

ITE Tech. Inc. Articles of Incorporation

Revised and adopted
by the General Shareholders' Meeting on June 21, 2022

Chapter I General Provisions

- Article 1 : This Company, incorporated pursuant to the Company Act, is named ITE Tech. Inc.
- Article 2 : The Company's scope of business is as follows:
1. CC01080 Electronics components manufacturing
 - (1) Research, development, production, manufacturing, and sales of the following products:
 1. Various types of computers and arithmetic logic unit chipsets.
 2. Super/special-purpose input and output integrated circuits and modules.
 3. Highly integrated ICs.
 4. Integrated circuits and system products for reduced instruction set computers and arithmetic logic units.
 5. Integrated circuits and system products for data communications.
 6. Integrated circuits and system products for digital TVs.
 7. Integrated circuits and module products controlled by flash memory.
 8. Integrated circuits and system products for multimedia applications.
 9. Integrated circuits and module products for analog circuit applications.
 10. Systems, as well as software and hardware integration services, for the aforementioned related products.
 2. F401010 International trade
(Import and export trading related to the above products.)
 3. I301010 Information software services
 4. I501010 Product designing
- Article 2-1 : The Company may, through a resolution of the Board of Directors, become a limited liability shareholder of another company; the total amount of such investment shall not be subject to the 40% limit of the Company's paid-in capital unless otherwise provided by the law.
- Article 3 : The Company establishes its head office in Hsinchu Science Park. If necessary, following resolution of the Board of Directors and approval by the competent authority, the Company may establish domestic/international branches.
- Article 4 : Deleted

Chapter II Shares

- Article 5 : The Company's total authorized capital is in the amount of two billion five hundred million New Taiwan Dollars, divided into two hundred and fifty million shares (which may include a total of 30 million shares that can be subscribed for in employee stock options), with the denomination of each share in the amount of ten New Taiwan Dollars; of these, the Board of Directors is authorized to issue the unissued shares in installments. However, the total amount of the employee stock options actually issued shall conform to the securities issuance laws and regulations, and shall not exceed the statutory upper limit regarding the amount of such as a proportion of the total number of issued shares. The Company may issue registered shares or bearer shares in accordance with the securities issuance laws and

regulations, provided that the total number of bearer shares shall not exceed one-half the total number of issued shares.

- Article 5-1 : Where the Company issues employee stock warrants at a subscription price lower than the closing price of the Company's common shares on the date of issuance, such issuance must be adopted by a Shareholders' Meeting attended by shareholders representing more than half the total number of shares issued, with the consent of two-thirds or more of attending shareholders' voting rights. Such issuance may, upon consent for such, be made in multiple applications within one year.

The transfer of the Company's shares to employees at a price lower than the average price at which the shares are actually repurchased must be adopted by the most recent Shareholders Meeting attended by shareholders representing more than half of the total number of shares issued, with the consent of two-thirds or more of attending shareholders' voting rights prior to the transfer.

The Company may issue new employee restricted shares in accordance with relevant securities laws and regulations, given a resolution adopted by the Shareholders Meeting attended by shareholders representing more than half of the total number of shares issued, with the consent of two-thirds or more of attending shareholders' voting rights. Such issuance may, upon resolution for such, be made in multiple applications within one year

- Article 6 : The Company's share certificates shall be issued after being numbered, affixed with the signatures or seals of three or more directors, and then duly certified by the competent authority or an issuance registration institution approved thereby. When new shares are issued, the share certificates may be printed in a single consolidated certificate. For shares issued by the Company, the Company may be exempted from printing the share certificates for such shares provided that such shares are registered with the central securities depository institution.
- Article 7 : The share transfer and administration of shareholder service-related operations shall be handled in accordance with the Company Act, the Regulations Governing the Administration of Shareholder Services of Public Companies, and other laws and regulations.
- Article 8 : If share certificates are lost or damaged, the matter shall be handled in accordance with the Company Act and other laws and regulations.
- Article 9 : For each term, the entries in the shareholders' roster shall not be altered within the 60 days prior to a General Shareholders' Meeting convening date, nor within 30 days prior to an Extraordinary Shareholders' Meeting convening date, nor within 5 days prior to the target date fixed by the issuing company for distribution of dividends, bonuses, or other benefits.

Chapter III Shareholders' Meetings

- Article 10 : There are two kinds of shareholders' meetings in the Company:
1. General Shareholders' Meetings, which shall be held within six months after the closing of each fiscal year.
 2. Extraordinary Shareholders' Meetings, which shall be held in accordance with the relevant laws when necessary.

