

**MediaTek Inc.**  
**Remuneration Committee Charter**

**1. Establishment and Purpose**

For the purpose of strengthening corporate governance and establishing a complete remuneration system for the directors and executives of MediaTek Inc. (the "Company"), the Company's Remuneration Committee (the "Committee") Charter (the "Charter") is set forth herein pursuant to Article 3 of the Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded Over the Counter.

**2. Scope**

The Charter sets out the composition, number, terms of service, duties and authorities of the Committee members (the "Members") as well as the procedural requirements of meetings and the resources that shall be provided by the Company for the Committee to exercise its duties.

**3. Composition, Number, and Terms of Service of the Members**

The Members are appointed by the board of directors (the "Board") and the Committee shall consist of no fewer than three Members. If the Company has elected independent directors as required by law, there should be at least one independent director sitting on the Committee.

The terms of service of the Members shall be the same as the terms of service of the Board approving such Members.

If a Member is relieved of his/her duties for any reason, a replacement shall be appointed at the next Board meeting; if a Member is relieved of his/her duties, and his or her absence results in there being less than three Members in the Committee, the Company shall call a Board meeting within three months of the date of the Member's discharge for the purpose of approving the appointment of a replacement.

Company shall announce any appointments of or changes to the Members on the information reporting website designated by the competent authorities within two days of the date of the appointment or change.

Members shall hold professional qualifications and be independent as required by law.

**4. Duties and Authorities**

The Members shall exercise the duty of care and duty of loyalty of a good

administrator in good faith in his or her performance the duties and authorities set forth below, and submit the Committee's recommendations to the Board:

- (1) Devise and regularly review the performance evaluation of directors and executives, and the remuneration and benefit policies, rules, standards, and structure.
- (2) Regularly assess and devise the remuneration and benefit for directors and executives.

The aforementioned remuneration and benefit in the preceding paragraph includes cash compensation, stock options, employee bonus shares, retirement or termination benefits, and a variety of benefits and other substantial incentives. The scope and range shall be consistent with the remuneration for directors and executives set out in the Regulations Governing Information to be Published in Annual Reports of Public Companies.

When exercising its duties and authorities, the Committee shall observe the following principles:

- (1) Performance evaluation and remuneration for directors and executives shall be made in reference to industry standard and take into account personal performance, the Company's business performance, and rational connections with future risks.
- (2) The Committee shall not encourage directors and executives to exceed the Company's risk appetite in pursuit of compensation.
- (3) Decisions on short term performance bonus percentage and the timing of variable pay for directors and executives shall take into account industry characteristics and business nature of the Company.

When discussing the Committee's recommendations, the Board shall collectively consider the amount and payment method of remuneration, the Company's future risks and other factors.

The Committee shall submit its decisions to the Board for approval as required by the Board.

If the Board decides not to accept or decides to amend the Committee's recommendations, the decision shall be supported by a majority vote of the directors present at the board meeting attended by at least two-thirds of the directors. The decision shall also specify the overall consideration and explain in detail whether the approved remuneration is more favorable than the Committee's recommendations.

If the remuneration approved by the Board is more favorable than the Committee's recommendations, the differences and the reasons shall be listed in the minutes of the Board and announced on the information reporting website as designated by the competent authorities within two days of the Board' approval.

## **5. Calling meetings**

The Committee shall meet at least twice a year.

In calling a meeting of the Committee, a notice setting forth therein the subject(s) to be discussed at the meeting shall be given to each Member no later than seven days prior to the scheduled meeting date. However, exceptions apply in the case of emergencies.

If the Company has elected independent directors as required by law, at least one independent director shall sit on the Committee and the Members shall vote for an independent director to be the convener and chairperson of the Committee. In the absence of an independent director, the Members are to elect a convener and chairperson from among themselves. In case the convener is absent or can not call a meeting, the convener may appoint another independent director to act on his/her behalf. If another independent director is not available, the convener may appoint another Member to act on his/her behalf. In the absence of an appointment by the convener, the other Members may elect one Member from among themselves to act on the convener's behalf.

