

TAIWAN COGENERATION CORPORATION 2023 Annual General Meeting of Shareholders Minutes

Time and Date: 9:00 a.m., Monday, Jun 26,2023

Place: 1F, No. 392, Ruiguang Road, Neihu District, Taipei, Taiwan, International Convention Hall

Total outstanding TCC shares: 345,522,782 shares Total shares represented by shareholders present: 589,048,595 shares Percentage of shares held by shareholders present: 58.65%.

Director present: Shun-i Huang(Chairman), Han-Shen Li(Independent Director, the Convener of Audit Committee), Ji-sheng Ye (Independent Director), Jenn-Yeong Wang, Jao-Hua Hsu, Sheng-jun Wang, Fu-Ging Hong, Wen-bin Li, Yi-hsien Chen

Attendees: Chao-Mei Chen (CPA), Patrick Marros Chu (Attorney-at law)

Chairman: Shun-i Huang, the Chairman of the Board of Directors

Recorder: Hsi-Shun Wang

1. Report on the number of shares attended the meeting (listed above)

2. Calling the meeting to order.

3. Chairman's address(Omitted)

4. Report matters

- (1) 2022 Business Report. Explanation: Please refer to the 2022 Business Report in Annex 1 of the AGM Handbook.
- (2) Audit Committee's report on the 2022 Financial Statements. Explanation: Please refer to Audit Report of the Audit Committee in Annex 2 of the AGM Handbook.
- (3) Status report of the Corporation's endorsements and/or guarantees for others. Explanation: The endorsements and/or guarantees offered for others by the Corporation by 31 December 2022 are as follows:

We provided a guarantee of NT\$204 million for sub-subsidiary Chingshuei Geothermal Power Corporation to raise a loan of NT\$400 million from the bank, which required the Corporation to be the joint guarantor based on our stake of 51%. Chingshuei's actual loan was NT\$356 million with Corporation's guaranteed amount of NT\$182 million applied.

(4) Status report on the compensations for employees and remunerations for directors of 2022.

Explanation

- 1) With respect to Article 36 of the Articles of Incorporation: “Should there be profit after the annual closing of books, no less than 0.5% shall be appropriated as the reward for employees and not more than 1% as the reward for directors, and the ratio of appropriation of the latter shall not be higher than that of the former.”
- 2) The 2022 income was NT\$952,166,028 (net income before tax after deducting the compensation for employees and remuneration for directors). NT\$30,045,922 and NT\$9,521,660 were appropriated in cash as the compensation for employees and remuneration for directors respectively. These amounts accounted for 3.16% and 1% of the 2022 profit respectively, comply with the Corporation’s Articles of Incorporation. If elimination of the effects on net income after tax of IPP_IFRS with respect to the dividend distribution to adjust the balance of legal and special reserves at NT\$1,001,530,721 the appropriation rate was about 3% and 0.95% respectively.
- 3) The amount of distribution resolved above is the same as recognized in the 2022 expenses.

(5) To report 2022 directors’ monetary compensation.

Explanation:

- 1) The distribution of directors’ monetary compensation is handled in accordance with Article 36 “If there is a profit after the annual closing of books, the Corporation shall appropriate no less than 0.5% as compensations for employees and not more than 1% as remunerations for directors, and the ratio of appropriation of the latter shall not be higher than that of the former.” and Article 38 “The board of directors is authorized to discuss and determine the remunerations for directors according to their involvement in the Corporation’s operations, their contributions to the Corporation, and the general level in the same industry. Directors may claim travel allowance each month. The board of directors shall determine the amount of the travel allowance.”
- 2) The 2022 payments to the directors of the Corporation include rewards, Directors’ remunerations and expenses for business practice. The content and amount of the individual remuneration are as follows:
 - a. Rewards: According to the amount approved by the board of directors (1) General directors: None, (2) Independent directors: NT\$30,000/month. Independent directors also act as members of the Remuneration Committee, Audit Committee, Nomination Committee, and other functional committees; They assume more responsibilities, risks, and time than general directors; therefore, the board of directors has resolved to award them with higher remuneration than general directors taking into account their contribution to the Corporation.
 - b. Directors’ remunerations: According to the Articles of Incorporation, the earnings, if any, shall be applied to pay director remuneration for an amount not more than 1% of the earnings; also, the director remuneration rate shall not be higher than the employee compensation rate. The director remuneration was NT\$9,521,660 in 2022, remunerated individually in accordance with “Rules for Performance Evaluation of Board of Directors”.
 - c. Expenses for business practice:
 - Travel expenses: According to the resolution of the board of directors it shall be NT\$20,000/month for General Directors (excluding the Chairman) and Independent Directors.
 - Attendance allowance: Attendance allowance for an amount of

