Operations of the Audit Committee

A total of 4 meetings of the Audit Committee were held in 2024. The attendance of independent directors is stated as follows:

Title	Name	Attendance in Person	Attendance by Proxy	Attendance Rate (%)	Remarks
Independent director (Convener)	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 Audit Committee:

I.Concerning the circumstances and other resolution not approved by the Audit Committee but approved by two-thirds or more of all directors, as referred to in Article 14-5 of the Securities and Exchange Act:

A. The circumstances referred to in Article 14-5 of the Securities and Exchange Act;

B. Any other resolution not approved by the Audit Committee but approved by two-thirds or more of all directors: none.

II. Status of independent directors' recusing themselves due to a conflict of interest: none.

III. Communication between independent directors and internal audit officers as well as independent auditors:

A. Convene the meeting with independent directors, independent auditors and internal audit officers separately at least once per year to communicate with each other on the Company's business and finance.

B. Communication between internal audit officers and independent directors:

1.Internal audit officers regularly send audit reports and tracking reports to independent directors. If the independent directors have any suggestions or questions after receiving the audit report, they will communicate with internal audit officers irregularly.

2.Internal audit officers report the annual internal audit plan and implementation to the Audit Committee quarterly.

C. Communication between independent auditors and independent directors：
Independent auditors attend the Audit Committee quarterly, report audit results, and discuss discoveries in the audit.

D. Others: In the event of major exception occurred, or matters that independent directors, internal audit officers and independent auditors consider necessary to communicate independently, meetings may be held at any time.

E. The independent directors asked the internal and independent auditors in the separate communication meeting whether they encountered obstacles during the audit process, and the auditors replied that there was no relevant matter during the audit process.

Communication between independent directors and independent auditors as well as internal audit officers in 2024:

Date	Meeting	Resolution	Opinion of All Independent Directors and the Company's Response to Independent Directors
March 4,2024	8th Meeting of 2nd Committee	Approved the change of CPA starting from the first quarter of 2024.	None of the independent directors has expressed opposition or qualified opinions.
		Approved the independent auditors' independence and competence evaluation.	
		Approved the 2023 Business report and financial statements.	
		Approved the 2023 Internal Control System Statement.	
		Approved the 2023 Earning Distribution	
		Approved for established the matters related to the exercised the employee stock options in the Fourth Quarter of 2023 converting share capital.	
		Approved the amendments to the "Audit Committee Organization Regulations".	
May 6, 2024	9th Meeting of 2nd Committee	Approved the First Quarter of 2024 consolidated financial statements.	
		Approved for established the matters related to the exercised the employee stock options in the First	

Date	Meeting	Resolution	Opinion of All Independent Directors and the Company's Response to Independent Directors
		Quarter of 2024 converting share capital.	
		Approved the reduction of the company's shareholding in a major subsidiary.	
		Approved to conduct private placement of common shares through the cash capital increase.	
		Approved to lift the non-competition restriction on Zyxel Group's directors.	
August 5, 2024	10th Meeting of 2nd Committee	Approved the Second Quarter of 2024 consolidated financial statements.	None of the independent directors has expressed opposition or qualified opinions.
		Approved for established the matters related to the exercised the employee stock options in the Second Quarter of 2024 converting share capital.	
		Approved Zyxel Group’s additional loan to the subsidiary, MitraStar Technology Corporation.	
		Approved Zyxel Group’s additional loan to the subsidiary, Zyxel Communications Corporation.	
November 4, 2024	11th Meeting of 2nd Committee	Approved the professional fees of the independent auditors retained by Zyxel Group.	
		Approved the Third Quarter of 2024 consolidated financial statements.	
		Approved for established the matters related to the exercised the employee stock options in the Third	

Date	Meeting	Resolution	Opinion of All Independent Directors and the Company's Response to Independent Directors
		Quarter of 2024 converting share capital.	
		Approved the amendment to the internal control system.	
		Approved 2025 internal audit plan.	
		Approved the amendments to the “Audit Committee Organization Regulations”.	