

智原科技股份有限公司  
Faraday Technology Corporation

經理人薪酬索回政策

Clawback Policy

為提升公司治理與確保本公司財務成果之可靠性，在適用法律允許之範圍內，對於已授予本公司經理人之變動薪酬，本公司將依下列規定保留取消及/或索回之權利：

In order to enhance corporate governance and ensure the reliability of the company's financial results, within the scope permitted by applicable laws, the company will make changes to the variable remuneration awarded to the company's managers. We reserve the right to cancel and/or clawback in accordance with the following provisions:

- 若經理人變動薪酬金額是依據本公司發布之財務成果績效計算，而本公司嗣後因重大違反金融監督管理委員會認可並發佈生效之國際財務報導準則重述財務成果；且

If the amount of the variable remuneration for managers was based on financial results announced by the company, and the company subsequently restates these financial results due to material noncompliance with the International Financial Reporting Standards (IFRS) approved and issued by the Financial Supervisory Commission; and

- 根據薪資報酬委員會的判斷與裁量，上述財務成果之重述係因經理人之詐欺或其他故意之重大不當行為所致；且

According to the judgment and discretion of the Compensation and Remuneration Committee, the above restatement of financial results was due to fraud or other material misconduct by managers; and

- 根據薪資報酬委員會的判斷與裁量，倘上述重述之財務成果中有疑義之部分經允當重述後，該經理人之變動薪酬將顯著減少；

According to the judgment and discretion of the Compensation and Remuneration Committee, if the doubtful portion of the above-mentioned restated financial results is appropriately restated, the manager's variable remuneration will be significantly reduced;

- 上述需薪資報酬委員會的判斷與裁量之事項，得經薪資報酬委員會決議，

委任律師、會計師及/或其他專業人員，提供外部評估意見或諮詢，其相關費用由公司負擔。

For the above-mentioned matters that require the judgment and discretion of the Compensation and Remuneration Committee, by the resolution of Compensation and Remuneration Committee, appoint lawyers, accountants or other professionals to provide external evaluation opinions or consultation, and the relevant costs shall be borne by the company.

如本公司董事會因前述財務成果之重述而決議索回經理人的變動薪酬，本公司將根據薪資報酬委員會的判斷與裁量，以稅前金額為基礎，要求經理人返還其於相關期間（詳下述）實際領得之變動薪酬中，超過依重述後財務成果計算所應領之變動報酬部分。

If the company's board of directors resolves to clawback the variable remuneration of managers due to the restatement of the aforementioned financial results, the company will, based on the judgment and discretion of the Compensation and Remuneration Committee, require the managers to return their remuneration during the relevant period based on the pre-tax amount. (Detailed below) The actual variable remuneration received exceeds the variable remuneration payable based on the restated financial results.

基於本政策之目的，「變動薪酬」係指經理人於該含有重大違反國際財務報導準則之第一次財務成果公告或向臺灣證券交易所申報之日起（以較早發生者為準）12 個月內，自本公司受領之各項獎金或依績效核定之薪酬，包括但不限於年度績效獎金、依本公司章程發放之員工酬勞、員工股票選擇權、員工認股權憑證及限制員工權利新股等。

For the purposes of the policy, "variable remuneration" refers to senior executives from the date of the first financial results announcement or filing with the Taiwan Stock Exchange that contains a material violation of IFRS (whichever occurs earlier) Within 12 months, various bonuses or remuneration based on performance received from the company, including but not limited to annual performance bonuses, employee remuneration paid in accordance with the Articles of Association, employee stock options, employee stock option certificates and restrictions Employee rights new shares and more.

執法單位、監理機構及其他主管機關之處分或其他舉措並不影響本公司依本政策所得行使之權利。

Sanctions or other measures imposed by law enforcement agencies, supervisory agencies and other competent authorities will not affect the rights exercised by the Company in accordance with the policy.

本政策如有疑義，由薪資報酬委員會統一解釋。

The interpretation of the Policy shall be determined by the Compensation and Remuneration Committee.

本政策經董事會通過後施行，修正時亦同。

The Policy shall take effect after having been resolved by the Board of Directors. Subsequent amendments thereto shall be effected in the same manner.