

LINE Pay Taiwan Limited	No	9290
	Version	2
Audit Committee Charter	Date	2024 / 3 / 28
	Page	1 / 8

Article 1

The Audit Committee 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 the Company when the Audit 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 the Company.
2. The hiring (and dismissal), independence, and performance of certificated public accountants of the Company.
3. The effective implementation of the internal control system of the Company.
4. Compliance with relevant laws and regulations by the Company.
5. Management of the existing or potential risks of the Company.

Article 4

The Committee shall be composed of the entire number of independent directors. It shall not be fewer than three persons in number, one of whom shall be the convener, and at least one of whom shall have accounting or financial expertise. The independent director members of the Committee shall serve a 3-year term, and may be re-elected 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, a special shareholders meeting shall be called within 60 days from the date of the occurrence to hold a by-election to fill the vacancies.

LINE Pay Taiwan Limited	No	9290
	Version	2
Audit Committee Charter	Date	2024 / 3 / 28
	Page	2 / 8

Article 5

The provisions of the Securities and Exchange Act, the Company Act, and any other law concerning powers conferred on supervisors shall apply mutatis mutandis to 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 powers and functions of supervisors, 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 financial reports and second quarter financial reports that must be audited and attested by a certified public accountant, which are signed or sealed by the chairperson, managerial officer, and accounting officer.
11. Other material matters as may be required by the Company 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.

LINE Pay Taiwan Limited	No	9290
	Version	2
Audit Committee Charter	Date	2024 / 3 / 28
	Page	3 / 8

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.

A company's representative referred to in accordance with paragraphs of Article 213, Article 214, and Article 223 of the Company Act shall be appointed by the Committee under the procedure provided in paragraph 2. The Committee may adopt a resolution for the Committee members to act individually or jointly as the representative. If the representative is not appointed through the aforesaid procedure, the entire membership shall act jointly as the representative.

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 7 days in advance. In emergency circumstances, however, the meeting may be called on shorter notice.

The location and time to convene a meeting of the Committee shall be at the Company's location and during the office hours or at a location and time convenient for the Committee members to attend and suitable for convening a meeting of the Committee.

A member of the Committee shall be elected as the convener and meeting chair by and from the entire membership of the Committee. In case, however, the Committee members are unable to elect a convener, the independent director member to whom the ballots cast represent the highest number of votes shall act in the role. 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

LINE Pay Taiwan Limited	No	9290
	Version	2
Audit Committee Charter	Date	2024 / 3 / 28
	Page	4 / 8

independent director member of the Committee shall be elected by and from the other independent director members of the Committee to serve as convener.

If one half or more of the independent director members of the entire membership of the Committee submit in writing the proposed agenda items and reasons, they may request the convener to convene a meeting of the Committee. If the convener fails to convene a meeting of the Committee within fifteen days after the request is made, one half or more of the independent director members of the entire membership of the Committee may convene on their own.

The Committee may request the managers of relevant departments, internal audit officers, certified public accountants, attorneys, or other personnel of the Company to attend the meeting as non-voting participants and provide pertinent and necessary information, provided that they shall leave the meeting when discussion 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.

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 video-conference 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.

LINE Pay Taiwan Limited	No	9290
	Version	2
Audit Committee Charter	Date	2024 / 3 / 28
	Page	5 / 8

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 pertaining to the consent 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 person only.

Article 8-1

If the attendance of members of the Committee does not reach one half of the entire membership of the Committee at the meeting time, the chairperson may announce that the meeting is postponed to a later time on that day. The meeting shall be postponed two times at most. If after the second postponement the quorum is still not met, the chairperson may reconvene the meeting in accordance with the procedures stipulated in Article 7, paragraph 2.

Article 8-2

The Committee shall proceed with the agenda as scheduled in the meeting notice. However, changes may be made with the consent of one half or more of the entire membership of the Committee.

The chairperson shall not arbitrarily declare the adjournment of the meeting without the consent of one half or more of the entire membership of the Committee. During the proceeding of discussions at a meeting of the Committee, if the attendance is under one half of the entire membership of the Committee, and as proposed by an attending independent director(s), the chairperson shall announce that the meeting is temporarily suspended, and the provisions of the preceding article shall apply mutatis mutandis.

During the proceeding of discussions at a meeting of the Committee, if the convener, for any reason, is unable to preside over the meeting, or the chairperson fails to comply with the provisions of Paragraph 2 and arbitrarily declares the adjournment of the meeting, the provisions of Article 7, Paragraph 5 shall apply mutatis mutandis concerning the appointment of their proxy.

LINE Pay Taiwan Limited	No	9290
	Version	2
Audit Committee Charter	Date	2024 / 3 / 28
	Page	6 / 8

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; name of the independent director who is an interested party as referred to in paragraph 1 of Article 11, explanation of the material aspects of the interest the director has, the reason why the director should or should not recuse himself or herself and whether or not the director has recused; 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; name of the independent director who is an interested party as referred to in paragraph 1 of Article 11, explanation of the material aspects of the interest the director has, the reason why the director should or should not recuse himself or herself and whether or not the director has recused; 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 the Company.

LINE Pay Taiwan Limited	No	9290
	Version	2
Audit Committee Charter	Date	2024 / 3 / 28
	Page	7 / 8

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 20 days after the meeting. The minutes shall be deemed important corporate records and appropriately preserved during the existence of the Company.

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

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 audit committee has a personal interest in any agenda item, the director shall explain the essential content of the interest. If the director's personal interest is likely to prejudice the interest of the company, the director member may not participate in discussion and voting, and shall recuse himself or herself from the discussion and voting, and also may not exercise voting rights as a proxy for any other independent director member.

Where the spouse or a blood relative within the second degree of kinship of an independent director is an interested party with respect to an agenda item as described in the preceding paragraph, such director shall be deemed to be an interested party with respect to that agenda item.

Where a matter is unable to be resolved at a committee meeting for the reason stated in paragraph 1, the fact shall be reported to the board of directors and the matter shall be resolved by the board instead.

Article 11-1

Any and all meetings of the Committee shall be audio-recorded or videotaped from beginning to adjournment of the meeting as evidence and the files shall be kept for at least five (5) years. The files may be stored in the electronic form.

If any litigation relating to a resolution of the meeting of the Committee commences before the expiry of the period in which the evidence shall be kept in accordance

LINE Pay Taiwan Limited	No	9290
	Version	2
Audit Committee Charter	Date	2024 / 3 / 28
	Page	8 / 8

with the preceding paragraph, the relevant data of audio-recorded or videotaped evidence shall continually be kept until the conclusion of the litigation.

For a meeting of the Committee convened via videoconferencing, the audio-recorded and videotaped data shall be part of the minutes of the meeting and shall be properly kept during the existence of the Company.

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 the Company.

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 be implemented after approval by a meeting of board of directors. This Charter is enacted on September 26th, 2023. The first amendments are made on March 28th, 2024.