

Shuttle Inc.

Audit Committee Charter

Adopted by the board on April 18, 2024

Article 1 (Purpose and Basis)

To implement corporate governance, these Rules Governing the Organization of the Audit Committee of the Company (hereinafter referred to as the “Rules”) are adopted in accordance with Article 3 of the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies, to serve as the operational guidelines for the Audit Committee of the Company (hereinafter referred to as the “Committee”).

Article 2 (Composition)

Matters concerning the number, term of office, powers, rules of procedure for meetings, and resources to be provided by this Corporation when the Audit Committee ("the Committee") exercises its powers shall be handled in accordance with this Charter.

Article 3 (Operations of the Committee)

The main function of the Audit Committee is to supervise the following matters:

1. Fair presentation of the financial reports of this Corporation.
2. The hiring (and dismissal), independence, and performance of certificated public accountants of this Corporation
3. The effective implementation of the internal control system of this Corporation.
4. Compliance with relevant laws and regulations by this Corporation.
5. Management of the existing or potential risks of this Corporation.

Article 4 (Composition, Numbers of Members, and Terms of Office of the Committee)

The Committee shall be composed of the entire number of independent directors. It shall not be fewer than three persons in number, one of whom shall be the convener, and at least one of whom shall have accounting or financial expertise.

The independent director members of the Committee shall serve a 3-year term, and may be re-elected to further terms. When the number of the independent director members on the Committee falls below that prescribed in the preceding paragraph or in the articles of incorporation due to an independent director's dismissal for any reason, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of the occurrence to hold a by-election to fill the vacancies.

Article 5 (Statutory Powers of the Committee)

The provisions regarding supervisors in the Securities and Exchange Act, Company Act, and other relevant laws shall apply mutatis mutandis to the Committee.

The provisions of paragraph 4, Article 14-4 of the Securities and Exchange Act, concerning the powers of supervisors under the Company Act, shall apply mutatis mutandis to the independent directors of the Committee.

A resolution of the Committee shall require the approval of a majority of all members of the Audit Committee. The convener of the Committee shall represent the Audit Committee externally.

The Company's representative in matters under Articles 213, 214, and 223 of the Company Act shall be appointed by the Committee in accordance with the procedures set forth in the preceding paragraph. The Committee may resolve that the representative act individually or jointly. If no representative is appointed in accordance with the preceding paragraph, all members of the Committee shall act jointly as the representative.

The term in this regulations "all directors," refer to the number of directors actually holding office.

Article 6 (Powers of the Committee)

The powers of the Committee are as follows:

1. The adoption of or amendments to the internal control system pursuant to Article 14-1 of the Securities and Exchange Act.
2. Assessment of the effectiveness of the internal control system
3. The adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of the procedures for handling financial or business activities of a material nature, such as acquisition or disposal of assets, derivatives trading, loaning of funds to others, and endorsements or guarantees for others.
4. Matters in which a director is an interested party.
5. Asset transactions or derivatives trading of a material nature.
6. Loans of funds, endorsements, or provision of guarantees of a material nature.
7. The offering, issuance, or private placement of equity-type securities.
8. The hiring or dismissal of a certified public accountant, or their compensation.
9. The appointment or discharge of a financial, accounting, or internal audit officer.
10. The annual financial report and the second-quarter financial report shall be signed or sealed by the chairperson, a manager, or the Chief Accounting Officer.
11. Other material matters as may be required by this Corporation or by the competent authority.

The matters under the preceding paragraph shall be subject to the approval of one half or more of the entire membership of the Committee and shall be submitted to the board of directors for a resolution.

Any matter in paragraph 1, with the exception of subparagraph 10, that has not been approved by one half or more of the entire membership of the Committee may be adopted with the approval of two thirds or more of the entire board of directors.

"The entire membership," as used herein, shall be counted as the number of members actually in office at the given time.

The convener of the Committee shall represent the Committee to the public.

Article 7 (Convening of the Committee)

The Committee shall convene at least once quarterly, and may call a meeting at its discretion whenever necessary.

In calling a meeting of the Committee, a notice of the reasons for convening the meeting shall be given to each independent director member at least 7 days in advance. In emergency circumstances, however, the meeting may be called on shorter notice.

The location and time of the Committee meeting shall be set at the company's place of business or during office hours, or at a location and time that are convenient for all Committee members to attend.

A member of the Committee shall be elected as the convener and meeting chair by and from the entire membership of the Committee. Where the Committee members are unable to elect a convener, the independent director with the most votes in the election shall serve as the convener.