Shareholders' Meetings can be held by means of visual communication network or other methods promulgated by the central competent authority

- Article 11 : The chairperson shall act as the chair at the Shareholders Meeting. In the event that the chairperson is on leave or unable to exercise his/her powers and authority for some reason, the vice chairperson shall act on his/her behalf; in the event that there is no vice chairperson, or that the vice chairperson is also on leave or unable to exercise his/her powers and authority for some reason, the chairperson shall designate one director to act on his/her behalf; in the absence of such a designation, the directors shall elect from among themselves an acting chair. Where a Shareholders Meeting is convened by a person other than a Director who has the right to call a meeting, the person having the right to convene a meeting shall act as the chair; in the event that there are two or more persons having the right to convene a meeting, they shall elect from among themselves an acting chair.
- Article 12 : Shareholders shall be informed of the meeting date, place, and agenda 30 days in advance of any General Shareholders' Meeting and 15 days in advance of any Extraordinary Shareholders' Meeting.
- Article 13 : If a shareholder is unable to attend a shareholders' meeting, the shareholder may authorize a proxy to take part in the meeting on his/her/its behalf. Such a proxy shall, in accordance with the Company Act, be provided with a proxy letter stating the scope of authorization.
- Article 14 : Except where they have no voting rights under the Company Act, each Company shareholder shall have one vote for each share in his/her/its possession.
- Article 15 : Resolutions in the meeting of shareholders, unless otherwise provided in the Company Act, shall be decided by a majority of votes of attending shareholders, where the shareholdings of the attending shareholders constitute more than one-half the total number of shares issued.
- Article 16 : Resolutions of the Shareholders Meeting shall be recorded in the minutes, affixed with the signature or seal of the chair, and be distributed to all shareholders within 20 days after the meeting. The distribution of the minutes may proceed by means of public announcement.

Chapter IV Directors and Managers

- Article 17 : The Company shall have from seven to nine directors, among whom the number of independent directors shall not be less than three. The term of office for the directors shall be three years. Directors shall be elected by the Shareholders Meeting from among the shareholders with legal capacity, and may be re-elected. At least two of the independent directors in each term shall not exceed nine years in consecutive terms. In the event that no election of new directors is effected after expiration of the existing directors' term of office, the out-going directors' term of office shall be extended in accordance with the law until such time as new directors have been elected and assumed office. When director seats vacant reach one third the total number of directors, the Board of Directors shall convene an Extraordinary Shareholders' Meeting within 60 days for a by-election. The term of office shall be limited to that need to fulfill the vacancy of the original or current office. The Company may take out liability insurance for directors during their terms in office.
- Article 17-1 : The election of all Company directors shall adopt a candidate nomination system, and be handled in accordance with the laws and regulations as well as the competent authority's relevant regulations.
- Article 17-2 : The Company shall establish an Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act so as to exercise the supervisory powers and authority prescribed by the Company Act, the Securities and Exchange Act, and other laws and

regulations. The Audit Committee shall be composed of all independent directors, no less than three persons, and at least one of them shall possess accounting or financial expertise. Resolutions of the Audit Committee shall be adopted by a vote of one half or more of all current members.

The overall remuneration of all Company independent directors, except for Article 26-1 herein, regardless of operating profit or loss, may be determined by the Board of Directors in accordance with the degree of their operational participation, as well as taking into consideration the standards for other companies in the industry, within an upper limit of one two thousandth of the net operating income of the previous fiscal year, and be additionally paid at Company expense.

Article 18 : The Board of Directors shall be composed of the directors. The Board's powers and authority shall be as follows:

1. Discussing and formulating the business plan, as well as supervising the implementation of such.
2. Putting forward proposals for surplus distribution and set-off of losses.
3. Putting forward proposals for capital increase or decrease.
4. Approving important rules, regulations, and contracts.
5. Appointing and dismissing Company managers.
6. Establishing, changing, and abolishing branches.
7. Formulating budgets and final accounts.
8. Other powers and authority bestowed in accordance with the Company Act and Shareholders Meeting resolutions.
9. Establishing various functional committees, and formulating the organizational rules of each functional committee.

Article 19 : One chairperson shall be elected by a Board of Directors meeting attended by two-thirds of the directors, with the consent of more than half of attending directors. One vice chairperson may also be elected from among the Board in the same manner, depending on business needs. The chairperson shall represent the Company externally.

Article 20 : Unless otherwise provided by the Company Act, the Board of Directors shall be convened by the chairperson. Resolutions by the Board of Directors, unless otherwise stipulated by the Company Act, shall be adopted by vote with more than half of directors in attendance and more than half of attending directors consenting.

Article 21 : The chairperson shall act as the chair of the Board of Directors. In the event that the chairperson is on leave or unable to exercise his/her powers and authority for some reason, the vice chairperson shall act on his/her behalf; in the event that there is no vice chairperson, or the vice chairperson is also on leave or unable to exercise his/her powers and authority for some reason, the chairperson shall designate one director to act on his/her behalf or one shall be elected from among the directors. Directors shall attend Board of Directors meetings in person. In the event that a director is unable to attend for some reason, he/she may be represented by another director as his/her proxy. A director may receive appointment to act as the aforementioned proxy of one other director only.