NT\$5,000/time shall be paid to the attendants of the board meeting, functional committees meeting, and communication meetings with independent auditors, etc.

- 3) Please refer to page 19 Annex 3 of the AGM handbook for the remuneration to general directors and independent directors of the Corporation in 2022 in detail.

5. Adoptions of proposals

Proposal 1 Proposed by the BOD

Cause of action: Adoption of 2022 Business Report and Financial Statements.

Explanation

- (1) The 2022 financial statements, including the Statement of Financial Position, Statement of Comprehensive Income, Statement of Changes in Equity, and Statement of Cash Flows, have been audited and certified by CPA Zhao-Mei Chen and CPA Cheng-Chuan Yu of Deloitte Taiwan with an audit report issued.
- (2) Please refer to the Business Report, Financial Statements, and CPA Audit Report in Annex 1 and Annex 4 of the AGM Handbook.

Voting Results including votes casted electronically (numbers in brackets): Votes in favor: 336,334,814 votes (65,937,186 votes), Votes against 168,928 votes (168,928 votes), Votes abstained: 9,019,040 votes (8,174,853 votes), Votes in favor % of the total represented share present 97.34%.

Resolved, that the above proposal be and hereby was ratified as submitted.

Proposal 2 Proposed by the BOD

Cause of action: Adoption of the proposal of 2022 Dividend Distribution.

Explanation

- (1) After off-set the defined benefit plan remeasurement amount adjusted to the retained earnings for an amount of NT\$40,002,070 in early 2022, added to the adjusted retained earnings according to the equity method for an amount of NT\$11,504,822, the final adjusted retained earnings amounted to NT\$51,506,892.
- (2) With respect to the Corporation's Articles of Incorporation, the said adjusted undistributed earnings were NT\$51,506,892. By adding the 2022 net income of NT\$906,774,236, an amount of NT\$91,827,906 was appropriated as the legal reserve, then make provision of NT\$14,129,372 as special reserve against the negative value of other equities, and reverting the special reserve of NT\$200,713,763 (after deducting 10% legal reserve) (note) based on the effects adjusted according to the IPP_IFRS, the total amount of distributable earnings was NT\$1,053,037,613.
- (3) Appropriate cash dividend NT\$618,501,025 (NT\$1.05/share), stock dividend NT\$412,334,050 (NT\$0.7/share), totaling NT\$1,030,835,075 at NT\$1.75 per share.
- (4) Upon the approval of the annual general meeting of shareholders, it is proposed that the board of directors be authorized to resolve the ex-rights and ex-dividend date and distribute dividends to shareholders registered in the list of shareholders by the record date according to the shares each shareholder actually holds. If the number of the outstanding shares is changed due to cash capital increase or other circumstances that affects dividend payout ratio, it will be proposed to the shareholder's meeting to authorize the Chairman to deal with relevant changes.
- (5) For fractional shares, cash will be distributed instead. The Chairman will designate specific persons for purchase of these by cash at par value. (Employee Welfare

Committee of the Corporation).

(6) Please refer to page 39 Annex 5 of the AGM Handbook.

(Note: As the effects adjusted according to IPP_IFRS in 2022 were a negative value, the amount was reversed and distributed according to the special reserve appropriated independently in one year before last year.)

Voting Results including votes casted electronically (numbers in brackets): Votes in favor: 336,357,106 votes (65,959,478 votes), Votes against 168,926 votes (168,926 votes), Votes abstained: 8,996,750 votes (8,152,563 votes), Votes in favor % of the total represented share present 97.34%.

