所為急難救助之公益性質捐贈，得提下次董事會追認。
六、依附表一規定之事項。
七、依法令或章程規定應由股東會決定或董事會決議之事項或主管機關規定之重大事項。
前項第五款所稱關係人，指國際財務報導準則所規範之關係人。
- 第十三條：(刪除)
- 第十四條：本公司董事會議案之決議，除公司法另有規定外，應有過半數董事之出席，出席董事過半數之同意行之。

第十五條：董事對於會議事項，與其自身或其代表之法人有利害關係者，應於當次董事會說明其利害關係之重要內容，如有害於公司利益之虞時，不得加入討論及表決，且討論及表決時應予迴避，並不得代理其他董事行使其表決權。

第十六條：董事會之決議事項，應作成議事錄，由主席簽名或蓋章，並於會後二十日內分發各董事。董事會議事錄之應記載方式及議事錄、出席董事之簽名簿及代理出席之委託書之保存期限，依公司法第二百零七條辦理之。

第十七條：本議事規範之訂定及修正應經本公司董事會同意，並報告股東。

【附表一】

The Attachment to the Internal Regulation for Board of Directors in Hitachi Yungtay

Part 1: Matters that require ordinary resolution

Quorum: Directors attending the meeting in person or by proxy who represent **more than 1/2** of the total number of the directors of the company

Vote: Simple majority (approved by **more than 1/2** of the total number of attending directors)

Corporate Actions	Reference Article of Company Act
Appointment and dismissal of outside auditors and their remuneration	20III, 29I
Appointment and dismissal of managers and their remuneration	29
Approval of the amount of capital contribution in kind	156V
Approval of public issuance of the shares of the company	156-2I
Approval of the Amendment of the AOI; change of registered address (to an area not prescribed in the AOI); and any other matters which must be approved at the meeting of the Board of Directors	206I
Reporting of loss of the company to the sole shareholder when the loss reaches 1/2 of the paid-in capital; declaration of bankruptcy when the company's assets are not sufficient to satisfy its indebtedness	211
Approval of business report, annual financial reports and earnings distribution or loss-offsetting	228, 230
Approval of quarterly (or 1H) financial reports and distribution or loss-offsetting, in the case where the AOI stipulates that the plan for earnings distribution or loss-offsetting to be done by each quarter or every half a year.	228-1I
Approval for distribution of dividends by cash	228-1III
Approval for a spin-off plan or a merger agreement	317I

Part 2: Matters that require special resolution

Quorum: Directors attending the meeting in person or by proxy who represent **2/3 or more** of the total number of the directors of the company

Vote: Simple majority (approved by **more than 1/2** of the total number of attending directors)

Corporate Actions	Reference Article of Company Act
Approval for Issuance of new shares in consideration for acquisition of the shares of other company	156-3
Approval for purchase the company's own shares for future transfer to employees up to 5% of the total number of the company's outstanding shares; provided, however, that the total purchase price should not exceed the sum of the retained earnings plus the amount of the realized capital reserve	167-1I
Approval for execution of share subscription right agreement with employees	167-2I
Approval for entering into, amendment, or termination of any contract for (i) lease of the company's business in whole, (ii) entrusting others with the operation of the company's business, or (iii) joint operation with others on regular basis	185IV
Approval for transfer of the whole or essential part of the company's business or assets	185IV
Approval for acceptance of the transfer of other's entire business or assets, which has great impact on the business operation of the company	185IV
Election of the chairman (in case there is no board of managing directors) and managing directors, if any	208I
Approval of employees' compensation to be distributed in form of shares or in cash	235-1III
Approval of offering of corporate bond	246 356-11I
Approval of issuance of new shares;	266II
Approval of issuance of new shares by a CHC, unless otherwise provided under its AOI	356-12I
Approval of reorganization	282II
Approval of short-form merger (merger with its 90%-or-above-owned subsidiary)	316-2I