

Acer Gadget Inc.

Articles of Incorporation

CHAPTER I – GENERAL PROVISIONS

- Article 1 The Company shall be incorporated in accordance with the Company Act, and its name shall be 倚天酷基股份有限公司 in the Chinese language, and Acer Gadget Inc. in the English language.
- Article 2 The scope of business of the Company shall include the following:
- (1) CC01030 Electrical Appliances and Audiovisual Electronic Products Manufacturing
 - (2) CC01070 Wireless Communication Mechanical Equipment Manufacturing
 - (3) CC01100 Controlled Telecommunications Radio-Frequency Devices and Materials Manufacturing
 - (4) CC01110 Computer and Peripheral Equipment Manufacturing
 - (5) CC01120 Data Storage Media Manufacturing and Duplicating
 - (6) CD01050 Bicycles and Parts Manufacturing
 - (7) E605010 Computer Equipment Installation
 - (8) E701010 Telecommunications Engineering
 - (9) F113020 Wholesale of Electrical Appliances
 - (10) F113050 Wholesale of Computers and Clerical Machinery Equipment
 - (11) F113070 Wholesale of Telecommunication Apparatus
 - (12) F401010 International Trade
 - (13) F213010 Retail Sale of Electrical Appliances
 - (14) F213030 Retail Sale of Computers and Clerical Machinery Equipment
 - (15) F213060 Retail Sale of Telecommunication Apparatus
 - (16) F106060 Wholesale of Pet Food and Supplies
 - (17) F206050 Retail Sale of Pet Food and Supplies
 - (18) F399040 Retail Sale No Storefront
 - (19) F102170 Wholesale of Foods and Groceries

- (20) F203010 Retail Sale of Food, Grocery and Beverage
- (21) F106020 Wholesale of Daily Commodities
- (22) F109070 Wholesale of Culture, Education, Musical Instruments and Educational Entertainment Supplies
- (23) F113030 Wholesale of Precision Instruments
- (24) F114040 Wholesale of Bicycle and Component Parts Thereof
- (25) F206020 Retail Sale of daily commodities
- (26) F209060 Retail Sale of Culture, Education, Musical Instruments and Educational Entertainment Supplies
- (27) F214040 Retail Sale of Bicycle and Component Parts Thereof
- (28) F104110 Wholesale of Cloths, Garments, Shoes, Hats, Umbrellas and Clothing Accessories
- (29) F204110 Retail Sale of Cloths, Garments, Shoes, Hats, Umbrellas and Clothing Accessories
- (30) F108031 Wholesale of Medical Devices
- (31) F208031 Retail Sale of Medical Apparatus
- (32) I301010 Information Software Services
- (33) I301020 Data Processing Services
- (34) I301030 Electronic Information Supply Services
- (35) I501010 Product Designing
- (36) I103060 Management Consulting
- (37) JE01010 Rental and Leasing
- (38) ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval

Article 3 The Company may, for its business operations or other investment matters, make endorsements or issue guarantees. The total amount of investment made by the Company shall be exempt from the restriction under Article 13 of the Company Act.

Article 4 The headquarters of the Company shall be located in Taipei City, Taiwan, R.O.C. If the Company considers it necessary, it may, by a resolution adopted

at a meeting by the Board of Directors, set up branch offices in Taiwan or abroad.

- Article 5 Public announcements of the Company shall be made in accordance with the Company Act and other relevant rules and regulations of the R.O.C.

CHAPTER II – CAPITAL STOCK

- Article 6 The total amount of the Company capital stock is NT\$ 1,200,000,000 divided into 120,000,000 shares at par value of NT\$10 per share, within which the Board of Directors is authorized to issue shares in installments.

NT 30,000,000 of the aforesaid total capital stock, divided into 3,000,000 shares, is reserved and authorized to the Board of Directors to issue for exercising employee stock options.

In case the Company issues employee stock options, transfer treasury stock to employees, issues new shares reserved for subscription by employees, and issues restricted stock for employees, the employees of subsidiaries of the Company may be included. Qualification requirements of the employees who are entitled to receive it may be set and specified by the Board of Director.

If shares or employee stock options are issued to employees at a price lower than the market price (per share net value), or if shares are transferred to employees at an average price lower than the actual repurchase price, it shall only be done after obtaining the consent of a shareholders' meeting attended by shareholders representing more than half of the total issued shares, with the approval of more than two-thirds of the voting rights of the attending shareholders.

- Article 7 The share certificates of the Company shall be issued in registered form, signed by, and affixed with the seals of, the represented directors of the Company, and authenticated by the competent registrar.

