



MOSPEC SEMICONDUCTOR CORP.

Articles of Incorporation

Chapter I General Provisions

- Article 1 The Company shall be incorporated, as a company limited by shares, under the Company Act of the Republic of China, and its name shall be MOSPEC SEMICONDUCTOR CORP in the Chinese language, and MOSPEC SEMICONDUCTOR CORP. in the English language.
- Article 2 The scope of business of the Company shall be as follows:
1. CC01080 Electronic Parts and Components Manufacturing
 2. CC01110 Computer and Peripheral Equipment Manufacturing
 3. F401010 International Trade
 4. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 2-1 When the Company invests in the shareholders of limited liability in other companies, it is authorized by the resolution of the Board of Directors that the total amount of its investments is not subject to the provisions of Article 13 of the Company Act indicating “the total amount of its investments in such other companies shall not exceed forty percent of the amount of its own paid-up capital .”
- Article 2-2 When the Company handles endorsements and guarantees on account of business needs, the provisions of Operating Procedures of Endorsement / Guarantees of the Company shall be followed.
- Article 3 The Company is located in Tainan City, the Republic of China, and may, pursuant to a resolution adopted at the meeting of the Board of Directors, set up branch offices or factories in other locations when deemed necessary, the same principle of which applies when it is revoked or transferred.
- Article 4 Public announcements of the Company shall be made according to Article 28 of the Company Act.

Chapter 2 Capital Stock

- Article 5 The total capital stock of the Company shall be in the amount of 1,800,000,000 New Taiwan Dollars, divided into 180,000,000 shares, at ten New Taiwan Dollars each share issued by the Company, and may be paid-up in installments and issued by the Board of Directors as authorized.
- Article 6 The share certificates of the Company shall be in registered form and be affixed with the signatures or personal seals of the director representing the company, as well as being duly certified or authenticated by the bank which is competent to certify shares under the laws before issuance thereof. The Company may offer its respective shares to the public without printing share certificate(s), which is issued without entity but shall be registered through contacting Taiwan Depository & Clearing Corporation.

- Article 7 The Company's stock affairs are handled in accordance with relevant laws and regulations of the competent authority.
- Article 8 Deleted.
- Article 9 Deleted.
- Article 10 Deleted.
- Article 11 Deleted.
- Article 12 Registration for transfer of shares shall be suspended sixty (60) days immediately before the date of regular meeting of shareholders, and thirty (30) days immediately before the date of any special meeting of shareholders, or within five (5) days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Company.

Chapter 3 Shareholders' Meeting

- Article 13 Shareholders' meetings of the Company are of two kinds, namely: (1) regular meetings and (2) special meetings. Regular meetings shall be convened once a year within six (6) months after the close of each fiscal year. Special meetings shall be convened whenever necessary according to the laws and regulations.
- A notice to convene a shareholders' meeting may be given by means of electronic transmission after obtaining a prior consent from the recipient(s) thereof. The registered stock shareholders whose shareholding is less than one thousand shares may be effected by means of a public notice for the aforementioned shareholders' meetings.
- Article 14 Deleted.
- Article 15 Resolutions at a shareholders' meeting shall, unless otherwise provided for in the Company Act, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares during the meeting with the shareholders present who represent more than one-half of the total number of issued shares. When the number of shareholders present does not constitute the quorum prescribed in the preceding article, but those present represent one-third or more of the total number of issued shares, a tentative resolution may be passed by a majority vote of those present who represent more than one-half of the total number of voting shares. A notice of such tentative resolution shall be given to each of the shareholders, and a shareholders' meeting shall be reconvened within one month. In the aforesaid meeting of shareholders, the tentative resolution at the meeting shall be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares during the meeting with the shareholders present who