Resolved, that the above proposal be and hereby was ratified as submitted.

6. Discussion matters Discussion

proposal (1) Proposed by the BOD

Cause of action: Corporation's shares issued for stock dividends of common stock.

Explanation:

- (1) In order to enrich working capital for the requirements of significant capital expenditures, the Corporation plans to appropriate NT\$412,334,050 from the earnings in 2022 to issue 41,233,405 ordinary shares for Stock dividends of Common Stock with a par value of NT\$10 per share.
- (2) Terms and conditions of issuance:
 - 1) The 41,233,405 shares for Stock dividends of Common Stock shall be issued as dematerialized shares with the same rights and responsibilities as the existing shares.
 - 2) The issuance shall be allocated in accordance with the shareholders and their shareholding percentages in shareholders' register on the ex-right reference date, with the issuance ratio of 70 bonus shares for each 1,000 shares, and the issuance of fractional shares less than 1 share shall be allocated with cash (round off in NT\$), and the shares shall be subscribed by the specified people contacted by the chairman of the board of directors according to the par value of the shares.
- (3) The capital increase shall be approved by shareholders meeting, submitted to competent authority for approval, then the board of directors shall set the ex-right reference date. If the outstanding share quantities are affected by the causes such as cash capital increase, resulting in the change of issuance allocation for shareholders, it is proposed that the shareholders meeting may authorize the chairman of board of directors to deal with full responsibilities.

Voting Results including votes casted electronically (numbers in brackets): Votes in favor: 335,806,698 votes (65,409,070 votes), Votes against 161,186 votes (161,186 votes), Votes abstained: 9,554,898 votes (8,710,711 votes), Votes in favor % of the total represented share present 97.18%.

Resolved, that the above proposal be and hereby was ratified as submitted.

Discussion proposal (2) Proposed by the BOD

Cause of action: Amendment to Articles of Incorporation.

Explanation:

- (1) It is intended to amend 7th, 16th and 33rd Articles of Incorporation as follows:
 - 1) Article 7: For Corporation's future business development, it is proposed to increase the total capital amount from NT\$8,000,000,000 (800,000,000 shares) to NT\$10,000,000,000 (1,000,000,000 shares).
 - 2) Article 16: The Corporation holds physical shareholders meeting currently, while in accordance with the latest amended Article 172-2 of Company Act "A company may explicitly provide for in its Articles of Incorporation that its shareholders' meeting can be held by means of visual communication network or other methods promulgated by the central competent authority.", it is intended to add the relevant regulations for visual communication network, and the Corporation may hereafter holds shareholders meeting by means of physical or visual communication network, so as to raise the shareholders' willingness to the shareholders meeting and strengthen corporate governance.
 - 3) Article 33: In accordance with the amended naming of Corporation's authorization measures for division heads, it is proposed to change the "division heads" to "department/division heads".
- (2) Please refer to page 44~45 Annex 6 of the AGM handbook for the amendments made to Articles of Incorporation.

Voting Results including votes casted electronically (numbers in brackets): Votes in favor: 331,560,078 votes (61,162,450 votes), Votes against 4,230,610 votes (4,230,610 votes), Votes abstained: 9,732,094 votes (8,887,907 votes), Votes in favor % of the total represented share present 95.95%.

Resolved, that the above proposal be and hereby was ratified as submitted.

Discussion proposal (3) Proposed by the BOD

Cause of action: Amendment to the Shareholders Meeting's Rules of Procedure.

Explanation:

- (1) Shareholders meeting may be held by means of visual communication network or other methods promulgated by the central competent authority in accordance with Article 172-2 of Company Act and processed in accordance with examples in the official letters Tai-Zheng-Zhi-Li-Zi NO. 11100042501 on Mar./08/2022 and Tai-Zheng-Zhi-Li-Zi NO. 11200041671 Amendment to "the Shareholders Meeting's Rules of Procedures of OO Corporation Limited" on Mar./17/2023 issued by TWSE.
- (2) Please refer to page 46~63 Annex 7 of AGM handbook for the amendments made to "the Shareholders Meeting's Rules of Procedure" for Corporation.

