

## **ENNOSTAR Inc. Articles of Incorporation**

### **Chapter 1 General Provisions**

- Article 1            This Company is incorporated in accordance with the provision of the Company Limited by Shares of the Company Act, the full name of the Company is ENNOSTAR Inc.
- Article 2            The scope of business operated by this company shall be as follows:
1. H201010 General Investment
  2. IH01010 Industrial holding company
- Article 3            The Company may provide guarantee for other companies and proceed it in compliance with the Company's guarantee operation procedure.
- Article 4            When the Company reinvests in another company as a liability-limited shareholder, the total amount of the Company's reinvestment shall not be subject to the restriction of not more than 40% of the Company's paid-up capital as provided in the Company Act.
- Article 5            The Company is headquartered in Hsinchu City Taiwan and may have branches, offices or business offices set elsewhere domestically and abroad as resolved by the Board of Directors.
- Article 6            Public announcement of the Company shall be handled in accordance with Article 28 of the Company Act.

### **Chapter 2     Shares**

- Article 7            The approved capital of the Company is NT\$ 15,000,000,000 divided into 1,500,000,000 shares, at NT\$10 par value, and may be issued separately. Among the above-mentioned shares, 50,000,000 shares shall be retained for the exercise of stock options through the issued stock option vouchers, special shares with stock options and bonds with stock options.
- Article 8            The issuance of any employee stock options of which the stock option price is less than the closing price shall be determined by a vote of two-thirds of the shareholders attending who represent a majority of the total shares issued, and then shall be reported and handled separately in a year from the date of the resolution at the shareholders' meeting.
- Article 9            The transfer of stocks to employees by the Company at the price less than the average price at which the Company has bought the stocks back shall be determined by a vote of two-thirds of the shareholders attending who represent a majority of the total shares issued. In the subjects of convening the meeting

of shareholders, the following items shall be mentioned and explained, and shall not be presented through provisional motions.

1. Transfer price, discount ratio, calculation basis and its rationality
2. Shares to be transferred, purpose and its rationality
3. Qualifications and conditions for the employees entitled to stock options, and shares allowed to be acquired
4. Items affecting shareholders' equity:
  - (1) Amount that might be recognized as expense, and its effect on dilution of the Company's EPS
  - (2) Any financial burden to the Company because of the stock transferred to employees at the price less than the average price at which the Company has bought the stock back shall be explained.

Article 10      The object of transfer of treasury shares bought back by the Company may include the employees of parents or subsidiaries of the Company who meet certain conditions.

The object of issue of employee stock option certification of the Company may include the employees of parents or subsidiaries of the Company who meet certain conditions.

The object of issue of restricted stock for employees may include the employees of parents or subsidiaries of the Company who meet certain conditions.

The object of subscription of new shares of the Company may include the employees of parents or subsidiaries of the Company who meet certain conditions.

The term of "certain conditions" in this Article is authorized to be set by Board of Directors.

Article 11      The Company is exempted from printing share certificate in accordance with the provisions of Article 161-2 of the Company Act, but shall register the issued shares with the centralized securities depository enterprise and follow the regulations of that enterprise.

Article 12      The transfer of stock shall not be made 60 days prior to shareholders' general meeting, 30 days prior to shareholders' extraordinary meeting, or 5 days prior to dividends and bonus distribution or other interest distribution.

Article 13      Except otherwise provided in laws, share matters of the Company shall be handled in compliance with regulations provided by authorities.

## **Chapter 3      Shareholders' Meeting**

Article 14      There are two kinds of shareholders' meetings in the Company: the General Meetings and extraordinary Meetings. General meeting shall be held once a

year. The board of directors shall convene a general meeting within 6 months after the final account at the end of each fiscal year. A extraordinary meeting will be held if necessary. The Company's shareholders meeting may be held by virtual shareholders' meeting or other methods announced by the competent authority.

Article 15      The general meeting shall be convened by sending the notification to shareholders 30 days prior to the meeting date upon convening. The extraordinary meeting shall be convened by sending the notification to shareholders 15 days prior to the meeting date upon convening. In the notification, the date, place, and subjects of the meeting shall be indicated.

Article 16      Shareholders of the Company have one vote for each share they hold. After the Company is listed, the means of electronic transmission is one of the channels for shareholders to exercise their voting rights.

Article 17      Except otherwise provided in applicant laws, resolutions of the shareholders' meeting shall be made by a vote of a majority of the shareholders attending who represent a majority of the total number of shares issued.

Article 18      The resolutions of the shareholders' meeting shall be recorded in the minutes, and such minutes shall be signed by or sealed with the chop of the chairman of the meeting, and distributed to each shareholder within 20 days after the meeting date. The Company may have the minutes served through a public announcement.

## **Chapter 4      Directors and the Audit Committee**

Article 19      The Company shall have five to thirteen directors. Directors shall be elected from a slate of director candidates, which are nominated under the Candidate Nomination System, at shareholders' meetings. The directors are eligible for re-election. The number of directors shall be decided by the board of directors.

The number of independent directors among the number of directors in the preceding paragraph shall not be less than three, and shall not be less than one third of the number of directors.

