

# MPI Corporation Articles of Incorporation

## Chapter One General Provisions

- Article I: The Company has been duly incorporated in accordance with the Company Act and titled MPI Corporation.  
The English name is MPI CORPORATION.
- Article II: The Company is engaged in the principal business specified below:
- I. CB01010 Machinery and Equipment Manufacturing.
  - II. CC01080 Electronic Parts and Components Manufacturing.
  - III. F119010 Wholesale of Electronic Materials.
  - IV. F113050 Wholesale of Computing and Business Machinery Equipment.
  - V. E605010 Computing Equipments Installation Construction.
  - VI. F113010 Wholesale of Machinery.
  - VII. F213080 Retail Sale of Machinery and Equipment.
  - VIII. F401010 International Trade.
  - IX. JE01010 Rental and Leasing
  - X. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- Article III: The Company may make direct investment up to 40% of the paid-in capital and may act as a guarantor in favor of a third party outside the Company for business purpose.
- Article IV: The Company is headquartered in Zhubei City, Hsinchu County, and may establish domestic or overseas branches under the resolution of the Board of Directors, where necessary.

## Chapter Two Share Capital

- Article V: The Company has stated capital of NT\$ 1.2 billion (NT\$1,200,000,000) equally divided into 100 million shares (100,000,000) at face value of NT\$ 10 per share. The Board of Directors has been authorized to issue the shares in tranches.  
The amount of NT\$ 50 million (NT\$50,000,000) will be retained and this amount is equally split up into 5 million shares (5,000,000) at face value of NT\$ 10 per share for the issuance of stock options. The Board of Directors has been authorized to issue the stock options in tranches.
- Article V-I: In the event the Company shall repurchase its outstanding shares as dictated by law, the Board of Directors shall be authorized for the repurchase.
- Article VI: The Company may issue shares. The issuance of shares by the Company complies with Article 162 of the Company Act. The Company may issue shares without printing physical stock, and shall register these issued shares with a securities

depository body in accordance with the regulations of such body.

- Article VII: Any change of the content contained in the shareholders registry shall be prohibited within 60 days prior to a regular session of the General Meeting of Shareholders, or within 30 days prior to a special session of the General Meeting of Shareholders, or within 5 days prior to the dividend or bonus announcement day or the day on which other benefits are released.

## Chapter Three Shareholders' Meetings

- Article VIII: The Meeting of Shareholders may convene in regular sessions or special sessions. General session will usually be convened once a year within six (6) months after the end of a fiscal year. Special session may be convened at any time as needed. A Company's Shareholders' Meeting may be held by means of a visual communication network or other methods promulgated by the central competent authority.
- The Company may adopt the system of voting in written or electronic means in a session of the shareholder's meeting and the procedure shall be instituted in accordance with applicable laws.
- Article IX: For any shareholder who is unable to attend the shareholders' meeting in person, the usage of the authorization of proxy shall comply with the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" by the competent authority.
- Article X: Shareholders are entitled to one vote for each share of holding, except for holding the shares as specified in Article 179 of the Company Act or unless otherwise the law requires.
- Article XI: Unless applicable laws specified otherwise, resolutions of the General Meeting of Shareholders shall be made by a simple majority of the shareholders representing more than half of the total outstanding shares in the meeting, or at the unanimous consent of the shareholders who are present in the meeting.

## Chapter Four Directors and Audit Committee

- Article XII: The Company shall appoint 5 to 11 directors for a term of office for 3 years via the candidate nomination system. They shall be elected by the Shareholders' Meeting from the list of candidates for directors and may be reelected for a second term of office.
- Of all the seats of directors as mentioned, there shall be at least two (2) seats of independent directors who shall be elected from a nomination of candidates system and the number of seats for independent directors shall constitute at least 1/5 of the total seats of directors. The requirements for professional qualifications,

shareholdings, part-time constraints, the nomination and election, and other binding matters for independent directors are handled in accordance with the governing provisions of the securities competent authorities.

The Company shall establish the Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act. The Audit Committee shall be composed entirely of independent directors. It shall not be fewer than three persons in number, one of whom shall be the convener, and at least one of whom shall have accounting or financial expertise. The supervisors shall be discharged on the same date when the Audit Committee is established. The functions to be exercised by supervisors under the Company Act, Securities and Exchange Act, and other laws are passed on to the Audit Committee.

The Company shall take out directors liability insurance with respect to liabilities resulting from exercising their duties during their term of office. The Board of Directors shall be authorized to handle the insurance matters with full power.

**Article XIII:** The Board of Directors shall be organized by the Directors, one of whom shall be elected as the Chairman in a session with the presence of at least two-thirds of the Directors and the consent under a simple majority. A vice chairman shall also be elected likewise. The Chairman shall preside over the sessions of the General Meeting and the Board internally and represents the Company externally.

**Article XIV:** In the absence of the Chairman or the Chairman is unable to perform its duties, the proxy shall act in accordance with Article 208 of the Company Act.

The Directors shall attend the sessions of the Board in person, or appoint another Director to attend the meeting by issuing the written proxy and specifying the scope of authority with reference to the subjects to be discussed at the meeting. Each Director may appoint one Director to act as proxy in the meeting.

The Board shall convene with the cause of the session specified in the notice 7 days in advance to the acknowledgment of all directors. In case of emergency, the Board may call for a special session with notice in writing, fax, or e-mail.

The Board may convene via teleconferencing and the Directors participating in the teleconference shall be deemed attending the Board session in person.

**Article XV:** Unless the Company Act specifies otherwise, resolutions of the Board may be made by a session with the presence of at least half of the seats of Directors and by a simple majority of these Directors.