Voting Results including votes casted electronically (numbers in brackets): Votes in favor: 335,641,562 votes (65,243,934 votes), Votes against 242,141 votes (242,141 votes), Votes abstained: 9,639,079 votes (8,794,892 votes), Votes in favor % of the total represented share present 97.14%.

Resolved, that the above proposal be and hereby was ratified as submitted.

Discussion proposal (4) Proposed by the BOD

Cause of action: Amendment to Loaning, Endorsements and Guarantees Operating Procedure.

Explanation:

- (1) This amendment is made in accordance with the attachment in official letter Tai-Zheng-Shang-Yi-Zi NO. 1121800470 "Summary Table for Common Deficiencies from the Financial Report Reviews of Listed Companies in 2022" on Feb./18/2023 issued by

TSWE.

(2) Please refer to page 64~65 Annex 8 of AGM handbook for the amendments made to “Loaning, Endorsements and Guarantees Operating Procedures” for Corporation.

Voting Results including votes casted electronically (numbers in brackets): Votes in favor: 335,637,420 votes (65,239,792 votes), Votes against 298,686 votes (298,686 votes), Votes abstained: 9,586,676 votes (8,742,489 votes), Votes in favor % of the total represented share present 97.13%.

Resolved, that the above proposal be and hereby was ratified as submitted.

7.Election matters

Proposed by the BOD

Proposal: Election for board of directors.

Explanation:

- (1) The term of the 11th board of directors shall expire on Jun./29/2023, and will have to elect new directors in the 2023 regular shareholders meeting according to the law.
- (2) According to 1st Paragraph of 23rd Articles of Incorporation, “The Corporation shall have thirteen (13) directors, including a minimum of three independent directors and one fifth of all seats, elected by the meeting of shareholders among competent shareholders.” 13 directors shall be elected this time, including 3 independent directors; also according to Paragraph 2 of the same Article, “The candidate nomination system shall apply to the directorial election which includes both directors and independent directors, with separate calculation of seats. Shareholders shall elect directors from the nominees.”. The director election shall adopt candidate nomination system, and the shareholders will vote from the candidate list.
- (3) Term of office of newly elected 12th Corporate directors shall be three years from Jun./30/2023 to Jun./29/2026.
- (4) Please refer to the next page for nomination list of 12th director candidates.

TAIWAN COGENERATION CORP.

Nomination List of Dependent and Non-dependent Directors for 2023 Shareholders Meeting

NO.	Title	Name	Education	Career	Current position	Share held
1	Director	Taiwan Power Company representative: Shun-I Huang	Master of EE, Cornell University	Chairman of TERTEC Operation Director of Taiwan Power Company	Chairman of TAIWAN COGENERATION CORP.	162,954,279 shares
2	Director	Taiwan Power Company representative: Jenn-Yeong Wang	Master of Accounting, National Taiwan University	Chairman of Star Energy Power Corporation Chief Engineer of Taiwan Power Company	VP of Taiwan Power Company	
3	Director	Taiwan Power Company representative: Sheng-Jen Hsiao	Doctor of EE, National Kaohsiung University of Science and Technology	Chief Engineer of Taiwan Power Company Chairman of Star Energy Power Corporation	VP of Taiwan Power Company	
4	Director	Taiwan Power Company representative: Ming-Teh Chiang	Master of Energy and Refrigerating Air-conditioning Engineering, National Taipei University of Technology	Nuclear and Fossil Power Project Deputy Director/Director of Taiwan Power Company	VP of Taiwan Power Company	
5	Director	Taiwan Power Company representative: Tien-Ho Kuo	Master of EE, National Cheng Kung University	Power Generation Director, Talin Plant Director of Taiwan Power Company	VP of Taiwan Power Company	
6	Director	Taiwan Power Company representative: Ching-Hung Cheng	Master of Civil Engineering, National Taiwan University	Chief Administrator, Corporate Planning Director of Taiwan Power Company	Chief Engineer of Taiwan Power Company	
7	Director	TECO Electric & Machinery Co., Ltd representative:	Chemical Engineering, National Tsing Hua University	Intelligence BU President, TECO Electric & Machinery Co.,	Intelligence BU President, TECO Electric &	

