

Sinyi Realty Inc.
Charter of Business Ethics and Sustainable Development
Committee

Date: 2023.10.27 (Announced)

Article 1 (Basis for Establishment)

In order to actively promote the implementation of corporate ethics and sustainable development goals, the Business Ethics and Sustainable Development Committee (below, "the Committee") Charter is adopted pursuant to the "Sustainable Development Best Practice Principles" and "Corporate Governance Best Practice Principles."

Article 2 (Scope of application)

Except as otherwise provided by law and regulation or by the articles of incorporation, matters relating to the official powers of the Committee shall be handled in accordance with this Charter.

Article 3 (Composition of the Committee)

The committee is composed of at least three directors recommended by the board of directors, among whom at least half of the independent directors should participate, with the chairman of the board serving as the convener and chairperson.

The term of the Committee member, except as otherwise provided by law and regulation or this Company's articles of incorporation or bylaws, shall extend from the date of the director's selection as Committee member by the board to the date of expiration of the director's term, the director's resignation from the committee or the directorship, or the director's replacement by another director selected as Committee member by the board.

Article 4 (Functions of the Committee)

The main responsibilities of the Committee are as follows:

1. Review the Company's sustainable development direction, strategies, goals and annual plans, and formulate relevant management policies and specific promotion plans.
2. Review and supervise the implementation and effectiveness tracking of corporate ethics and sustainable development.
3. Other matters to be performed by the Committee pursuant to the resolution of the Board of Directors.
4. Revise the organizational rules of the Committee.

Article 5 (Agenda and rules of procedure)

The Committee's meeting agenda shall be drafted by the convener. The meeting

agenda shall be provided to members of the Committee in advance.

The Committee shall convene at least twice a year, such requirement shall be expressly provided in the Charter. In calling a Committee meeting, a notice setting out the reasons for the meeting shall be given to the Committee members earlier than seven days in advance of the meeting. In emergency circumstances, however, the meeting may be called on shorter notice. The meeting notice may be distributed in either written or electronic format.

When the convener goes on leave or otherwise for any reason whatsoever is unable to convene a meeting, he shall designate one of the other members of the Committee to act as the proxy, or if the convener does not designate the proxy, the members of the Committee shall nominate one person to act as the proxy.

The Committee members shall attend the Committee in person; a member who cannot attend in person may appoint another member to attend as their proxy. A proxy may accept a proxy from one person only. Attendance via tele- or video-conference is deemed as attendance in person.

The Committee member appointing another member to attend the Committee meeting in his or her place shall in each instance issue a written proxy stating the scope of authorization with respect to the reasons for the meeting.

Article 6 (Recusal system)

If any members is an interested party with respect to any agenda item, the member shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interests of the Company, the member may not participate in discussion or voting on that agenda item, and, furthermore, shall enter recusal during discussion and voting on that item and may not act as another member's proxy to exercise voting rights on that matter. Where the spouse or a blood relative within the second degree of kinship of a member, or a company which has a controlling or subordinate relation with a member, is an interested party with respect to an agenda item as described in the preceding paragraph, such member shall be deemed to be an interested party with respect to that agenda item.

The Committee may request management-level personnel of relevant departments, internal auditors, accountants, legal consultants or other personnel of the Company to attend the meeting and provide related information as required, provided such delegates shall leave upon any discussion or voting being conducted.

If the Committee is unable to make a resolution due to the provisions of Paragraph 1, it shall report to the board of directors, who will make the resolution.

Article 7 (Resolutions and meeting minutes)

Except as otherwise provided by law and regulation or by the Company's articles of incorporation and bylaws, a resolution of the Committee requires the approval of a majority of the members present at the meeting attended by two-thirds or more of all Committee members. If there is no objection after consulting the chairperson during

the voting, it will be deemed to be passed, and its validity will be the same as voting. The proceedings of a Committee meeting shall be recorded in minutes, which shall specify the following matters in detail:

1. Session, time, and place of the meeting
2. Chairperson's name
3. Attendance of members, including names and numbers of members who are present at the meeting, on leave or absent from the meeting
4. Names and titles of nonvoting delegates at the meeting
5. Name of minutes taker
6. Matters reported on
7. Matters for discussion: resolution method and result of each proposal; summary of the comments made by the members on the Committee and the experts and any other persons present at the meeting; the name of any members possibly having an interest relationship as referred to in the preceding article, the essential content of the interest, the reasons why the member was required or not required to enter recusal, and the status of the recusal; and any objections or reservations expressed at the meeting.
8. Extempore motions: Name of the mover of the motion; the resolution method and result of each proposal; summary of the comments made by the members on the Committee and the experts and any other persons present at the meeting; the name of any member possibly having an interest relationship as referred to the preceding article, the essential content of the interest, the reasons why the director was required or not required to enter recusal, and the status of the recusal; and any objections or reservations expressed at the meeting.
9. Other matters required to be recorded.

The attendance book of the meeting, and the video and audio record in the event of a videoconference convened, are an integral part of the minutes of the proceedings.

Minutes of the proceedings must be signed or sealed by the chairperson and the minute taker of the meeting, and copies thereof shall be distributed to all Committee members within 20 days after the meeting. The minutes shall be deemed important files of the Company, and shall be retained forever. Preparation and distribution of the minutes of the proceedings may be done electronically.

When making a resolution, the Committee shall fully consider the opinions of each member. If they have any objections or reservations, they shall be recorded in the minutes.

Article 8 (Recruitment of experts)

The Committee may resolve to retain the service of sustainability consultant, an attorney, certified public accountant, or other professionals to provide advice or attend with respect to matters in connection with Article 4. The costs of their services shall be borne by the Company.

Article 9 (Information Disclosure)

The Company shall disclose the Charter and the operation of the Committee in the annual report, on the Company website, or through the Market Observation Post System.

Article 10 (Enforcement)

The Charter will be implemented after adoption by resolution of the Board of Directors, same as amendment.