

Wistron NeWeb Corporation

Rules and Procedures of the Shareholders' Meeting

- Article 1. The Shareholders' Meeting ("the Meeting") of Wistron NeWeb Corporation ("WNC"), except as otherwise provided by laws, regulations, or the company's own Articles of Incorporation, shall be conducted in accordance with these rules and procedures.
- Article 2. WNC shall specify the sign-in start time, location, and other information of the Meeting in the meeting notice. The sign-in start time shall not be less than 30 minutes before the start time of the Meeting. A clear sign indicating the sign-in location must be erected and there shall be sufficient staff in attendance. Shareholders attending the Meeting via video conferencing should report on the video conferencing platform 30 minutes prior to the commencement of the Meeting. On completion of reporting a shareholder will be deemed as in attendance.
- Shareholders attending the Meeting shall sign-in. Sign-in is done by submitting an attendance card. The number of shares represented by an attending shareholder shall be calculated in accordance with the attendance card submitted by the shareholder or by the number of shares reported on the video conferencing platform.
- The shares of shareholders exercising voting rights in written form or by electronic means shall also be included. Shareholders or their proxies (collectively referred to as "shareholders") shall attend the shareholders' meeting on the basis of their attendance card. Solicitors soliciting proxy forms shall also bring identification documents for verification.
- If a Shareholders' Meeting is convened by video conference, shareholders and solicitors who wish to attend via video shall register with WNC two days prior to the Meeting.
- If a Shareholders' Meeting is convened by video conference, WNC shall prepare electronic versions of the shareholders' meeting agenda, the annual report, and other supplemental meeting materials and upload them to the video conferencing platform. Such materials shall remain disclosed until the end of the Meeting.
- Article 3. All attendance and voting at the shareholders' meeting shall be calculated based on the shares.
- Article 4. The Meeting shall be held at the domicile of WNC or at any other appropriate place that is convenient for shareholders to attend. The start time of the Meeting shall not be earlier than 9:00 a.m. or later than 3:00 p.m. When WNC convenes the Meeting via video conferencing, the previous paragraph with regards to meeting location does not apply.
- Article 5. The Meeting shall be convened by the Board of Directors (the "BOD"), and the Chairman of the BOD shall be the chairman presiding at the Meeting. If the Chairman of the BOD cannot preside over the Meeting for any reason, the Vice Chairman of the BOD shall preside over the Meeting. If WNC does not have a Vice Chairman or the Vice Chairman cannot fulfill their duties for any reason, the Chairman shall appoint a deputy. If the Chairman does not appoint a deputy, the Directors shall elect one director as the deputy. The director serving as the deputy must have been a director of WNC for more than 6 months and have full understanding of WNC's financial and operational status. This rule is also applicable to any representatives of institutional shareholders serving as the deputy. If the Meeting is convened by any other person entitled to convene the Meeting,

such person shall be the Chairman to preside over the Meeting.

- Article 6. WNC may appoint designated counsel, a CPA, or other related persons to attend the Meeting.
- Article 7. The proceedings of the shareholders' sign-in process, the Meeting, voting, and the ballot recording process shall be recorded continuously with audio-visual equipment, and these records shall be preserved for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation. If a Shareholders' Meeting is convened by video conference, WNC shall keep records of all shareholder registration, reporting, questions proposed, voting and ballot totals. In addition, continuous video and audio recordings of the video conference shall be made, stored for the duration of WNC's operations, and shall be given to the videoconferencing organizer for safekeeping.
- Article 8. The Chairman shall call the Meeting to order at the time scheduled for the Meeting and disclose information concerning the number of nonvoting shares and the number of shares represented by shareholders attending the meeting. If the number of shares represented by the shareholders present at the meeting has not yet constituted a quorum (more than half of the total outstanding shares) at the time scheduled for the Meeting, the Chairman may postpone the Meeting. Postponements shall be limited to two times at the most and the Meeting shall not be postponed for longer than one hour in total on the day of the scheduled meeting. If a quorum can still not be constituted but the shareholders present at the Meeting represent more than one-third of the total outstanding shares, a tentative resolution may be made in accordance with Paragraph 1 of Article 175 of the Company Act. If a quorum is constituted while the Meeting is in progress, the Chairman may submit the aforesaid tentative resolution to the Meeting for approval in accordance with Article 174 of the Company Act.
- Article 9. If the Meeting is convened by the BOD, the agenda of the Meeting shall be set by the BOD. Unless otherwise resolved at the Meeting, the Meeting shall proceed in accordance with the agenda. During the Meeting, the Chairman may, at their discretion, set a time for an intermission. Unless otherwise resolved at the Meeting, the Chairman cannot announce adjournment of the Meeting before the Meeting is finished. If the Chairman announces an adjournment in violation of these Rules and Procedures, the shareholders may, by more than half of the votes represented by the shareholders present at the Meeting, designate a person as the Chairman to continue the Meeting.
- Article 10. When a shareholder present at the Meeting wishes to speak, a Speech Note should be filled out with a summary of the speech, the shareholder's number, and the name of the shareholder. The sequence of speeches shall be decided by the Chairman. If a shareholder present at the Meeting submits a Speech Note but does not speak, no speech shall be deemed to have been made by the shareholder. If the contents of the speech of a shareholder are inconsistent with the contents of the Speech Note, the contents of the actual speech shall prevail. Unless otherwise permitted by the Chairman and the speaking shareholder, no shareholder shall interrupt the speeches of other shareholders. The Chairman shall stop any such interruption.
- Article 11. Unless otherwise permitted by the Chairman, each shareholder shall not, for each discussion item, speak more than two times and shall not exceed 5 minutes each time. If the speech of any shareholder violates this provision or exceeds the scope of the discussion item, the Chairman may stop the speech of such shareholder. If a Shareholders' Meeting is convened by video conference, shareholders attending via a video link may, after the Chairman announces the commencement of the Meeting

and before the Meeting is adjourned, submit questions in text format via the video conference platform. No more than two questions may be submitted for each discussion item. Each question should be limited to 200 words. The regulations in Paragraph 1 do not apply.