The Company may not print its physical share certificate; however, the Company shall register the issued shares with a centralized securities depository enterprise, same as when the Company issues its securities.

- Article 8 All matters concerning shares shall be handled in accordance with the regulations of the competent authority except as otherwise provided by law.

CHAPTER III – SHAREHOLDERS' MEETINGS

- Article 9 Shareholders' meetings of the Company are classified into (1) regular meetings and (2) special meetings. The Board of Directors shall convene regular meetings within six months after the close of each fiscal year in accordance with the laws. Special meetings shall be convened, whenever

deemed necessary in accordance with the law.

A notice to convene a meeting of shareholders and the notice may, as an alternative, be given by means of electronic transmission, after obtaining the consent from the shareholders. The notice of the shareholders meeting to shareholders who own less than 1,000 shares of nominal stocks may be given by the Company in the form of a public announcement.

The shareholders' meeting can be held by means of visual communication network or other methods promulgated by the central competent authority, and the Company shall be subject to prescriptions provided for by the competent authority in charge of securities affairs, including the prerequisites, procedures, and other compliance matters.

Article 10 Where a shareholder is unable to attend a meeting; such shareholder may appoint a proxy by using the proxy form, which shall specify the scope of proxy by the shareholder, in accordance with relevant rules and regulations of the R.O.C.

Article 11 Unless otherwise regulated by law, each shareholder of the Company owns one vote per share.

The Company shall provide electronic voting mechanism as one of the options for shareholders to exercise their voting rights in accordance with relevant rules and regulations of the R.O.C.

Article 12 Unless otherwise regulated by law, a resolution may be adopted by the holders of a simple majority of the votes of the issued and outstanding capital stock represented at a shareholders' meeting at which the holders of a majority of issued and outstanding capital stock are present.

CHAPTER IV – DIRECTORS AND COMMITTEE

Article 13 The Company shall have five (5) ~ nine (9) directors, to be elected from the nominees listed in the roster of director with the candidate nomination system. The term of office for directors shall be three (3) years. The directors are eligible for re-election.

The Company shall establish at least three (3) independent directors, occupying equal to /exceeding seats of one fifth of the elected directors, to be included in the number of directors designated in the preceding paragraph.

The profession qualifications of independent directors, and their holding shares number, non-competition limitation, determination of independence, nomination, election and other items requiring compliance shall be

ascertained referring to regulations of the security authority.

The directors' election of the Company is proceed with cumulative voting system, per share has election rights to elect the number of directors that should be elected, the votes may be focus on one nominator or dispatch to several nominators. The nominators who have majority of votes shall be elected as director.

The Company may buy the Responsibility Insurance for the directors who have to be responsible for the damages caused by their duties.

The Company shall establish an Audit Committee, which shall consist of all independent directors. The Audit Committee or the members of Audit Committee shall be obligated to perform those duties of Supervisors specified under the Company Act, Securities and Exchange Act and other relevant laws and regulations.

The Board of Directors of the Company may establish various functional committees as required by laws and regulations or business needs. The professional qualifications of their members, the exercise of their powers, and related matters shall be handled in accordance with relevant laws and regulations, and shall be further determined by the Board of Directors.

Article 14 The Board of Directors shall consist of directors of the Company, and the chairman of the Board of Directors shall be elected by a majority of directors in attendance at a meeting attended by over two-thirds of the Board of Directors. The Company may have a vice chairman through the same way. The chairman of the Board of Directors shall represent the Company in external matters.

Article 15 Where the chairman of the Board of Directors is on leave or cannot exercise his powers or perform his duties for any reason, an acting chairman shall be designated in accordance with Article 281 of the Company Act. Where a director is unable to attend the meeting of the Board of Directors, he/she may appoint another director as his proxy to attend the meeting by issuing a letter of proxy. Each director can act as a proxy for only one other director. The meeting of the Board of Directors may be proceeded via visual communication network, then the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person. If the Company has independent directors, the independent directors should attend in person or appoint another independent director to attend on their behalf.

Article 16 The meeting of the Board of Directors shall be convened in accordance with the Company Act and relevant regulations of competent authority; the notice of such meeting to each director may be provided in writing, by electronic

mail or facsimile transmission. The meeting of the Board of Directors may be proceeded via visual communication network, a director attended a meeting of the Board of Directors via visual communication network, he/she shall be deemed to have attended such meeting in person.

