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Article 1 (Scope of these Rules)

Unless otherwise provided in applicable laws and regulations or the Articles of Incorporation of the Company, the board of directors meeting of the Company (the “board meeting” individually and collectively) shall be conducted in accordance with the provisions of these Rules.

Article 2 (Convening and notice of board meetings)

A board meeting shall be called at least once quarterly.

A notice of the reasons for convening a board meeting shall be given to each director 7 days before the meeting is convened. Under emergency circumstances, however, a board meeting may be called at any time.

The notice to be given under the preceding Paragraph may be affected by means of electronic transmission.

All matters set out in Paragraph 1, Article 11 shall be specified in the notice of the reasons for calling a board meeting; none of them may be raised by an extraordinary motion.

Article 3 (Meeting notification and meeting materials)

The board of directors appoints the Governance Affairs Team of the Company as the agenda working group. The agenda working group shall draft agenda items and prepare sufficient meeting materials of the board meeting and deliver them together with the notice of the meeting.

A director who is of the opinion that the meeting materials provided are insufficient may request the agenda working group for supplementary materials. If a director is of the opinion that materials concerning any proposal are insufficient, the deliberation of such proposal may be postponed by a resolution of the board of directors.

Article 4 (Preparation of attendance book and other documents; attendance by proxy)

When a board meeting is held, an attendance book shall be provided for signing-in by attending directors for future reference.

Directors shall attend board meetings in person. A director unable to attend in person may appoint another director to attend the meeting in his or her place in accordance with the Company's Articles of Incorporation. Attendance by videoconference will be deemed attendance in person.

A director who appoints another director to attend a board meeting shall in each instance issue a proxy form stating the scope of authorization with respect to the reasons for convening the meeting.

The proxy referred to in Paragraph 2 of this Article may only accept a proxy from one person.

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Article 5 (Principles for determining the place and time of a board meeting)

A board meeting shall be held at the premises and during the business hours of the Company, or at a place and time convenient for all directors to attend and suitable for holding board meetings.

Article 6 (Chair and acting chair of a board meeting)

Board meetings shall be convened and chaired by the Chairman of the board of directors. However, with respect to the first meeting of each newly elected board of directors, it shall be called and chaired by the director that received votes representing the largest portion of voting rights at the shareholders meeting in which the directors were elected; if two or more directors are so entitled to convene the meeting, they shall select from among themselves one director to serve as chair.

Where a board meeting is called by a majority of directors on their own initiative in accordance with Paragraph 4, Article 203 or Paragraph 3, Article 203-1 of the Company Act, the directors shall select from among themselves one director to serve as chair.

When the Chairman of the board is on leave or for any reason unable to exercise the powers of the Chairman, the designation/election of the person to preside the meeting shall be handled in accordance with Paragraph 3 of Article 208 of the Company Act.

Article 7 (Non-voting participants and holding board meetings)

Depending on the content of a proposal to be put forward at a board meeting, personnel from a relevant department or a subsidiary may be notified to attend the meeting as non-voting participants. When necessary, certified public accountants, attorneys, or other professionals retained by the Company may also be invited to attend the meeting as non-voting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place.

The chair shall call the board meeting to order at the appointed meeting time and when more than one-half of all the directors are in attendance.

If one-half of all the directors are not in attendance at the appointed meeting time, the chair may announce postponement of the meeting time, limited to the same day, provided that no more than two such postponements may be made. If the quorum is still not met after two postponements, the chair shall reconvene the meeting in accordance with the procedures in Paragraph 2 of Article 2 of these Rules.

The number of “all the directors” as used in these Rules shall be counted as the number of directors then actually in office.

Article 8 (Documentation of a board meeting by audio or video)

Proceedings of a board meeting shall be recorded in their entirety in audio or video, and the recording shall be retained for a minimum of 5 years. The record may be retained in electronic form.

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If any litigation arises with respect to a resolution of a board meeting before the end of the retention period of the preceding Paragraph, the relevant audio or video record shall be retained until the conclusion of the litigation.