- Article 16 Except in the circumstances set forth in Article 179 of the Company Act, a shareholder of the Company shall have one voting power in respect of each share in his/her/its possession. Unless otherwise provided for in the relevant laws and regulations, a meeting of shareholders shall proceed only if attended by shareholders representing more than one-half of the total outstanding capital stock of the Company. Resolutions of a shareholders' meeting shall be made at the meeting with the concurrence of a majority of the votes held by the shareholders present at the meeting.
- Article 17 If a shareholder is unable personally to attend a shareholders' meeting, he/she may appoint a representative to attend it, and to exercise, on his/her behalf, all rights at the meeting by executing a power of attorney printed and stating therein the scope of power authorized to the representative in accordance with Article 177 of the Company Law.
- Article 18 The Chairman of the Board of Directors shall be the chairman presiding at the shareholders' meeting when the meeting is convened by the Board of Directors. In case the Chairman of the Board of Directors is on leave or absent or can not exercise his/her power and authority for any cause, a delegate shall be appointed in compliance with Article 208, Paragraph 3 of the Company Act. Whereas for a shareholders' meeting convened by any other person having the convening right, he/she shall act as the chairman of that meeting provided, however, that if there are two or more persons having the convening right, the chairman of the meeting shall be elected from among themselves.
- Article 19 Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the Company within twenty (20) days after the close of the meeting. The preparation and distribution of the minutes of a shareholders' meeting may be effected by means of electronic transmission. The distribution of the minutes of a shareholders' meeting, with regard to a company offering its shares to the public, may be effected by means of a public notice. The minutes of a shareholders' meeting shall record the date, place of the meeting, the name of the chairman, the method of adopting resolutions, a summary of the essential points of the proceedings and the results of the meeting. The minutes shall be kept permanently throughout the life of the company. The attendance list bearing the signatures of shareholders present at the meeting and the powers of attorney of the representatives shall be kept by the company for a minimum period of at least one year unless otherwise provided for in the Company Act.

Chapter 4 Directors, Audit Committee and Managerial Officials

- Article 20 The Company shall have five to nine Directors to be elected at the shareholders' meeting from among the individuals of legal capacity, with the term of three years. All Directors shall be eligible for re-election. The aforesaid Board of Directors must have at least three independent directors, the number of which has at least one-fifth of the total number of the directors. Non-independent directors and independent directors of the Company shall be elected by adopting candidates nomination system. Professional qualifications, shareholding, part-time job restrictions, nomination and election methods, and other matters to be followed for independent directors shall comply with the relevant regulations of the securities competent authority to proceed. The election of independent directors and non-independent directors shall be held together; provided, however, the number of independent directors and non-independent directors elected shall be calculated separately.
- In compliance with the Securities and Exchange Law, the Company shall establish an Audit Committee, which shall consist of all independent directors. The number of members of the audit committee, terms of service, authority of office, rules of procedure, etc. shall be stipulated in the regulations in compliance with the Rules of the Audit Committee's Exercise of Powers issued by the Company to the public, and separately formulated it as the organizational regulations of the audit committee to be followed.
- Article 21 The powers and functions of the Board of Directors are in accordance with the provisions of the Company Act and relevant laws and regulations.
- Article 22 The Board of Directors consists of the Directors. The Directors shall elect from among themselves as a Chairman of the Board of Directors, agreed by a majority vote of the Directors in a meeting attended by over two-thirds of the total number of the Directors.
- Article 23 In calling a meeting of the Board of Directors, a notice setting forth therein the subject(s) to be discussed at the meeting shall be given to each Director no later than 7 days prior to the scheduled meeting date. However, in the case of emergency, the meeting may be convened at any time. A notice sent to all the Directors in calling a meeting of the Board of Directors can be by the ways in writing, email or fax.
- Article 24 The Chairman of the Board of Directors shall preside over the shareholders' meeting. In case the Chairman of the Board of Directors is on leave or absent or can not exercise his/her power and authority for any cause, the appointment of the proxy thereof shall comply with the provisions of Article 208 of the Company Act.

Article 25 Unless otherwise provided for in the Company Act and in the chapters of this document, resolutions of the Board of Directors shall be adopted by a majority of the Directors at a meeting attended by a majority of all the Directors. When a Director cannot attend a meeting in person for some reason, he/she must issue a written power of attorney each time, list the reasons for the convening and the scope of authorization, and authorize other Director on his/her behalf to attend the meeting. Minutes shall be taken of the proceedings of the meeting of the Board of Directors. No Director may act as proxy for more than one other Director.

Article 26 Deleted.

Article 27 Deleted.

Article 28 The Board of Directors is authorized to determine the salary for the Directors of the Company, taking into account the extent and value of the services provided for the management of the Company and the average standards of the same industry.

Article 29 The Company may have one or more managerial officers. Appointment, discharge and the remuneration of the managerial officers shall be in compliance with Article 29 of the Company Act.

The Chairman of the Board of Directors determines the salary for the managerial officers, taking into account the extent and value of the services provided for the management of the Company. After being submitted to the Remuneration Committee for deliberation, it will be submitted to the Board of Directors for a resolution.

