

## **DARWIN PRECISIONS CORPORATION**

### **Rules for the Election of Directors (the “Rules”)**

Adopted by the regular shareholders meeting resolution on June 11, 2025

Article 1: Unless otherwise provided in applicable laws and regulations, the Rules specified herein shall govern the election of the Company’s directors.

Article 2: The Company’s directors shall be elected at the Shareholders’ Meeting.

Article 3: In election of the Company’s directors, each share is entitled to the voting rights equivalent to the number of directors to be elected. The voting rights may be concentrated to one candidate or be allocated among several candidates.

Article 4: The election of Directors shall adopt a candidate nomination system, and the shareholders shall elect the directors from among the nominees listed in the roster of director candidates, and such number shall be in compliance with the number of positions for director set forth in the Articles of Incorporation. The candidates who receive the most voting rights for the position of director shall win the election and the voting rights received shall be ranked separately to determine the Director-Elect and Independent Director-Elect.

If two or more candidates receive the same number of voting rights, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any candidate not in attendance.

The election of independent directors and non-independent directors shall be held together, but the voting rights received shall be ranked separately to determine the Director-Elect and Independent Director-Elect.

Article 5: The convener shall prepare separate ballots for directors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 6: At the beginning of the election, the chair shall appoint a number of monitoring persons with shareholder status and a number of counting persons to perform the respective duties of votes.

Article 7: The ballot boxes shall be prepared by the convener and publicly checked by the vote monitoring personnel before voting commences.

Article 8: A ballot is invalid under any of the following circumstances:

- i. The ballot was not prepared by a person with the right to convene.
- ii. A blank ballot is placed in the ballot box.
- iii. The writing is unclear and indecipherable or has been altered.
- iv. The candidate whose name is entered in the ballot does not conform to the director candidate list.
- v. Other words or marks are entered in addition to the number of voting rights allotted.
- vi. When two or more candidates are filled on the same ballot.

- Article 9: When the total number of voting rights casted for the candidates is less than the number of voting rights held by the electors, the reduced number shall be regarded as abstention.
- Article 10: The voting rights shall be calculated on site immediately after the end of the poll and the results of the election shall be announced by the chair.  
The Company shall issue notifications to the persons elected as directors separately after the shareholders' meeting.
- Article 11: The Rules and any amendment thereof shall become effective after approval by the Shareholders' Meeting. The Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.  
Any matters not specified in the Rules shall be handled in accordance with the Company Act and other relevant laws and regulations.