Where a board meeting is held by videoconference, the audio or video documentation of the meeting constitutes part of the meeting minutes and shall be retained for the duration of the existence of the Company.

Article 9 (Agenda items)

Agenda items for regular board meetings of the Company shall include at least the following:

1. Matters to be reported:

- A. Minutes of the last meeting and action taken.
- B. Important financial and business matters.
- C. Internal audit activities.
- D. Other important matters to be reported.

2. Matters for discussion:

- A. Items for continued discussion from the last meeting.
- B. Items for discussion at this meeting.

3. Extraordinary motions.

Article 10 (Discussion of proposals)

A board meeting shall follow the agenda given in the meeting notice. However, the agenda may be changed with the approval of a majority of directors in attendance at the board meeting.

The chair may not declare the meeting closed without the approval of a majority of the directors in attendance at the meeting.

At any time during the course of a board meeting, if the number of directors sitting at the meeting does not constitute a majority of the attending directors, then upon the motion by a director sitting at the meeting, the chair shall declare a suspension of the meeting, in which case Paragraph 3 of Article 7 shall apply mutatis mutandis.

During the board meeting, if the chairman of the board of directors is unable to preside over the meeting for some reason, or fails to declare the adjournment of the meeting in accordance with Paragraph 2, Paragraph 3 of Article 6 shall apply mutatis mutandis to the selection and appointment of his proxy.

Article 11 (Matters requiring discussion and approval at a board meeting)

The Company shall submit the following items for discussion by the board of directors:

- 1. Business plan of the Company.

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2. Annual and semi-annual financial reports, with the exception of semi-annual financial reports which, under relevant laws and regulations, need not be audited and attested by a certified public accountant (CPA).
3. Establishment or amendment of the internal control system required by any laws and regulations and the efficiency assessments of the internal control system.
4. Establishment or amendment of the rules for acquisition or disposal of assets, rules for transaction of derivatives, rules for lending of funds to others, rules for providing endorsement or guarantee to others, and other major rules for business or financial matters required by any laws and regulations.
5. The offering, issuance, or private placement of any equity-type securities.
6. In case the board of directors has no managing director, the election or discharge of the chairman of the board of directors.
7. The appointment or discharge of CFO, chief accounting officer, and officer that supervises internal audit.
8. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of emergency relief for a major natural disaster may be submitted to the next board meeting for retroactive recognition.
9. Any matters required by any laws and regulations or the Articles of Incorporation to be approved by resolution of the shareholders meeting or board meeting, or any significant matters as may be ordered by the competent authority.

The term “related party” in the preceding paragraph means the related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term “major donation to a non-related party” in Subparagraph 8 of the preceding paragraph means any individual donation, or the cumulative donation within a 1-year period to a single recipient, amounts to NTD 100 million or more, or equals to or greater than 1 percent of the net operating revenue as stated in the CPA-attested financial report for the most recent year or 5 percent of the paid-in capital.

The term “within a 1-year period” in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the board meeting is convened. Amounts already submitted to and passed by a resolution of the board meeting are exempted from inclusion in the calculation.

At least one independent director of the Company shall attend each board meeting in person. In the case of a meeting concerning any matter required to be submitted for a resolution by the board meeting under Paragraph 1 of this Article, each independent director shall attend in person; if an independent director is unable to attend in person, he or she shall appoint other independent director to attend as his or her proxy. If an independent director expresses any objection or reservation about a matter, it shall be recorded in the board meeting minutes. An independent director intending to express an objection or reservation but unable to attend the meeting in person shall, unless there is legitimate reason, issue a written opinion in advance, which shall be recorded in the meeting minutes.

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Apart from matters referred to in Paragraph 1 of this Article, which are required to be submitted for discussion by the board of directors, when the board of directors delegates any exercise of its powers pursuant to laws or regulations or the Company's Articles of Incorporation, matters such as the level and substance of the delegation shall be concretely and specifically set out.

Article 12 (Voting-I)

When the chair at a board meeting is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call a vote.

When a proposal comes to a vote at a board meeting, if no attending director voices an objection following an inquiry by the chair, the proposal will be deemed approved. If there is an objection following an inquiry by the chair, the proposal shall be brought to a vote.

