

# VIA Technologies, Inc.

## Articles of Incorporation

### Chapter 1 General Provisions

Article 1: The Company is incorporated in accordance with the Company Act and registered and its business name shall be 威盛電子股份有限公司 in the Chinese language, and VIA Technologies, Inc. in the English language.

Article 2: The Company's main business activities:

1. CC01060 Wired Communication Equipment and Apparatus Manufacturing
2. CC01070 Telecommunication Equipment and Apparatus Manufacturing
3. CC01080 Electronic Parts and Components Manufacturing
4. CC01110 Computers and Computing Peripheral Equipment Manufacturing
5. E605010 Computing Equipment Installation Construction
6. E603090 Illumination Equipment Construction
7. F113050 Wholesale of Computing and Business Machinery Equipment
8. F113070 Wholesale of Telecom Instruments
9. F118010 Wholesale of Computer Software
10. F119010 Wholesale of Electronic Materials
11. F213030 Retail sale of Computing and Business Machinery Equipment
12. F213060 Retail Sale of Telecom Instruments
13. F218010 Retail Sale of Computer Software
14. F219010 Retail Sale of Electronic Materials
15. F401010 International Trade
16. F401021 Restrained Telecom Radio Frequency Equipment and Materials Import
17. F601010 Intellectual Property
18. I301010 Software Design Services
19. I301020 Data Processing Services
20. I501010 Product Designing
21. IG03010 Energy Technical Services
22. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 2-1: The Company can become a shareholder of limited liability in other companies by resolution of the board of directors. The total amount of its investments in such other companies shall be free from the restriction of not exceeding 40% of the amount of its own paid-up capital unless otherwise provided in relevant laws and regulations. The board resolution of the preceding paragraph shall be adopted by a majority vote at the board of directors' meeting attended by two-thirds of the total number of directors.

Article 3: The company may provide foreign guarantees for import, export and business operations.

Article 4: The Company has its head office in New Taipei City, and the Company may establish branches in and out of this country.

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

## Chapter 2 Shares

Article 6: The authorized capital of the Company is NT\$20 billion, which is divided into 2 billion shares, with a par value NT\$10 per share. The Board is authorized to issue shares in installments. Which NT\$1.2 billion divided into 120 million shares with a value per share of NT\$10, is reserved and will be used for issuing employee stock options.

Article 6-1: Where the buy-back of shares is authorized by the articles, the board of directors is authorized to do so pursuant to relevant laws and regulations.

Article 7: If the Company's subscription price for employee stock options is lower than the closing price on grant date, or the price of treasury shares transferred to employees is lower than the average price of the Company's repurchase of shares which shall be carried out by the attendance of shareholders representing more than half of the total number of issued shares, and the consent of more than two thirds of the voting rights of the present.

Article 8: The Company shall issue nominal shares after the signing or stamping of seal by representative directors as well as being attested to by a competent authority in accordance with the law.

The Company may be exempted from printing any share certificate for the shares issued, but the shares not printed shall be kept and recorded by the

centralized securities depository enterprise. The Company shall proceed with non-physical issuance whereof applies to other securities

### Chapter 3 Shareholders' Meeting

Article 9: The entries in share transfer shall not be altered within 60 days prior to the convening date of a general shareholders' meeting, or within 30 days prior to the convening date of a special shareholders' meeting, or within 5 days prior to the target date fixed by the issuing company for distribution of dividends, bonus or other benefits.

Article 10: There are two types of shareholders' meeting, namely, the annual shareholders' meeting and the special meeting of shareholders. The annual shareholders' meeting shall be convened within six months after the end of each fiscal year, whereas the special meeting of shareholders shall be held when necessary in accordance with relevant laws. The reason for convening of the shareholders' meeting shall be stated and the shareholders are notified within 30 days prior to the convening date of a regular shareholders' meeting, or within 15 days prior to the convening date of a special shareholders' meeting.

Article 11: When a shareholder is unable to attend the shareholders' meeting for whatever reason, that shareholder shall issue a power of attorney in accordance with Article 177 of the Company Law, appoint a proxy to attend the meeting, and follow the provisions of the " Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies ".

Article 12: A shareholder, unless otherwise stipulated in relevant laws and regulations, shall have one voting right in respect of each share in his/her/its possession.

Article 13: A resolution is passed at the shareholders' meeting by a majority of the shareholders present who represent more than half of the total number of its outstanding shares.

### Chapter 4 Directors

Article 14: The Company shall appoint seven to nine directors by using the candidate nomination system, and the shareholders shall elect the directors from among the nominees for director. The directors shall be appointed for a

three-year term and may be re-elected after the term. The aggregate shareholding percentage of all of the directors shall comply with the laws and regulations of the competent authority.

The Company shall appoint independent directors of no less than three in number and no less than one-fifth of the total number of directors. The professional qualifications, restrictions on both shareholding and concurrent positions held, determination of independence, method of nomination and other requirements with regard to the independent directors shall be set forth in accordance with the regulations of the competent authority.

During the election, the non-independent and independent directors shall be elected at the same time, but in separately calculated numbers. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially as non-independent and independent directors according to their respective number of votes.

