



**CHARTER OF THE
RISK OVERSIGHT COMMITTEE OF
DIODES INCORPORATED
(Amended and Restated as of October 28, 2024)**

PURPOSE

The Board of Directors (the “Board”) of Diodes Incorporated (the “Company”) has the ultimate responsibility for the oversight of the Company’s risk management process. The purpose of the Risk Oversight Committee (the “Committee”) of the Board is to assist the Board in fulfilling this responsibility by:

- Overseeing the Company’s efforts to align its management of enterprise risks with its strategic objectives; and
- Reviewing the effectiveness of the Company’s risk oversight framework in the identification, assessment, monitoring, management, and disclosure of Significant Risks (defined below), as presented to the Board from time to time.

The objective of the Company’s risk oversight framework is to provide reasonable assurance that processes are in place to identify, assess, monitor, manage, and disclose risks that may have a material adverse effect on the achievement of the Company’s strategic objectives (a “Significant Risk”).

1. COMMITTEE MEMBERSHIP AND ORGANIZATION

1.1. The Committee shall be comprised of no fewer than three (3) members of the Board. The members of the Committee shall be appointed by the Board and may be removed by the Board with or without cause at any time.

1.2. The Board shall appoint one (1) of the members as Chair. The Chair will chair all regular sessions of the Committee and set the agendas for Committee meetings.

2. COMMITTEE RESPONSIBILITIES AND AUTHORITY

2.1. The following functions shall be the common recurring activities of the Committee in carrying out its purposes outlined above. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal, or other conditions.

- a. Review management’s effectiveness and timeliness in identifying and reporting Significant Risks;
- b. Review the Significant Risks identified by management, which may include:
 - (i) Assessing the effect of that risk on the achievement of the Company’s strategic objectives;
 - (ii) Assessing management’s plan for monitoring and managing that risk; and



- (iii) Assessing performance metrics as needed for significant issues related to that risk;
- c. Review the effectiveness of management's communication of the Company's risk management policies, procedures, and processes to the Company's employees;
- d. Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval;
- e. Conduct an annual self-evaluation of the Committee's performance and report the results of such self-evaluation to the Board; and
- f. Perform such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board or the Chairman of the Board related to the purposes of the Committee described above.

2.2. Delegation by the Board of responsibilities to the Committee shall not preclude the Board from taking any action permitted to be taken under governing law, rules, or regulations applicable to the Company.

2.3. While the scope of the Committee's responsibility is oversight of the Company's enterprise risk management, the primary responsibility for financial statement risk remains with the Audit Committee.

2.4. The role of the Committee is oversight. The primary responsibility for handling risks remains with Company management, and it is not the duty of the Committee to independently verify management's representations.

3. ADVISERS

The Committee shall have the sole power to retain and terminate such legal, accounting and other advisers as it determines appropriate to assist it in fulfilling its responsibility, and to approve such adviser's fees and other retention terms. The Company shall provide funding, as determined by the Committee, for payment of any fees or expenses of any such adviser.

4. MEETINGS AND MINUTES

4.1. The Committee shall meet at least twice per year and will also meet as required in response to the needs of the Board and as necessary to fulfill its responsibilities. The Chair of the Committee or any member of the Committee may call a meeting of the Committee. A majority of the members



of the Committee shall constitute a quorum, and the vote of a majority shall constitute the act or decision of the Committee.

4.2. All directors who are not members of the Committee may attend meetings of the Committee but may not vote on any matter presented to the Committee. Additionally, the Committee may invite to its meetings any director, any member of the management of the Company, or such other persons as it deems appropriate in order to carry out its responsibilities. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate in its sole discretion.

4.3. The Committee will regularly prepare reports to the Board summarizing the Committee's proceedings and recommend to the Board any necessary action. The Committee will maintain written minutes of its meetings, which will be filed with the minutes of the meetings of the Board.