When the convener is on leave or unable to convene a meeting for any reason, the convener shall appoint another independent director member on the Committee as acting convener; if the convener does not make such an appointment, one independent director member of the Committee shall be elected by and from the other independent director members of the Committee to serve as convener.

Independent directors holding more than majority of the Committee's members may, in writing, propose agenda items along with their reasons, and request the convener to convene a meeting. If the convener does not convene the meeting within 15 days of receiving the request, the independent directors holding more than half of the Committee's members may convene the meeting in person.

The Committee may request the managers of relevant departments, internal audit officers, certified public accountants, attorneys, or other personnel of this Corporation to attend the meeting as non-voting participants and provide pertinent and necessary information, provided that they shall leave the meeting when discussion or voting takes place

Article 8 (Rules of Procedure for the Committee)

When a meeting of the Committee is held, an attendance book shall be made available for signing-in by the independent director members in attendance, and thereafter made available for reference.

Independent director members shall attend meetings of the Committee in person; if an independent director member is unable to attend in person, the independent director member may appoint another independent director member as proxy to attend the meeting. Attendance via telecommunications is deemed as attendance in person.

A member of the Committee that appoints another independent director member as proxy to attend a meeting of the Committee shall in each instance issue a written proxy stating the scope of authorization with respect to the items on the meeting agenda.

Resolutions at meetings of the Committee shall be adopted with the approval of one half or more of the entire membership. The result of a vote shall be made known immediately and recorded in writing.

If for a legitimate reason it is impossible to hold a meeting of the Committee, matters on the meeting agenda shall be adopted with the consent of two thirds or more of the entire board of directors. Nevertheless, a written opinion indicating approval or disapproval shall be obtained from each independent director member with respect to the matters under Article 6, paragraph 1, subparagraph 10.

The proxy under paragraph 2 may accept a proxy from one person only.

Article 8-1

When the scheduled meeting time of the Committee arrives and the attending members are fewer than half of all members, the chairperson may announce a deferral of the meeting to on the same day, provided that such deferral shall be limited to no more than twice. If, after two such deferrals, the number of attending members is still insufficient, the chairperson may reconvene the meeting in accordance with the procedures set forth in Paragraph 2, Article 7.

Article 8-2

The Committee shall proceed in accordance with the agenda set forth in the meeting notice; provided, however, that any change to the agenda may be made with the consent of more than majority of all members of the Audit Committee.

When convening a meeting of the Committee, the chairperson shall not unilaterally declare the meeting adjourned without the consent of more than half of all members of the Audit Committee.

During the course of the Committee's proceedings, if the number of members present falls below half of all members, and such suspension is proposed by the independent directors present, the chairperson shall declare the meeting suspended, and the preceding article shall apply mutatis mutandis.

During the course of the Committee's proceedings, if the convener is unable to preside over the meeting for any reason or the chairperson unilaterally declares the meeting adjourned without following the provisions of the preceding paragraph, the appointment of a proxy shall be handled in accordance with Paragraph 5, Article 7, mutatis mutandis.

Article 9 (Minutes of Proceedings)

The proceedings of the Committee shall be recorded in the meeting minutes, which shall provide a faithful and detailed account of the following matters:

1. The session, time, and venue of the meeting.
2. The name of the meeting chair.
3. Attendance by the independent director members, including the names and the number of members present, excused, and absent.
4. The names and titles of those attending the meeting as non-voting participants
5. The name of the minute taker.
6. The matters reported at the meeting.
7. Agenda items: For each proposal, the method of resolution and the result; a summary of the comments of the independent director members of the Committee and experts and other persons present at the meeting; name of the independent director who is an interested party as referred to in paragraph 1 of Article 11, explanation of the material aspects of the interest the director has, the reason why the director should or should not recuse himself or herself and whether or not the director has rescued; and any objections or reservations expressed.
8. Extempore motions: The name of the mover; the method of resolution and the result for each motion; a summary of the comments of the independent director members of the Committee and experts and other persons present at the meeting; name of the independent director who is an interested party as referred to in paragraph 1 of Article 11, explanation of the material aspects of the interest the director has, the reason why the director should or should not recuse himself or herself and whether or not the director has rescued; and any objections or reservations expressed.

9. Other matters required to be recorded.

The attendance book constitutes part of the minutes for each meeting of the Committee and shall be appropriately preserved during the existence of this Corporation.

The minutes of a Committee meeting shall bear the signature or seal of both the chair and the minute taker, and a copy of the minutes shall be distributed to each director and supervisor within 20 days after the meeting. The minutes shall be deemed important corporate records and appropriately preserved during the existence of this Corporation.

The meeting minutes of paragraph 1 may be produced and distributed in electronic form.