		Sung-pin Chang		Ltd	Machinery Co., Ltd	
NO.	Title	Name	Education	Career	Current position	Share held
8	Director	Formosa Heavy Industries Corporation representative: Gu-Chuan Tsiou	Master of Power Mechanical Engineering, National Tsing Hua University	Senior Manager, Formosa Heavy Industries Corporation	Senior Manager, Formosa Heavy Industries Corporation	9,060,384 shares
9	Director	Yuanjun Investment Ltd. Representative: Sheng-Chun Wang	MBA, Boston University	Person-in-charge, Yuanjun Investment Ltd.	Person-in-charge, Yuanjun Investment Ltd.	345,000 shares
10	Director	Jiansheng Investment Co. Ltd. representative: Kuo-Hsiang Chao	Department of Architecture, TungHai University	President of Tongwei Construction	President of Tongwei Construction	15,719,000 shares
11	Independent director	Han-Shen Li	Department of Business Administration, Tamkang University	President of Taiwan Power Company Chairman of Power Retired Staff Association	Independent Director of TAIWAN COGENERATION CORP.	0 share
12	Independent director	Ji-Sheng Ye	Department of Law, National Taiwan University	Person-in-charge of JiSheng Ye Law Firm Independent Director of TTL	Person-in-charge of Ji-Sheng Ye Law Firm	0 share
13	Independent director	Jiann-Fuh Chen	Doctor of EE, National Cheng Kung University	Associate Dean, College of Electrical Engineering and Computer Science, National Cheng Kung University Independent Director of Power Master International Investment Holdings Co., Ltd.	Distinguished Professor of Electrical Engineering, National Cheng Kung University	0 share

**Voting Results:
Director**

Stock or ID No.	Name	Votes	Elected or not
1	Taiwan Power Company representative: Shun-I Huang	486,079,775	Yes
1	Taiwan Power Company representative: Jenn-Yeong Wang	305,086,302	Yes
1	Taiwan Power Company representative: Sheng-Jen Hsiao	303,156,495	Yes
1	Taiwan Power Company representative: Ming-Teh Chiang	302,221,875	Yes
1	Taiwan Power Company representative: Tien-Ho Kuo	301,479,217	Yes
1	Taiwan Power Company representative: Ching-Hung Cheng	300,363,708	Yes
151737	Jiansheng Investment Co. Ltd. representative: Kuo-Hsiang Chao	298,328,079	Yes
132204	Yuanjun Investment Ltd. Representative: Sheng-Chun Wang	296,343,308	Yes
5	TECO Electric & Machinery Co., Ltd. representative: Sung-pin Chang	294,905,095	Yes
10	Formosa Heavy Industries Corporation representative: Gu-Chuan Tsiou	292,539,652	Yes

Independent director

Stock or ID No.	Name	Votes	Elected or not
T1017xxxxx	Han-Shen Li	368,284,124	Yes
F1208xxxxx	Ji-Sheng Ye	366,282,818	Yes
N1036xxxxx	Giann-Fuh Chen	364,584,476	Yes

8. Other matters Proposal:

Proposed by BOD

Cause of action: Relief of the non-competition clause for newly elected Directors.

Explanation:

- (1) With respect to paragraph 1, Article 209, Company Act: When engaging in business for themselves or others within the scope of business of the company where they work, directors shall report the important contents of such business and apply for permission to the meeting of shareholders.
- (2) When a newly elected director of the Corporation is concurrently a director representing another company, or invests in or runs a company with the scope of business similar to that of the Corporation as the director of that company, we propose to relieve the non-compete restriction on such directors.
- (3) List of directors requiring relief of the non-compete restriction:

