

Realtek Semiconductor Corporation Rules for Election of Directors
(Translation)

- Article 1 Except as otherwise provided by law and regulation or by the Company's articles of incorporation, elections of directors shall be conducted in accordance with the rules.
- Article 2 The Company's directors shall be elected by adopting a candidate nomination system. The overall composition of the board of directors shall be taken into consideration in the selection of this Company's directors. board members as a whole shall have the necessary knowledge, skill, and experience to perform their duties, such as judgments about operations, accounting and financial analysis, business management, crisis management, knowledge of the industry, international market perspective, Leadership and decision-making, and so on.
- Article 3 The cumulative voting method shall be used for the Company's election of the directors. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates. Shareholders may exercise voting rights by electronic or correspondence means for the Company's election of directors. Shareholders
Shareholders who exercise his/her votes by way of electronic means shall exercise voting rights on the electronic voting platform designated by the Company.
- Article 4 The number of directors for the election shall be in accordance with the Company's articles of incorporation and approved by the board of directors. The election of independent directors and non-independent directors shall be held together, provided the elected number of independent directors and non-independent directors shall be calculated separately. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

The number of votes under the preceding paragraph shall be calculated by adding the number of votes cast on site at the shareholders' meeting plus the number of votes cast by electronic voting.

Article 5 The board of directors shall prepare separate ballots for on site voting at the shareholders' meeting in numbers corresponding to the directors 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 Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel.

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

Article 8 If a candidate is a shareholder, the voter shall fill in the candidate's account name and shareholder account number in the candidate space of the ballot; if a candidate is not a shareholder, the voter shall fill in the candidate's name or name and ID number or uniform number. However, if a government agency or juristic person shareholder is a candidate, the candidate space of the ballot shall be filled in with the name of the government agency or juristic person, or the name of the government agency or juristic person and its representative; if there are several representatives, the name of the representatives shall be separately filled in.

Article 9 A ballot is invalid under any of the following circumstances:

1. The ballot was not prepared by the Company in accordance with the rules.
2. The ballot is not placed in the ballot box.
3. A blank ballot is placed in the ballot box.
4. The candidate name entered in the ballot does not conform to the roster of nominated candidate in accordance with the article 2 of the rules, or the number of selected candidates entered in the ballot exceeds the allowed number.

5. The candidate space which shall be filled in is incompleted, wrong, altered, illegible handwriting, or combined with other marks, pictures and texts.

6. The total number of voting rights voted exceeds the total number of voting rights held by the voters.

Article 10 The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chair on the site.

Article 11 The ballots of on site voting and the data of electronic voting for the election shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year by the Company. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 12 The board of directors of the Company shall issue notifications to the persons elected as directors.

Article 13 The rules, and any amendments hereto, shall be implemented after approval by a shareholders' meeting.