**Article XV-I:** The remuneration to the Chairman, Vice Chairman and directors shall be commensurate with their level of participation and contribution to the operation of the Company with reference to domestic and international industry standards, and shall be determined by the Board under authorization.

**Article XVI:** The Board of Directors shall perform the following functions:

I. Review and approval of the corporate policy and the development plan in the mid to long term.

- II. Review and supervision of the execution of annual business plan.
- III. Review and approval of budget and account settlement.
- IV. Review and approval of the plan of capitalization and decapitalization of the Company.
- V. Review and approval of the proposal for income distribution or covering loss carried forward.
- VI. Review and approval essential contracts with external parties.
- VII. Review and approval of the Articles of Incorporation and amendment thereto.
- VIII. Review and approval of the Articles of Incorporation and important rules and regulations of the Company.
- IX. Approval of the establishment, reorganization, and revocation of branches.
- X. Approval of major capital spending plans.
- XI. Planning for the acquisition and disposition of vital assets of the company.
- XII. The appointment and dismissal of the general manager and deputy general managers.
- XIII. Execution of the resolutions of the General Meeting of Shareholders.
- XIV. Review and approval of the proposals from the general manager.
- XV. Convention of the General Meeting of Shareholders and report on operation.
- XVI. Any other duties to be performed under law.

## Chapter Five Managers

Article XVII: The Company shall employ several managers and the appointment, dismissal, and remuneration of whom shall be carried out pursuant to Article 29 of the Company Act.

## Chapter Six Accounting

Article XVIII: At the end of the fiscal year, the Board shall prepare the (I) Operation review; (II) Financial statements; (III) Motions for distribution of earnings or covering of loss carried forward and related document, and submit them in the Annual General Meeting for ratification through the procedures required by laws.

Article XIX: If the Company records profit before tax in a given year, it shall allocate between 0.1% and 15% of the amount as employees' remuneration, and no more than 3% as directors' remuneration. Among the employees' remuneration, at least 50% shall be reserved for distribution to entry-level employees. However, if the Company still has accumulated losses, the amount required to offset such losses shall be retained in advance before allocating employees' and directors' remuneration in accordance with the above percentages.

The allocation of remuneration to employees and directors shall be resolved and

approved by a majority of the directors present at a directors' meeting attended by more than two-thirds of the whole directors, and reported to a shareholders' meeting. The remuneration for employees may be paid in the form of stock or in cash.

Employees entitled to receive the distribution includes those of the holding or the affiliated companies who meet specified requirements established by the Board of Directors with authorization. If the Company has a profit in the total final account of a fiscal year, it shall first pay the taxes, make up any losses from past years, and then make contribution of 10% as the statutory reserve unless the statutory reserve reaches the amount of the Company paid-in capital. After appropriating or reversing a special reserve in accordance with the laws and regulations, the proposal for the distribution of the profits concerning the balance along with the accumulative undistributed profit is formulated by the Board of Directors, and submitted to the shareholder's meeting for resolution, if issuance of new shares is adopted.

Based on the resolution of a majority of directors at the meeting attended by two-thirds of the total number of directors, the Company shall distribute the dividend and bonus, in whole or in part, in the form of cash and report to the shareholders' meeting.

**Article XX:** The Company is now at the growth stage of industrial development. As such, the dividend policy shall be conditioned by the investment environment, capital needs, domestic and international competition, and capital budgeting of the Company at present moment and in the futures. Shareholders interest, balance of dividend payment and long-term financial planning shall also be considered with the Board of Directors to design the plans for income distribution annually as required by law, and present before the shareholders' meeting for ratification.

The earnings will be allocated in the form of cash dividend or stock dividend, subject to the funding demand and level of dilution of EPS. The cash dividend to be allocated, if any, shall be no less than 10% of the total stock dividend.

## Chapter Seven Supplementary Provisions

**Article XXI:** Anything not covered by these Articles of Incorporation shall be governed by the Company Act and other applicable legal rules.

**Article XXII:** Instituted on July 20, 1995.

Amendment was made for the 1st instance on September 20, 1996.

Amendment was made for the 2nd instance on January 9, 1998.

Amendment was made for the 3rd instance on September 11, 1998.

Amendment was made for the 4th instance on January 4, 1999.

Amendment was made for the 5th instance on June 1, 2000.

Amendment was made for the 6th instance on April 16, 2001.

Amendment was made for the 7th instance on December 12, 2001.

Amendment was made for the 8th instance on April 18, 2002.  
Amendment was made for the 9th instance on June 3, 2004.  
Amendment was made for the 10th instance on June 3, 2005.  
Amendment was made for the 11th instance on June 23, 2006.  
Amendment was made for the 12th instance on December 28, 2006.  
Amendment was made for the 13th instance on June 15, 2007.  
Amendment was made for the 14th instance on June 6, 2008.  
Amendment was made for the 15th instance on June 15, 2010.  
Amendment was made for the 16th instance on June 17, 2011.  
Amendment was made for the 17th instance on June 17, 2014.  
Amendment was made for the 18th instance on June 12, 2015.  
Amendment was made for the 19th instance on June 16, 2016.  
Amendment was made for the 20th instance on June 13, 2017.  
Amendment was made for the 21st instance on June 12, 2018.  
Amendment was made for the 22nd instance on June 11, 2019.  
Amendment was made for the 23rd instance on June 15, 2020.  
Amendment was made for the 24th instance on June 15, 2022.  
Amendment was made for the 25th instance on June 11, 2025.