Article 14-1: The Company has established an audit committee under Article 14-4 of the Securities and Exchange Act. The audit committee shall be composed of the entire number of independent directors, with the supervisor's duties pursuant to the Company Act, Securities and Exchange Act, and other relevant laws and regulations.

Article 15: The Board of Directors is composed of all directors. The Chairman is elected by two-thirds of the directors present at the meeting and representing one-half or more of the number of directors present at the meeting, and the Chairman externally represents the Company.

Article 15-1: For the BOD meeting, the director can assign another director to attend the BOD meeting in his/her behalf by presenting the solicitation document, and listing the scope of authorization relevant to the subject of the meeting. The board meeting may be called by videoconference, and the attendance by videoconference will be deemed attendance in person. In emergency circumstances, a board meeting may be called on shorter notice by the form of writing, E-mail or fax.

Article 16: In case the Chairman is on leave or unable to exercise his/her duties for whatever reasons, his/her proxy shall act in accordance with Article 208 of the Company Act.

Article 17: The compensation of all directors incurred by the performance of their

duties shall be given regardless of business profit or loss. The Board of Directors is authorized to determine the amount of compensation to the directors of the Company based on the directors' level of operational participation as well as value of the contribution. The standard terms in the industry shall also be considered to stipulate the Company's pay method. A surplus in the Company's final accounts shall be allocated in accordance with Article 20 of the Articles of Incorporation. The Company may purchase liability insurance coverage against the liabilities for damage compensation for its directors during their tenure, so as to reduce and spread the risk of damages that may be sustained by the company or shareholders caused by any illegal act of its directors.

## Chapter 5 Managerial Officers

Article 18: The Company shall have managerial personnel. Appointment, discharge and the remuneration thereto shall be subject to Article 29 of the Company Act.

## Chapter 6 Accounting

Article 19: The Company shall, at the end of each fiscal year, submit to its shareholders for their ratification (i) the annual business report, (ii) the financial statements, and (iii) the appropriation of profit and remedy in the event of loss proposal.

Article 20: If the Company is profitable in the current fiscal year, no less than 5% shall be allocated as employees' compensation in stock dividends and cash dividends by resolution of the board of directors, and no more than 1% shall be allocated as the remuneration for directors. The distribution of the employees' and the directors' compensation shall be reported to the shareholders' meeting.

However, the company's accumulated losses shall have been covered before the employee compensation and remuneration for directors are allocated based on the aforementioned proportion.

The Company's may transfer treasury stock, employee stock warrants, certificate of entitlement to new shares, restricted stock awards and employee compensation to employees of the controlling or subordinate company, which are to be issued under specific conditions by resolution of the board of directors.

Article 21: If there is a net profit in the final accounts of the Company, it shall be allocated in the following order:

1. Pay taxes.
2. Cover accumulated losses.
3. 10% shall be reserved as statutory surplus reserve, but this is no longer necessary when the statutory surplus reserve has reached the Company's total amount of capital.
4. Special reserve shall be increased or rotated in accordance with the law. When a special reserve is appropriated for cumulative net debit balance reserves from prior period and cumulative net increases in fair value measurement of investment properties from prior period, the sum of net profit for current period and items other than net profit that are included directly in the unappropriated earnings for current period is used if the prior unappropriated earnings is not sufficient.
5. After the allocation in items 1-4, the BOD shall prepare the earnings distribution proposal with the accumulated unappropriated retained earnings of previous years.

Considering the overall environment, long-term financial planning, and the aim to achieve sustainability and stable business development, the Company's dividend policy is set based on capital budgeting and funding needs, as well as shareholders' interests and other factors. The shareholders' dividends allocated shall not be lower than 10% of the net surplus of current year. The method for allocation of shareholders' dividends could be done in cash or stock dividends, where the proportion of cash dividends should not be less than ten percent.

Earning distribution is to be handled as follows: distributable dividends and bonuses in whole or in part may be paid in cash after a resolution has been adopted by a majority vote at a meeting of the board of directors attended by two-thirds of the total number of directors; and in addition there to a report of such distribution shall be submitted to the shareholders' meeting. If the Company distributes surplus earning in the form of new shares, it shall be handled in accordance with the Company Act by resolution of the shareholders meeting.

## Chapter 7 Supplementary Provisions

Article 22: Any unspecified matters in this Articles of Incorporation shall be dealt in accordance with the Company Act.

Article 23: These Articles of Incorporation were drawn up on September 16, 1992.

1st amendment on January 4, 1994

2nd amendment on March 4, 1994

3rd amendment on October 20, 1994

4th amendment on February 14, 1995

5th amendment on June 20, 1995

6th amendment on December 2, 1995

7th amendment on April 3, 1998

8th amendment on June 16, 1999

9th amendment on June 22, 2000

10th amendment on June 22, 2001

11th amendment on June 28, 2002

12th amendment on June 27, 2003

13th amendment on June 17, 2004

14th amendment on June 13, 2005

15th amendment on June 12, 2006

16th amendment on June 13, 2008

17th amendment on June 21, 2013

18th amendment on June 2, 2015

19th amendment on June 24, 2016

20th amendment on June 21, 2019

21st amendment on Jul 20, 2021