

Wistron NeWeb Corporation

Articles of Incorporation

Chapter I General Provisions

Article 1 This company is incorporated, in accordance with the provisions under the Company Act pertaining to companies limited by shares, in the name of Wistron NeWeb Corporation (“WNC”).

Article 2 The business items of WNC are set out as follows:

- I. CC01060 Wired Communication Mechanical Equipment Manufacturing
- II. CC01070 Wireless Communication Mechanical Equipment Manufacturing
- III. CC01100 Controlled Telecommunications Radio-Frequency Devices and Materials Manufacturing
- IV. CC01080 Electronics Components Manufacturing
- V. F401010 International Trade
- VI. CF01011 Medical Devices Manufacturing
- VII. F108031 Wholesale of Medical Devices
- VIII. F208031 Retail Sale of Medical Apparatus

Research, development, design, testing, manufacturing and sales of the following products:

- (1) Satellite communication products
- (2) Mobile and portable communication products
- (3) Products, components, semi-finished products and peripherals of medical testing equipment, medical diagnostic equipment, smart mobile aids, medical consumables, and medical information transmission systems.

Import/export trade services for the above-mentioned products

Article 3 If WNC becomes a limited liability shareholder of other companies, the total amount of its investments in such other companies is not subject to the restriction set forth in Article 13 of the Company Act requiring an amount not exceeding 40% of the amount of its own paid-up capital.

Article 4 The headquarters of WNC is located in the Hsinchu Science Park. Subject to the approval of the Board of Directors, WNC may set up branch offices at appropriate domestic and overseas locations.

Article 5 Public announcements of WNC shall be made in accordance with Article 28 of the Company Act.

Article 6 WNC may engage in external guarantees to meet business or investment needs.

Chapter II Share Capital

- Article 7 The total capital of WNC is NT\$8 billion, which is divided into 800 million shares with a par value of NT\$10 each, issued in installments by the Board of Directors. An amount of NT\$250 million from the above total capital divided into 25 million shares with a par value of NT\$10 each are reserved for the issuance of employee stock options.
- Article 7-1 For the transfer of WNC shares acquired in accordance with the provisions under the Company Act, issuance of employee stock option certificates and the restricted stock awards, and the issuance of new stock reserved for purchase by WNC employees, employees of subsidiaries who meet the necessary conditions can be included, which shall be defined by the Board of Directors.
- Article 8 Shares of WNC will be registered shares duly certified by the directors of WNC, numbered and issued in accordance with the law. WNC may adopt book-entry transfer of shares instead of issuance of share certificates; the same applies with issuance of other securities of WNC.
- Article 9 Unless otherwise provided by laws or regulations, conduct of the shareholder services of WNC shall comply with the Company Act and Regulations Governing the Administration of Shareholder Services of Public Companies.

Chapter III Shareholders' Meetings

- Article 10 The shareholders' meetings of WNC are divided into ordinary shareholders' meetings and extraordinary shareholders' meetings. The ordinary shareholders' meeting will be duly convened by the Board of Directors within six months following the close of each fiscal year. Extraordinary shareholders' meetings may be convened when necessary in accordance with laws and regulations. Shareholders' meetings of WNC may be conducted via video conferencing or any other means as announced by the competent authorities. When video conferencing is adopted for a shareholders' meeting, shareholders who join by video conference are deemed as being in attendance.
- Article 11 A shareholder unable to personally attend the shareholders' meeting for whatever reason may vote by proxy with a duly signed and executed appointment form issued by WNC specifying the authorized powers. Except for securities trust enterprises, when a person acts as a proxy for two or more shareholders, the represented shares which exceed 3% of the total voting rights of the outstanding shares of WNC are not entitled to vote.
- An appointment of a proxy is effective when a signed appointment form is received by WNC five days before the shareholders' meeting. When two or more appointment forms are received by WNC, the first one received shall have effect.
- Article 12 Except as otherwise provided by the relevant laws or regulations, shareholders may pass resolutions on a matter at a shareholders' meeting if a quorum representing 50% or more of the outstanding shares of WNC. If a quorum exists, a resolution is approved if more than 50% of the votes represented at the meeting are in favor of the resolution.

Chapter IV Directors and Audit Committee

Article 13 WNC will have a Board of Directors (“BOD”) which consists of seven to nine directors, and the directors will be elected from the roster of director candidates via the candidate nomination system at the shareholders’ meeting. The BOD meeting will decide the number of directors. Each director will serve a term of three years and may be re-elected. In case no election of new directors is effected after expiration of the term of office of existing directors, the term of office of the outgoing directors shall be extended until such time that new directors have been elected and have assumed office.

WNC shall insure the directors with liability insurance to protect them against potential liabilities arising from the exercise of their duties.

The compensation or transportation allowance paid to directors shall be determined by Board of Directors’ resolution according to the industry standard, no matter whether WNC is in a profit or loss situation.

Article 13-1 Among the above-mentioned directors, there will be at least three independent directors who will be elected from the roster of independent director candidates at the shareholders’ meeting. With respect to the independent director’s profession, shares owned, work restrictions, independence, nomination method, and other matters, all aspects should comply with the relevant regulations of the competent authority.