Title	Name	Relief of Non-Compete Restriction
Corporate director	Taiwan Power Company	Director of Bengalla Mining Company and Bengalla Coal Sales Company Pty. Limited Director of Penghu Renewable Energy Co., Ltd
Director	Jenn-Yeong Wang, Sheng-Jen Hsiao, Ming-Teh Chiang, Tien-Ho Kuo, Ching-Hung Cheng	Executives of Taiwan Power Company
Corporate director	Formosa Heavy Industries Corporation	Director of Hwa Ya Power Corporation
Director	Gu-Chuan Tsiou	Executive of Formosa Heavy Industries Corporation
Corporate director	TECO Electric & Machinery Co., Ltd	Director of Tongan Renewable Energy Co., Ltd Director of Anneng Renewable Energy Co., Ltd
Director	Sung-pin Chang	Executive of TECO Electric & Machinery Co., Ltd Director of Tongan Renewable Energy Co., Ltd Director of Anneng Renewable Energy Co., Ltd

Voting Results including votes casted electronically (numbers in brackets): Votes in favor: 312,812,874 votes (42,423,246 votes), Votes against 22,680,257 votes (22,680,257 votes), Votes abstained: 10,029,651 votes (9,177,464 votes), Votes in favor % of the total represented share present 90.53%.

Resolved, that the above proposal be and hereby was ratified as submitted.

9. Extemporaneous motions (Questions raised by the shareholders and the management's

responses were below)

Shareholder account number 32148 spoke:

The Philippine Department of Energy has suspended the licensing of new coal-fired power plants at the end of 2020, and instead promotes renewable energy. Your company and RP Energy's investment in a new coal-fired power plant in Subic Bay has been suspended for more than 2 years. Due to the accelerated rate of warming, the world is currently undergoing To expand green energy investment, is your company still waiting for approval for investment in coal-fired power plants? Are you evaluating investment in renewable energy-related targets in the country, or does the company have other plans?

The chairman designated the general manager to reply:

In this case, in response to the global net-zero carbon emissions trend, the Philippine government has suspended the development of coal-fired power plants. Currently, RP Energy is evaluating the direction of converting to gas-fired power plants. However, due to the high uncertainty of converting to a gas-fired power plant, the company has considered the effective use of funds and avoiding investment losses, and has evaluated and formulated an exit mechanism, which will be carried out in order to protect the rights and interests of shareholders. As for the plant site, due to considerations such as hinterland restrictions and investment costs in transmission and distribution lines, it is not economically feasible to install renewable energy sources; the company currently has no new overseas investment cases.

Shareholder account number 38575 spoke:

This year, the company will handle a cash capital increase in 2011 and the issuance of new shares through surplus capital increase, which will increase the total paid-in capital by about 25%. Please explain the impact of the increase in share capital on 2012 and future profits; the profit in the first quarter of this year reached 1.15 per share. Yuan, whether it is a normal performance. In addition, a rare waste heat boiler fire accident occurred in the Xingyuan Electric Power Company in which it invested. It is recommended that Taipower Company appoint a director who is an expert in power plant operations to provide relevant

professional assistance to reduce the occurrence of such incidents.

The chairman designated the general manager to reply:

In order to improve the financial structure and raise the funds needed to invest in private power plants, land-based wind power, fishery and electricity symbiosis, common booster stations and surface photovoltaics, the company has implemented cash capital increase and capital increase from surplus. The increase in share capital will of course dilute the dividend. , but the company will use this capital to plan the most effective use and investment in order to increase future revenue and profits. In addition, the profit of 1.15 yuan per share in the first quarter was not only due to the company's stable profits, but also due to the reinvestment in private power plants in the first quarter. Due to the increase in dispatching by Taipower Company and the increase in natural gas prices compared with the budget, Xingyuan Electric Power recognized waste heat in advance. It is caused by the income from boiler accident insurance claims and the extension benefits recognized by Senba Electric Power from Liyuanhui, etc. However, this part should be an unusual favorable factor.

The Chairman added:

Regarding the fire accident in the waste heat boiler that the company invested in Xingyuan Electric Power Company, the company's former chairman Zhang took the relevant responsibility and resigned. Under the supervision and assistance of Taipower and the company, the accident was repaired ahead of schedule and the company added the power supply. The experience and improvement measures gained from this accident will be carried out in parallel to other power plants invested in to prevent similar incidents from happening again.

The above inquiries have been explained by the chairman and answered by the general manager, and shareholders have been fully informed.

10.Adjournment: 10:24a.m. There being no other motions, the meeting was adjourned