Article 10 (Agenda Setting)

The Committee's meeting agenda shall be drafted by the convener. Other members may also put forward proposals for discussion by the Committee.

Article 11 (Recusal for Conflict of Interest)

An independent director member of the Committee shall explain the material aspects of the interest he or she has when he or she is an interested party with respect to a given agenda item. When such a relationship is likely to prejudice the interests of this Corporation, the director shall not attend the discussion and voting and shall recuse himself or herself therefrom. Also, they shall not exercise the voting right for and on behalf of another independent director member.

An independent director is deemed to be an interested party with respect to an agenda item in respect of which its spouse or a blood relative within the second degree of kinship is an interested party.

If, for the reason stated in the first paragraph, an agenda item cannot be resolved at a meeting of the Committee, it shall be reported to the board of directors, which shall resolve on the item.

Article 12 (Retention of Audio or Video Recordings of Meetings for Evidentiary Purposes)

Any and all meetings of the Committee shall be audio-recorded or videotaped from beginning to adjournment of the meeting as evidence and the files shall be kept for at least five (5) years. The files may be stored in the electronic form.

If any litigation relating to a resolution of the meeting of the Committee commences before the expiry of the period in which the evidence shall be kept in accordance with the preceding paragraph, the relevant data of audio-recorded or videotaped evidence shall continually be kept until the conclusion of the litigation.

For a meeting of the Committee convened via videoconferencing, the audio-recorded and videotaped data shall be part of the minutes of the meeting and shall be properly kept during the existence of the Corporation.

Article 13 (Professional Consultation)

The Committee may resolve to retain the service of an attorney, certified public accountant, or other professionals to provide advice with respect to matters in connection with Article 6. The costs of their services shall be borne by this Corporation.

Article 14 (Exercise of Power)

The Committee members shall exercise the due care of a good administrator and faithfully perform the duties prescribed in this Charter; they shall be accountable to the board of directors and shall submit their proposals to be resolved by the board.

Article 15 (Review of the Rules and Execution of Resolutions)

The Committee shall, as necessary, conduct reviews of matters relating to this Charter and present the results for amendment by the board of directors.

The execution of tasks relating to resolutions adopted by the Committee may be delegated to the convener or other Committee members for follow-up, with a written or verbal report to be presented to the Committee during the implementation period. When necessary, the matter shall be presented for ratification or a report made at the next meeting of the Committee.

Article 16 (Implementation and Amendment)

This Charter, shall take effect after adoption by a resolution of the board of directors. Subsequent amendments thereto shall be effected in the same manner.

The Organizational Rules were adopted on April 10, 2018

First amendment adopted on August 11, 2020

Second amendment adopted on April 18, 2024

Proposal: Amendment to the Rules Governing the Organization of the Company's Audit Committee

Explanation

- 1. To be conducted in accordance with the Financial Supervisory Commission-1120383996, dated January 11, 2024.**
- 2. The key points of this amendment are as follows:**
 - (1) To comply with the Securities and Exchange Act, the provisions of Articles 213, 214, and 223 of the Company Act, which applied mutatis mutandis to supervisors with respect to the Independent Directors serving on the Audit Committee, have been deleted. It is expressly stipulated that, with respect to lawsuits between the Company and its Directors, or where a Director engages in transactions involving the sale or purchase of goods, lending, or other legal acts with the Company on his or her own behalf or on behalf of another, the Audit Committee shall collectively appoint a representative by resolution to act on behalf of the Company. In addition, to reflect the amendments to Article 14-4 of the Securities and Exchange Act, the statutory powers of the Audit Committee and those of its Independent Directors are separately specified. (Amended Article 5)**
 - (2) To safeguard the rights of the independent directors serving as members of the Audit Committee to attend meetings, principles governing the time and place for convening Audit Committee meetings have been established. Furthermore, to avoid any impact on the Company's business operations in the event that the Audit Committee fails to elect a convener or the convener does not convene a meeting of the Audit Committee, the method for electing the convener is expressly stipulated. (Amended Article 7)**
 - (3) To avoid impacting the Board of Directors' deliberation of proposals concerning the Company's financial reports due to the inability to convene the Audit Committee, it is stipulated that, where the Audit Committee cannot be convened for justifiable reasons, proposals concerning the financial reports shall be submitted to the Board of Directors for deliberation and resolution upon obtaining the consent of all Independent Directors serving as members of the Audit Committee, and shall require the approval of at least two-thirds of all Directors. (Amended Article 8)**
 - (4) To enhance the completeness of the Audit Committee's meeting procedures, the rules governing the conduct of Audit Committee meetings are expressly stipulated. (Newly Added Articles 8-1 and 8-2)**