- Article 17 The Board of Directors is authorized to determine the compensation recommended by the Remuneration Committee for the directors, taking into account the extent and value of the services provided for the management of the Corporation and the standards of the industry within the R.O.C. and overseas, no matter whether the Company has profit or suffered loss.

CHAPTER V – MANAGERS

- Article 18 The Company may have one or several presidents and vice presidents. The appointment, removal, and compensation of the presidents and vice presidents shall be made in accordance with Article 29 of the Company Act.

CHAPTER VI – ACCOUNTING

- Article 19 At the end of each business fiscal year, the following reports shall be prepared by the Board of Directors, and shall be submitted to the shareholders' meeting for approval:

- (1) Business Report;
- (2) Financial Report;
- (3) Proposal of Appropriation of Net Profit or the Covering of Losses.

- Article 20 Where there is profit at the end of each fiscal year, after covering the accumulated losses, at least two percent (2%) of the profit shall be distributed as employees' compensation, and not greater than eight percent (8%) of the profit shall be distributed as remuneration of the directors.

The employees' compensation in the previous section may be distributed in the form of either cash or stock bonus, and may be distributed to the employees of subsidiaries of the Company. Qualification requirements of the employees who are entitled to receive the employees' compensation may be specified by the Board of Directors. Remuneration for directors is paid in cash.

Where the Company has earnings at the end of the fiscal year, after paying all relevant taxes, making up losses of previous years, the Company shall first set aside ten percent (10%) of said earnings as legal reserve, except that such legal reserve amounts to the total paid-in capital. Thereafter, the Company shall set aside or reverse a special reserve in accordance with the applicable

laws and regulations. The remainder together with previous year amount of the same may be allocated to shareholders as dividends and bonuses after the resolution of proposal, submitted by the Board of Directors, has been made by the shareholders' meeting.

The distributable dividends and bonuses, capital reserves, or legal surplus reserves in whole or in part will be paid in cash by the Company 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' meeting.

- Article 21 The dividend policy of the Company depends on the current and future development plan, investment environments, concerning the interest of shareholders, etc.: therefore, share or cash dividends of the Company shall be distributed at least ten percent (10%) of yearly dividends. For the purpose of having a balance and steady dividend policy, the cash dividends shall not less than ten percent (10%) of the total dividend amount when distributing the dividend to the shareholders, except as otherwise the dividend is decided not to distribute with a consent adopted by the meeting of the Board of Directors and also approved by the shareholders' meeting.

CHAPTER VII – SUPPLEMENTARY PROVISIONS

- Article 22 The Company Act and related regulations shall govern any matter not provided in the Articles of Incorporation.

- Article 23 These Articles of Incorporation were approved on February 26, 1986

The first amendment was approved on March 22, 1986

The second amendment was approved on January 26, 1987

The third amendment was approved on April 3, 1987

The fourth amendment was approved on December 2, 1987

The fifth Amendment was approved on November 16, 1988

The sixth amendment was approved on November 10, 1989

The seventh amendment was approved on February 20, 1990

The eighth amendment was approved on June 29, 1990

The ninth amendment was approved on September 13, 1990

The tenth amendment was approved on November 5, 1990

The eleventh amendment was approved on March 27 , 1991

The twelfth amendment was approved on July 24, 1991

The thirteenth amendment was approved on May 26, 1992

The fourteenth amendment was approved on May 14,1993

The fifteenth amendment was approved on May 13,1994

The sixteenth amendment was approved on March 28 , 1995

The seventeenth amendment was approved on August 25, 1995

The eighteenth amendment was approved on May 27,1996

The nineteenth amendment was approved on May 23,1997

The twentieth amendment was approved on May 25,1998

The twenty-first amendment was approved on April 25,2000

The twenty-second amendment was approved on July 20, 2000

The twenty-third amendment was approved on May 15, 2001

The twenty-fourth amendment was approved on June 14, 2002

The twenty-fifth amendment was approved on June 9, 2005

The twenty-sixth amendment was approved on June 14, 2006

The twenty-seventh amendment was approved on June 15, 2007

The twenty-eighth amendment was approved on September 9, 2008

The twenty-ninth amendment was approved on June 30, 2010

The thirtieth amendment was approved on November 23, 2015

The thirty-first amendment was approved on December 10, 2019

The thirty-second amendment was approved on May 21, 2020

The thirty-third amendment was approved on December 10, 2020

The thirty-fourth amendment was approved on April 29, 2021

The thirty-fifth amendment was approved on August 3, 2021

The thirty-sixth amendment was approved on May 5, 2022

The thirty-seventh amendment was approved on May 29, 2024.