One voting method for proposals at a board meeting shall be selected by the chair from among those below, provided that when an attending director has an objection, the chair shall seek the opinion of the majority to make a decision:

1. A show of hands or a vote by voting machine.
2. A roll call vote.
3. A vote by ballot.
4. A vote by a method selected at the Company's discretion.

“Attending directors” as used in the Paragraph 2 of this Article, does not include directors that may not exercise voting rights pursuant to Paragraph 1 of Article 14.

Article 13 (Voting-II and methods for vote monitoring and counting)

Except where otherwise provided by the Securities and Exchange Act and the Company Act, the passage of a proposal at a board meeting shall require the approval of a majority of the directors in attendance at a board of directors meeting attended by a majority of all directors.

When there is an amendment or alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. If anyone among them is passed, the other proposals shall then be deemed rejected, and no further voting on them shall be required.

If a vote on a proposal requires monitoring and counting personnel, the chair shall appoint such personnel, providing that all monitoring personnel shall be directors.

Voting results shall be made known on-site immediately and recorded in writing.

Article 14 (Recusal system for directors)

If a director or a juristic person that the director represents is an interested party in relation to an agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interest of the Company, that director may not participate in discussion or voting on that agenda item and shall recuse himself or herself from the discussion or the voting on the item and may not exercise voting rights as proxy for another director.

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Where the spouse or a blood relative within the second degree of kinship of a director, or a company which has a controlling or subordinate relation with a director, is an interested party with respect to an agenda item, such director shall be deemed to be an interested party with respect to that agenda item.

Where a director is prohibited by the preceding two paragraphs from exercising voting rights with respect to a resolution at a board meeting, the provisions of Paragraph 2 of Article 180 of the Company Act apply mutatis mutandis in accordance with Paragraph 4 of Article 206 of the same Act.

Article 15 (Meeting minutes and sign-in matters)

Discussions at a board meeting shall be recorded in the meeting minutes, and the minutes shall fully and accurately state the matters listed below:

1. The meeting session (or year) and the time and place of the meeting.
2. The name of the chair.
3. The directors' attendance at the meeting, including the names and the number of directors in attendance, excused, and absent.
4. The names and titles of those attending the meeting as non-voting participants.
5. The name of the minutes taker.
6. The matters reported at the meeting.
7. The matters for discussion: the method of resolution and the result for each proposal; a summary of the comments made by directors, experts, or other persons; the name of any director that is an interested party as referred to in Paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations that were included in records or stated in writing; and any opinion issued in writing by an independent director under Paragraph 4, Article 11.
8. Extraordinary motions: The name of the mover, the method of resolution and the result, a summary of the comments of any director, expert, or other person; the name of any director that is an interested party as referred to in Paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; and opinions expressing objections or reservations that were included in records or stated in writing.
9. Other matters required to be recorded.

Any of the following matters in relation to a resolution at a board meeting shall be stated in the meeting minutes and within two days of the meeting be published on the information reporting website designated by the competent authority:

1. Any matter to which an independent director expresses an objection or reservation opinion that was included in records or stated in writing.
2. Any matter that has not been passed by the audit committee but has been adopted with the approval of two-thirds or more of all the directors.

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The attendance book constitutes part of the minutes for each board meeting and shall be retained for the duration of the existence of the Company.

The minutes of a board meeting shall bear the signature or seal of both the chair and the minutes taker, and a copy of the minutes shall be distributed to each director 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 of this Article may be produced and distributed in electronic form.

Article 16 (deleted)

Article 17 (Supplementary provisions)

These Rules shall be adopted by the approval of board meeting and shall be reported to the shareholders meeting. The board of directors may be authorized to adopt, by resolution, any future amendments to these Rules. These Rules became effective from April 21, 2018. The first amendments are made on October 23, 2019. The second amendments are made on June 7, 2023. The third amendments are made on November 21, 2023. The fourth amendments are made on March 28, 2024. The fifth amendments are made on May 13, 2025.

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