The independent directors' professional qualifications, shareholding, concurrent position restrictions, independence determination, nomination and selection methods, and other compliance matters shall be handled in accordance with the relevant laws and regulations.

The Company shall set up a functional committee in accordance with the requirements of the law and depending on the Company's needs.

The Company may purchase liability insurance for the directors, to the extent of the compensation responsibility assumed in business execution in their term of office according to law. The Board of Directors is authorized to determine the remuneration of directors, based on the level of participation and the value

of contribution to the Company's business operations and taking into account the common remuneration level in the same industry.

Article 19-1 Pursuant to Article 14-4 of the Securities and Exchange Law, the Company shall have the audit committee which shall be composed of all independent directors.

Article 20 The Board of Directors is organized by the directors. The directors shall elect a Chairman of the Board of Directors, and may elect Vice Chairman of the Board of Directors, from among themselves by a majority in a meeting attended by more than Two-thirds of directors. The Chairman shall have the authority to represent the Company. The Chairman shall preside at the meeting for the Board of Directors. In the event Chairman is incapable of performing duties, Vice Chairman shall act on his behalf pursuant to the Article 208 of the Company Act. If there is no Vice-Chairman or Vice-Chairman who also asks for leave or is incapable of performing duties, the Chairman shall appoint one of the directors to act on his behalf. In case the Chairman fails to appoint any director to act on his behalf, the person to act on his behalf may be elected by and among the directors. , Directors shall attend the board meeting in person. Any director who is unable to attend the board meeting shall appoint another director as his proxy. Each director is limited to act as a proxy by one person only.

Article 21 The Board of Directors' (hereinafter "BOD") meeting should be convened at least once every quarter. Each BOD director is entitled to be informed with the agenda 7 days prior to the meeting. However, an ad-hoc meeting may occur in the case of emergency.

The notification of the aforesaid meeting can be made in written, via email or facsimile or other electronic manner.

## **Chapter 5 Managers and Employees**

Article 22 The Company shall have one President whose appointment, discharge and remuneration shall be handled according to Article 29 of the Company Act. For the appointment of other non-appointed managers (including but not limited to vice president), the president shall obtain the Chairman's consent then submit to the Board of Directors to be approved by a majority of directors in a meeting attended by more than half of the directors.

## **Chapter 6 Accounting**

Article 23 The Company's fiscal year starts from January 1 and ends on December 31. At the end of every year, the Board of Directors shall prepare the statements and records of accounts in compliance with the Company Act and submit it to shareholders' general meeting for recognition.

The Company shall dispatch 0.1% to 15% of the annual profit to the employee remuneration and no more than 2% to directors and supervisors as remuneration. However, when the Company still has accumulated losses, the Company shall offset the accumulated losses.

The total amount of “employee remuneration” in the preceding paragraph shall be no less than 20% for the distribution of nonexecutive employees.

The “annual profit” referred to in paragraph 1 means the year's pre-tax benefits before deducting the distribution of employees' remuneration and directors and supervisors' remuneration.

Employee remuneration could be by stock or by cash. The object of the issue of shares or cash including the employees of subsidiaries or parents of the Company who meet certain conditions. The term of “certain condition” is authorized to be set by the Board of Directors.

Dispatched remuneration of employees and directors shall be decided by the Board of Directors with more than two-thirds of the directors present and resolved by majority of the attended directors and report to shareholder meeting.

The Company shall distribute the after-tax profit after annual accounting settlement, shall first make up for the losses, then allocate 10% as legal reserve. However while such legal reserve amounts to the total authorized capital, this provision shall not apply and, if necessary, allocate or reverse special reserve. Balance plus the previous cumulative undistributed earnings to be allocated surplus, in addition to discretion of reservations, the distribution shall be proposed by the Board of directors, if the proposal is to distribute by issuing new shares, it shall be submitted to shareholders' meeting for resolution; if the proposal is to distribute by cash, according to paragraph 5 of Article 240 of Company Act, it shall be resolved and 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' meeting. The distribution ratio shall be based on the proportion of shares held by each shareholder.

Pursuant to the provisions of Article 241 of the Company Act, the Company authorizes the Board of Directors to distribute all or part of the legal reserve and capital reserve by cash under the resolution which has been adopted by a majority vote at a meeting of the board of directors attended by more than two-thirds of all the directors, and the distribution shall be reported to the shareholders' meeting after resolved.

The Company is in the stable growth period. To in line with current and future development plans, investment environment, fund demand and competition from domestic and foreign regions, the distribution of earnings shall be

executed in compliance with each of the above regulations, for which shareholders' interest and capital adequacy ratio shall be also taken into account. Besides, the shareholders' dividends to be distributed for the year is in the range from 10% to 80% of the distributable surplus for the year, and the ratio of cash dividends to be distributed shall not be less than 10% of the total dividends to be distributed.

## **Chapter 7    Supplementary Provisions**

Article    26        Any relevant matter not provided for in these articles of incorporation shall be handled in accordance with related regulations.

Article    27        The Articles of Incorporation was set up at the meeting of the promoters on August 7, 2020.  
The 1st amendment was made on May 31,2022.  
The 2nd amendment was made on May 24, 2024.  
The 3rd amendment was made on May 23, 2025.