

Our Governance Highlights

(Updated as of May 25, 2023)

Sustainability is one of the key focus areas regularly reviewed by our Board of Directors. We have instituted a cross-functional Sustainability Steering Team to address the sustainability related risks and opportunities (please refer to Governance and Oversight on our website for additional details). The Sustainability Steering Team provides periodic updates to the Board of Directors.

Board's Oversight of Risk Management

- Robust standing committee structure and board self-evaluation process helps facilitate overall risk oversight
- Active engagement with the management team to identify and assess risks related to the Company's strategies and business models
- Broad industry experience of the directors helps anticipate emerging and interrelated risks and facilitate effective risk control and mitigation mechanisms
- Access to Company employees and independent advisors to ensure directors can effectively fulfil their duties in an informed manner
- Rigorous Corporate Governance guidelines and policies
- Corporate Governance Guidelines
- Stockholder Nominating Procedures
- Director Selection Criteria and Retirement Age Policy
- Stock Ownership Policy and Stock Holding Policy
- Foreign Exchange Risk Management Policy (also referred to as the Hedging Policy)

Diverse Board Representation

- Six (6) out of our seven (7) directors are independent directors
- Gender, racial, and ethnic diversity reflected on the board representation
- Three (3) female directors
- Broad set of director skills, expertise, and industry backgrounds
- Zero percent of the board has familial relationships with other directors
- Limits on director over-boarding

Board of Directors Diversity Profile		
Gender		
Male	4	57.1%
Female	3	42.9%
Total	7	100%

Country of Residence		
USA	5	71.4%
Taiwan	2	28.6%
Total	7	100%

Race		
White	3	42.9%
Asian	4	57.1%
Total	7	100%

Performance-Based Executive Compensation

- Attainment of both Company performance goals and individual objectives
- Alignment between executive compensation and stockholder interests
- No special grants were made to executive officers, including CEO, during the last fiscal year 2022.
- Annual compensation review and stockholder approval
- Independent Compensation Committee and independent compensation consultant
- Recoupment of Executive Compensation Policy

Frequent Dialogues with Investors and Stakeholders

- Engagement with institutional investors at conferences, roadshows, site visits, and phone conversations
- Communications channels available to all stockholders via Corporate Secretary
- Active stakeholder engagement promotes transparency, accountability, and well-informed decision-making

Corporate Governance Fact Sheet

(Updated as of May 25, 2023)

The Corporate Governance Guidelines (CGG) and the other documents referenced below can be found on Diodes' Corporate Governance website at <https://investor.diodes.com/corporate-governance/highlights>

Topic	Response	Reference
Overview		
Size of the Board	8	CGG Section B(2)
Number of Current Directors	7	Proxy Statement (April 13, 2023)
Number of Independent Directors	6	CGG Section B(1)
Number of Female Directors	3	Proxy Statement (April 13, 2023)
Number of Directors from Underrepresented Communities	4 (71.4%)	Proxy Statement (April 13, 2023)
Annual Review of Independence of Board	Yes, during Q2 Board meeting	NASDAQ Rule 5605(b)(1)
Separate Board Chair and CEO	No	CGG Section B(3)
Independent Board Chair	No	
Lead Independent Director and Position Descriptions	Yes	CGG Section C(2)
Board Chair Position Descriptions	Yes	CGG and Bylaws
Annual Board Elections	Yes	CGG Section A(3)
Diverse Board (gender, ethnicity, experience, and skills)	Yes	See Director Selection Criteria
Average Age of Directors	70.9	Proxy Statement (April 13, 2023)
Shareholder Ability to Call Special Meetings (>50% threshold)	Yes	Bylaws, Article 1, Section 2
Succession Planning	Yes	CGG Sections D(2), (3)
Communications with Stakeholders and External Entities	Yes	CGG Section J

Committees		
Charters for Board Committees	Yes	CGG Section E(2)
Number of Financial Experts on Audit Committee	2	NASDAQ Rule 5605(c)(2)
Independent Audit Committee	Yes	CGG Section C(13)
Independent Governance and Stockholder Relations Committee	Yes	CGG Section C(13)
Independent Compensation Committee	Yes	CGG Section C(13)
Risk Oversight Committee which oversees risk management process	Yes	CGG Section E(10)
Compensation Consultant Independence Policy	No, but related factors are accounted for in the Charter	See Compensation Committee Charter
Disclosure Committee for Financial Reporting	Yes	See Disclosure Committee Charter
Topic	Response	Reference
Board Meetings		
Number of Board Meetings Held in FY 2022	4	Proxy Statement (April 13, 2023)
Independent Directors Hold Meetings Without Management Present	Yes	CGG Section C(5)
Board Meeting and Committee Meeting Attendance Requirements	Yes	CGG Section C(7)
Directors		
Proxy Access for Director Nominations	Yes	See Stockholder Nominating Procedures
Tenure Policy for Independent Directors	No	CGG Section B(6)
Mandatory Retirement Age	75	CGG Section B(6)
Annual Equity Grant to Non-Employee Directors	Yes	Bylaws, Article 2, Section 5; Stock Ownership Policy and Stock Holding Policy
Directors Elected by the Highest Number of Votes Cast in Uncontested Elections	Yes	Bylaws, Article 1, Section 5
Director Selection Criteria	Yes	See Director Selection Criteria

Annual Compensation Review	Yes	CGG Section B(5)
Director Resignation Policy	Yes	CGG Section K
Director Over-Boarding Limits	Yes (no more than 4 other public boards)	CGG Section K; See Director Selection Criteria Section 3
Director Orientation and Education Program	Yes	CGG Section B(7)
Governance Documents		
Corporate Governance Guidelines Approved by the Board	Yes	CGG Preamble; See Corporate Governance Guidelines
Committee Charters	Yes	CGG Section E(2); See Committee Charters
Stock Ownership Policy and Stock Holding Policy	Yes	CGG Section G
Code of Business Conduct	Yes	CGG Section I(1); See Code of Business Conduct
Finance Code of Professional Conduct (Ethics Code for CEO and Finance Department)	Yes	CGG Section I(1); See Code of Ethics for CEO and Finance Department
Policy Regarding Recoupment of Executive Compensation	Yes	See Policy Regarding Recoupment of Executive Compensation
Stockholder Nominating Procedures	Yes	See Stockholder Nominating Procedures
Poison Pill	No	
Evaluations		
Annual Board Evaluations	Yes	CGG Section C(11)
Annual Committee Evaluations	Yes	CGG Section E(11); Committee Charters