Article 13-2 Pursuant to Article 14-4 of the SEA, WNC shall establish an Audit Committee. The Audit Committee shall be composed of the entire number of independent directors. The authority of the Audit Committee and other compliance issues shall be in accordance with the Company Act, the SEA, other relevant laws and regulations, and WNC by-laws.

Article 14 The directors shall organize the Board of Directors in accordance with the regulations and resolutions of shareholders’ meetings. The Chairman of the Board of Directors represents WNC and is elected from among the directors by a majority of the directors present at a meeting with attendance of two-thirds of the directors and may also elect in the same manner a Vice Chairman of the Board. The BOD may create various functional committees.

Article 14-1 The reasons for calling the BOD meeting should be recorded, and every director should be notified seven days prior to the meeting. However, in the case of an emergency situation, a BOD meeting can be called at any time.

The meeting notice may be prepared in either written or electronic format.

Article 15 If the Chairman of the Board is absent or unable to attend the BOD meeting for some reason, the Vice Chairman shall act as his proxy. If the Vice Chairman of the Board is absent or unable to attend the BOD meeting for some reason, the Chairman of the Board shall elect a director to be the proxy of the Chairman. In the absence of such a designation, the directors shall elect a meeting chairman from among themselves. If the director is not able to attend a meeting in person, they may appoint another director as proxy. A director can serve as proxy for only one director.

Chapter V Managerial Officers

- Article 16 WNC will have a number of managerial officers who handle all the company's related affairs per instructions of the BOD, whose appointment, discharge, and remuneration will be determined in accordance with Article 29 of the Company Act.

Chapter VI Accounting

- Article 17 The Board of Directors will prepare the documents set forth below after the end of the fiscal year for submission to the shareholders' meeting for approval:
- (1) Business report;
 - (2) Financial statements;
 - (3) Earnings distribution proposal or proposal to make up the loss.
- Article 18 If WNC shows an annual profit (the profit herein indicates the pretax profit without deducting the remuneration to employees and directors), the profit will be appropriated in accordance with the following. However, the amount to make up any accumulated losses shall be set aside:
- (1) No less than 5% as employee remuneration; where such remuneration is distributed by shares or as cash; employees of controlled companies, with qualifications set by the Board of Directors, can be included;
 - (2) No more than one percent (1%) as remuneration in cash to directors.
- Article 18-1 If WNC shows year-end earnings, it shall firstly pay taxes and make up any accumulated losses. Thereafter a 10% appropriation of the remaining amount shall be set aside towards the legal reserve, unless the amount in the legal reserve is already equal to or greater than the total paid-in capital. Thereafter an amount shall be set aside or reserved as a special reserve in accordance with related laws, regulations, or provisions of the competent authorities. Distribution of the remaining profit after setting aside the abovementioned amounts, together with the balance of the unappropriated retained earnings of the previous year, shall be proposed, with no less than 10% as dividends to shareholders, by the Board of Directors and ratified at the shareholders' meeting.
- Article 19 In consideration that WNC is involved in a capital- and technologically-intensive industry and in consideration that WNC is expanding and so as to ensure its continued and steady growth, a long-term investment plan must be adopted. Therefore, WNC adopts a residual dividend policy as its dividend policy. The cash dividends shall not be less than 10% of the total dividends.

Chapter VII Supplementary Provisions

- Article 20 Matters not prescribed under the Articles of Incorporation shall be in accordance with the Company Act.
- Article 21 The first version of these Procedures was approved on November 26, 1996.
The first amendment was approved on January 16, 1997.
The second amendment was approved on June 11, 1997.
The third amendment was approved on July 27, 1999.
The fourth amendment was approved on February 18, 2000.
The fifth amendment was approved on July 18, 2000.
The sixth amendment was approved on May 30, 2001.

In case of any discrepancies between the Chinese version and this English translation, the Chinese version shall prevail.

The seventh amendment was approved on September 14, 2001.

The eighth amendment was approved on December 13, 2001.

The ninth amendment was approved on March 29, 2002.

The tenth amendment was approved on August 26, 2002.

The eleventh amendment was approved on May 22, 2003.

The twelfth amendment was approved on June 10, 2004.

The thirteenth amendment was approved on June 23, 2005.

The fourteenth amendment was approved on June 14, 2006.

The fifteenth amendment was approved on June 15, 2007.

The sixteenth amendment was approved on June 11, 2008.

The seventeenth amendment was approved on June 14, 2010.

The eighteenth amendment was approved on June 17, 2011.

The nineteenth amendment was approved on June 12, 2012.

The twentieth amendment was approved on June 11, 2013.

The twenty-first amendment was approved on June 6, 2014.

The twenty-second amendment was approved on June 10, 2015.

The twenty-third amendment was approved on June 16, 2016.

The twenty-fourth amendment was approved on June 5, 2019.

The twenty-fifth amendment was approved on June 19, 2020.

The twenty-sixth amendment was approved on July 29, 2021.

The twenty-seventh amendment was approved on June 10, 2022.