If the question referred to in the previous paragraph is not in violation of any regulations or is not beyond the scope of the discussion item, the question should be disclosed to the public on the video conferencing platform

- Article 12. Any legal entity designated as a proxy by shareholder(s) to be present at the Meeting may appoint only one representative to attend the Meeting. If two or more representatives are designated to attend the Meeting, only one representative may speak for each discussion item.
- Article 13. After the speech of a shareholder, the Chairman may respond themselves or appoint an appropriate person to respond.
- Article 14. The Chairman shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by shareholders; when the Chairman is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the Chairman may announce the discussion closed, call for a vote, and schedule sufficient time for voting.
- Article 15. The person(s) checking and the person(s) recording the ballots during a vote shall be appointed by the Chairman. The person(s) checking the ballots shall be a shareholder. Voting and ballot counting shall be conducted in public at the location of the shareholders' meeting. Voting results, including the number of share votes received, shall be reported on-site immediately and recorded in writing.
- The voting results for election of Directors or Independent Directors at a shareholders' meeting, including elected person(s), the number of votes received, and the names of directors not elected and number of votes they received shall be announced on-site immediately.
- The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and held in custody for at least one year.
- Article 16. A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

When WNC holds a shareholders' meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by in written form. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to extraordinary motions and amendments to original proposals of that meeting.

A shareholder intending to exercise voting rights in written form or by electronic means under the preceding paragraph shall deliver a written declaration of intent to WNC two days before the date of the Meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights in written form or by electronic means, in the event the shareholder intends to attend the Meeting in person or via video conferencing, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to WNC, by the same means by which the voting rights were exercised, at least two days before

the date of the shareholders' meeting. If the notice of retraction is submitted after that time, the voting rights already exercised in written form or by electronic means shall prevail. When a shareholder has exercised voting rights both in written form or by electronic means and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail. Except as otherwise specified in the Company Act or the Articles of Incorporation of WNC, a resolution shall be adopted if more than half of the votes represented by the shareholders present at the Meeting. At the time of a vote, for each proposal, the Chairman or a person designated by the Chairman shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders on a case-by-case basis.

If a Shareholders' Meeting is convened by video conference, after the Chairman announces the end of a poll, the votes shall be counted, followed by the declaration of poll and/or election results.

When WNC adopts video conferencing as an aid to the holding of a Shareholders' Meeting, shareholders and solicitors who have already registered to attend via a video link, in accordance with Article 2, but that then wish to attend in person, shall cancel their registration two days prior to the Meeting. Anyone who fails to do so will be seen as attending via video link.

Shareholders exercising voting rights in written form or by electronic means without revoking their expression of intent and who attend the Meeting via a video link may not, with the exception of extraordinary motions, re-exercise voting rights on any discussion item or amend votes on any original discussion item.

Article 17. If there is an amendment to or a substitute for a discussion item, the Chairman shall decide the sequence of voting for the discussion item and the amendment or substitute. If any one of the amendments, items, or substitutes has been adopted, the others shall be deemed vetoed, and no further voting will be necessary.

Article 18. The Chairman may direct security guards to assist in preserving order in the meeting place. The security guards shall wear badges identifying themselves as such when assisting in maintaining order.
At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by WNC, the Chairman may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the Chairman's correction, obstructing the proceedings and refusing to heed calls to stop, the Chairman may direct the sergeants-at-arms or security guards to escort the shareholder from the meeting.

Article 19. In the event of force majeure, the Chairman may decide to temporarily suspend the Meeting and announce, depending on the situation, when the Meeting will be resumed or may, by resolution of the shareholders present at the Meeting, resume the Meeting within five days without further notice or public announcement.

Article 20. If a Shareholders' Meeting is convened by video conference, WNC shall compile in both printed and electronic format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same on the video conferencing platform until the end of the Meeting.

When the Shareholders' Meeting is held via video conference, the Chairman and the meeting minutes recorder shall be in the same place. The chairman shall announce the address of the meeting location at the time of the Meeting, and disclose the number of shares represented by the shareholders present on the video

conference platform. The same applies if the number of shares represented by the shareholders present is also counted during the Meeting.

If a Shareholders' Meeting is convened by video conference, WNC shall immediately disclose the voting results and election results of each resolution on the video conference platform of the Shareholders' Meeting in accordance with regulations, and shall continue to disclose such information for at least 15 minutes after the Chairman announces the adjournment of the Meeting.

If a Shareholders' Meeting is convened by video conference, the meeting minutes recorder shall record the start and end time of the Meeting, the method by which the Meeting is convened, and the names of the Chairman and the recorder, in addition to matters to be recorded in accordance with the regulations.

Article 21. These Rules and Procedures shall be effective from the date they are approved at the Meeting. The same applies in case of revision.

The first version was approved on July 27, 1999.

The first amendment was approved on August 26, 2002.

The second amendment was approved on June 12, 2012.

The third amendment was approved on June 11, 2013.

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