Article 22 : Deleted

Article 23 : The appointment, discharge, duty, and remuneration of the Company's managerial personnel shall be decided in accordance with Articles 29 and 31 of the Company Act.

Article 24 : The managerial officers shall manage the Company's affairs in accordance with the resolutions of the Shareholders' Meeting or the Board of Directors.

Charter V Accounting

- Article 25 : The fiscal year of the Company shall be from January 1 to December 31. Final settlement shall be done at the end of every fiscal year.
- Article 26 : The Company's Board of Directors shall, in accordance with Article 228 of the Company Act, prepare the following statements and records at the end of each fiscal year and submit them to the Audit Committee for auditing 30 days prior to the General Shareholders' Meeting, and the Audit Committee shall then issue a report to be submitted to the General Shareholders' Meeting for recognition.
1. Business report.
 2. Financial statements.
 3. Proposals for surplus distribution or set-off of losses.
- Article 26-1 : When the Company has operating profits, the distribution of employee compensation and director remuneration shall depend upon the profit status. The aforementioned employee compensation shall not include routine or fixed salary, nor allowances or bonuses. The aforementioned profit status shall refer to the pre-tax profit, which is the profit before distribution of remuneration is deducted. If the Company makes a profit in the current year, it shall set aside 8% to 20% thereof for employee compensation, and it may then set aside no more than 1% thereof for director remuneration. However, when the Company still has accumulated losses, it shall retain the amount required to compensate for the losses and first deduct such amount, before calculating any compensation or remuneration. In addition, the annual compensation or remuneration shall be a one-time distribution, which may be made in full in one payment or in installments.

Director remuneration shall be paid in cash, while employee compensation shall be paid either in cash or in shares. Such eligible payees shall be defined as salaried employees for work actually performed, as well as formal salaried employees of domestic and foreign affiliated companies of which the Company directly holds 49% or more of shares; and consultants appointed by the Company required for routinely arranged work, and directors who serve concurrently in routine business and in full-time technical positions. When employee compensation is paid, the intended payees shall still be employees, unless due to recent transfer, dispatch, layoff, or dismissal from office, as initiated by the Company.

- Article 27 : The Company's shareholder dividends shall be distributed in cash or by shares. The distribution policy shall depend on the Company's current and future investment environment, capital needs, domestic and foreign competition conditions, capital budget, and other factors. The cash dividend shall be not less than 30% of distributable profits, taking into account as well shareholder interests, dividend balancing, the Company's long-term financial planning, etc., for which the distribution proposal shall be drawn up by the Board of Directors after the annual final accounts are settled and submitted to the Shareholders Meeting. The Company's annual final account surplus shall be distributed in the following order:
1. Withholding and paying taxes.
 2. Compensating for losses.
 3. Setting aside ten percent of remainder as legal reserve.
 4. Set aside or reverse special reserve in accordance with the law.
 5. Not less than 80% of the aforementioned balance plus the undistributed surplus at the beginning of the period may be added thereto as distribution of dividends to

shareholders. However, when the total value of the distribution calculated based on the combined reserves that can be used is still lower than NT\$ 0.1 per share, the amount shall be reserved and shall not be distributed.

According to Article 240, Paragraph 5, and Article 241, Paragraph 2 of the Company Act, the Company authorizes the distributable dividends, legal reserve, and capital surplus 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 thereto a report of such distribution shall be submitted to the shareholders.

Article 28 : Deleted

Chapter VI Supplemental Provisions

Article 29 : The Company's organizational code and bylaws shall be instituted separately.

Article 30 : Any matter not provided for in these Articles of Incorporation shall be handled in accordance with the Company Act.

Article 31 : These Articles of Incorporation were established on April 22, 1996.

The first revision was made on February 16, 1997.

The second revision was made on February 13, 1998.

The third revision was made on February 23, 1998.

The fourth revision was made on June 30, 1998.

The fifth revision was made on June 10, 1999.

The sixth revision was made on June 15, 2000.

The seventh revision was made on May 30, 2002.

The eighth revision was made on April 11, 2003.

The ninth revision was made on June 1, 2004.

The tenth revision was made on June 12, 2006.

The eleventh revision was made on June 11, 2007.

The twelfth revision was made on June 13, 2008.

The thirteenth revision was made on June 10, 2009.

The fourteenth revision was made on June 15, 2011.

The fifteenth revision was made on June 15, 2012.

The sixteenth revision was made on June 11, 2013.

The seventeenth revision was made on June 17, 2015.

The eighteenth revision was made on June 20, 2016.

The nineteenth revision was made on June 21, 2022.