Article 30 During the term of service of the Directors, the Company shall purchase liability insurance for the compensation that should be borne in the scope of their business execution according to the laws and regulations.

Chapter 5 Accounting

Article 31 The fiscal year for the Company shall be from January 1st to December 31st of the same year. After the close of each fiscal year, the following reports shall be prepared by the Board of Directors, and submitted to the shareholders' meeting for acceptance according to the regulations:

1. Business Report;
2. Financial Statements;
3. Proposal Concerning the Distribution of Earnings or Covering of Losses.

Article 32 I. If there is profit at the end of each fiscal year, a ratio not less than 1% of the annual profits shall be allocated as employees' remuneration, and no more than 2% as directors' remuneration. However, the Company's accumulated losses shall have been covered first before such allocation. Employees' remuneration, whether distributed in stock or cash, may also be granted to employees of the Company's subsidiaries or affiliates, provided they meet specific criteria set by the Board of Directors. At least 50% of the total allocated employees' remuneration under the first paragraph must be designated for distribution to frontline employees.

II. After closing of accounts, if there is earnings, the Company shall first pay the tax, make up the losses for the preceding years and then set aside a legal capital reserve at 10% of the remaining earnings provided that the amount of accumulated legal capital reserve has not reached the amount of the paid-in capital of the Company, then set aside or turn a special capital reserve in accordance with relevant laws or regulations or as requested by the authorities in charge. After the dividends are distributed, the remaining profit combined with the accumulated earnings undistributed yet shall be distributed as shareholders' dividends upon subject to the resolution of the shareholders' meeting, through the proposal for allocating remaining earnings proposed by the Board of Directors. The distribution of the shareholders' dividends in the preceding sentence may be distributed in cash, determined by the Board of Directors authorized by resolution adopted by a majority of the Directors present at the meeting attended by more than two-thirds of all the Directors, which shall be reported in shareholders' meetings.

Dividend policy of the Company is based on current and future development plans, consideration of the investment environment, capital needs, and domestic and international competition, as well as consideration of shareholders' interests and other factors. No less than 50% of the distributable remaining profits every year is allocated as dividends and bonus to be distributed to shareholders. Dividends can be distributed to shareholders by the ways in cash and/or stocks, of which cash dividends are not less than 50% of the total dividends.

Article 33 The internally organizational regulations and the detailed procedures of operation of the Company shall be determined by the resolution of the Board of Directors.

Article 34 In regard to all matters not provided for in these Articles of Incorporation, the Company Act and the laws and regulations thereof shall govern.

Article 35 These Articles of Incorporation are agreed to and signed on February 20th, 1987.

The first Amendment was approved on September 18th, 1987.

The second Amendment was approved on April 7th, 1988.

The third Amendment was approved on April 30th, 1988.

The fourth Amendment was approved on January 4th, 1989.

The fifth Amendment was approved on August 1st, 1989.

The sixth Amendment was approved on September 11th, 1989.

The seventh Amendment was approved on May 28th, 1991.

The eighth Amendment was approved on November 21st, 1991.

The ninth Amendment was approved on April 11th, 1992.

The tenth Amendment was approved on January 31st, 1997.

The eleventh Amendment was approved on May 28th, 1998.

The twelfth Amendment was approved on June 17th, 2000.

The thirteenth Amendment was approved on June 7th, 2001.

The fourteenth Amendment was approved on June 27th, 2002.

The fifteenth Amendment was approved on June 26th, 2003.

The sixteenth Amendment was approved on June 26th, 2006.

The seventeenth Amendment was approved on January 23rd, 2009.

The eighteenth Amendment was approved on June 19th, 2009.

The nineteenth Amendment was approved on June 23rd, 2010.

The twentieth Amendment was approved on June 28th, 2011.

The twenty-first Amendment was approved on June 28th, 2012.

The twenty-second Amendment was approved on June 28th, 2013.

The twenty-third Amendment was approved on June 26th, 2014.

The twenty-fourth Amendment was approved on June 26th, 2015.

The twenty-fifth Amendment was approved on June 24th, 2016.

The twenty-sixth Amendment was approved on June 29th, 2020.

The twenty-seventh Amendment was approved on July 7th, 2021.

The twenty-eighth Amendment was approved on June 15th, 2022.

The twenty-ninth Amendment was approved on May 27th 2025.