The Committee may invite the directors, executives of relevant departments, internal auditors, accountants, legal advisers, or other personnel to attend the meetings and provide necessary information, provided that they shall leave the meeting when deliberation and voting take place.

## **6. Procedural Requirements of Meetings**

The convener is responsible for coordinating the Committee's agenda and other Members may provide proposals for discussion.

The Members shall be provided with the agenda prior to a meeting.

When the Committee is convened, the Company shall have a meeting attendance sheet in place to record the attending Members for future reference.

The Members shall attend the meetings of the Committee in person. In case a Member is unable to be present in person, he/she may appoint another Member to act on his/her behalf. A Member attending via video conference is considered to be present in person.

In case a Member of the Committee appoints another Member to attend a meeting of the Committee on his/her behalf, he/she shall each time issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting.

A Member may accept the appointment to act as the proxy referred to in the preceding Paragraph of one other Member only.

A resolution of the Committee requires the support of a majority vote. If there is no objection in response to an inquiry by the chairperson during a voting process, the proposal is considered to be approved and is as valid as if passed by a vote. Voting results shall be announced immediately and recorded.

#### **6-1. Recusal**

When a meeting of the Committee will discuss the remuneration of any Member of the Committee, it will be clearly stated at the meeting. If there is likely to be any prejudice to the interests of the Company, that Member shall not participate in the discussion or voting and shall enter recusal during the discussion and voting. Such Member shall not act as another Committee Member's proxy to exercise voting rights on that matter, either.

#### **7. Meeting Minutes**

All meetings of the Committee shall be recorded in the meeting minutes, which shall include detailed accounts of the following:

- (1) The session, time and location of a meeting.
- (2) The name of the chairperson.
- (3) Member attendance, including the names and number of the Members who are attending, on leave, and absent.
- (4) The names and titles of those present.
- (5) The name of the person recording the meeting.
- (6) Items to report.
- (7) Items to discuss: Resolutions methods and results of proposals, the name of any Member whose own remuneration comes under discussion, the content of the discussion about the Member's remuneration, and the specifics regarding recusal of the Member pursuant to Article 6-1 above, and objections or reserved comments made by the Members.
- (8) Extemporaneous motions: The name of the proposing Member, resolutions methods and results of the proposal, summary of comments made by the Members, experts, and other personnel; the name of any Member whose own

remuneration comes under discussion, the content of the discussion about the Member's remuneration, and the specifics regarding recusal of the Member pursuant to Article 6-1 above; and objections or reserved comments made by the Members.

(9) Other necessary information to be kept on file.

If any objection or reserved comment is made with regard to a resolution of the Committee on file or in writing, in addition to being recorded in the meeting minutes, it shall be announced on the information reporting website designated by the competent authorities by the Company within two days of the date of occurrence.

The Committee's attendance sheet constitutes a part of the meeting minutes.

The meeting minutes shall be affixed with the signature or seal of the chairperson and the person recording the meeting, and distributed to the Members within twenty days after the close of the meeting. The meeting minutes shall also be submitted to the Board and classified as important documents to be stored for a period of five years.

Prior to the expiration date of the storage period in the preceding paragraph, if a lawsuit has been instituted with respect to the Committee, the meeting minutes shall be kept by the Company until the legal proceedings of the said lawsuit have been concluded.

The preparation and distribution of the meeting minutes in the first paragraph may be effected by means of electronic transmission.

The video of a video conference meeting of the Committee constitutes a part of the meeting minutes.

## **8. Resources Provided by the Company**

The Committee may, upon the resolution of the Committee, commission lawyers, accountants, or other professionals to perform necessary audits or provide consulting services with respect to matters related to the Committee's exercise of authorities hereunder. The expenses are to be paid by the Company.

## **9. Implementation of Resolutions**

The implementation and subsequent procedures of a resolution of the Committee may be delegated to the convener or other Members, who will submit written reports to the Committee during the period of implementation and shall submit further reports for recognition or reporting in the next meeting of the Committee when necessary.

## **10. Effect of the Charter**

The Charter shall be approved by the Board. Any future amendment shall follow the same procedure.