Operations of the Board of Directors

A total of 4 meetings of the 5th Board of Directors were held in 2024. The attendance of directors is stated as follows:

Title	Name	Attendance in Person	Attendance by Proxy	Attendance Rate (%)	Remarks
Chairman	Shun-I Chu	4	-	100%	Reelected on 2022/06/15
Director	Gordon Yang	1	3	25%	Reelected on 2022/06/15
Director	Yuh-Long Chen	3	1	75%	Reelected on 2022/06/15
Director	Ping-Chin Li	3	1	75%	Elected on 2022/06/15
Director	Wayne Huang	3	1	75%	Elected on 2022/06/15
Director	Ping-Jie Chu	4	-	100%	Elected on 2022/06/15
Independent director	Chin-Tang Liu	4	-	100%	Reelected on 2022/06/15
Independent director	Chin-Liang Wang	4	-	100%	Elected on 2022/06/15
Independent director	Yi-Bing Lin	2	-	100%	Elected on 2024/06/18

Other matters to be disclosed by the Board of Directors:

I. Concerning the circumstances and board resolutions where other independent directors have expressed opposition or qualified opinions that have been noted in the record or declared in writing, as referred to in Article 14-3 of the Securities and Exchange Act:

A. The circumstances referred to in Article 14-3 of the Securities and Exchange Act: The Company has established the Audit Committee. Therefore, Article 14-3 of the Securities and Exchange Act shall not apply. For relevant information, please refer to the “Operations of the Audit Committee” in this Annual Report.

B. Board resolutions where other independent directors have expressed opposition or qualified opinions that have been noted in the record or declared in writing: none.

II. Status of directors' recusing themselves due to a conflict of interest:

A. On March 4, 2024, except Director Shun-I Chu, Director Gordon Yang and Director

Ping-Jie Chu, abstained from voting due to conflict of interest concerns. All other Board members in attendance voted in favor of the 7th proposal for 2023 compensation to Chairman and managerial officers.

B. On November 4, 2024, except Director Shun-I Chu, Director Gordon Yang and Director Ping-Jie Chu, abstained from voting due to conflict of interest concerns. All other Board members in attendance voted in favor of the 3rd proposal for 2025 compensation projections for Zyxel Group's Chairman and managerial officers.