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Adopted: April 8, 2004  
Updated: August 14, 2024

## **PURPOSE**

This policy establishes the criteria to be used by the Governance and Stockholder Relations Committee (“Committee”) of the Board of Directors (“Board”) of Diodes Incorporated (“Company”) in selecting candidates for nomination to the Board. The Committee has adopted, and the Board has approved, these criteria.

### **1. CRITERIA FOR ALL CANDIDATES**

Among those characteristics to be sought in each individual Board candidate, being mindful of the overall Board composition, are the following:

- Integrity and a commitment to ethical behavior;
- Personal maturity and leadership skills in industry, education, the professions, or government;
- Independence of thought and willingness to deal directly with difficult issues;
- Fulfillment of the broadest definition of diversity, seeking diversity of thought; and
- Broad business or professional experience, with an understanding of business and financial affairs, and the complexities of business organizations.

### **2. CRITERIA FOR A PORTION OF CANDIDATES**

Among those characteristics that may be sought and/or considered in individual Board candidates, as needed to fulfill certain functions on the Board from time to time, are the following:

- Technical expertise in engineering, chemistry, solid state physics, or electronics;
- Senior management experience and expertise, especially from leadership roles in semiconductor, information technology, or electronics corporations;
- Financial or accounting expertise, generally and as necessary to fulfill the financial requirements of the Securities and Exchange Commission and the NASDAQ Stock Market (“Nasdaq”);
- Leadership experience in other industries to help the Company better understand the careabouts in key, targeted industries;
- Experience in investment banking, commercial lending, or other financing activities;
- Experience in education or similar training-related fields and activities;

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- Experience in worldwide geopolitical issues; and/or
- Independence as defined by NASDAQ Stock Market Rule 5605(a)(2):
  - “Independent Directors” means a person other than an executive officer or employee of the Company or any other individual having a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment.
  - The NASDAQ rule lists several specific activities that would preclude an individual from being considered independent.

### **3. PROCEDURES TO BE USED IN BOARD CANDIDATE SELECTION**

The Committee will include the following items among its procedures to be used in the selection of candidates for the Board. Stockholder nominations that comply with these procedures and meet the criteria outlined will receive the same consideration that the Governance Committee’s nominees receive.

- Review recommendations from other members of the Board, including the Chairman;
- Evaluate specific needs of the Board under Section 2;
- Determine whether a prospective candidate is independent as set forth in Section 2;
- Review the education of the prospective candidate;
- Evaluate the quality of experience and achievement of the prospective candidate;
- Review the prospective candidate’s current or past membership on other boards, noting that, except in extraordinary circumstances, no director on the Board shall serve on the boards of more than four other public companies; and
- Determine that the candidate has the ability and interest to spend the necessary time required to function effectively as a director of the Company.