

Metaage Corporation

Articles of Incorporation

Chapter 1 General Provisions

Article 1: The Company is incorporated in accordance with the Company Act with the name of 邁達特數位股份有限公司 in Traditional Chinese and Metaage Corporation in English.

Article 2: The Company engages in the following types of business:

- I. I301010 Information Software Services
- II. F113050 Wholesale of Computers and Clerical Machinery Equipment
- III. CC01050 Data Storage Media Units Manufacturing
- IV. F118010 Wholesale of Computer Software
- V. F113070 Wholesale of Telecommunication Apparatus
- VI. CC01060 Wired Communication Mechanical Equipment Manufacturing
- VII. CC01070 Wireless Communication Mechanical Equipment Manufacturing
- VIII. F401010 International Trade
- IX. F213060 Retail Sale of Telecommunication Apparatus
- X. F218010 Retail Sale of Computer Software
- XI. F401021 Restrained Telecom Radio Frequency Equipment and Materials Import
- XII. I301020 Data Processing Services
- XIII. I301030 Electronic Information Supply Services
- XIV. I601010 Rental and Leasing
- XV. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

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Article 3: The Company may provide endorsements and guarantees for others for business and investment purposes.

Article 4: The limitation as stated in Article 13 of the Company Act does not apply to the total amount of external investments of the Company.

Article 5: The Company is headquartered in Taipei City, and branches or offices at home and abroad may be set up by resolution of the Board of Directors.

Chapter 2 Shares

Article 6: The total authorized capital of the Company is Two Billion Five Hundred Million New Taiwan Dollar (NT\$2,500,000,000) divided into two hundred and fifty million (250,000,000) shares with a par value of Ten New Taiwan Dollar (NT\$10) and to be issued installment. The Board is authorized to decide on the issuance of unissued shares as necessary.

Three Hundred Million New Taiwan Dollar (NT\$300,000,000), divided into thirty million (30,000,000) shares with a par value of Ten New Taiwan Dollar (NT\$10), shall be reserved from the total authorized capital stated in the preceding paragraph to issue stock options or stock warrants, including employee stock options and warrant bonds, for share subscription. The Board is authorized to issue such shares in installments.

With the consent of over two thirds of the voting rights of the shareholders in a meeting of shareholders attended by shareholders representing over one half of the total issued shares, the Company may issue employee stock options at a subscription price below the market value or transfer treasury stock to employees at an average price below the actual buy-back price.

Article 6-1: The Company may transfer the treasury stock purchased according to the Stocks and Exchange Act to employees of controlled or subordinate companies meeting specific requirements. Employees qualified for receiving the employee stock options may include employees of controlled or subordinate companies meeting specific requirements. When the Company issues new shares, employees of controlled or subordinate companies meeting specific requirements are qualified for subscription. When the Company issues restricted stock awards, employees of controlled or subordinate companies meeting specific requirements are qualified for subscription.

Article 7: The Company may issue shares without printing share certificates. If the Company decides to print share certificates for the issued shares, the Company shall comply with the Company Act and related laws and regulations. The share certificates of the Company shall all be name-bearing share certificates and issued in accordance with the Company Act and related laws and regulations.

Article 8: The Company handles stock services in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies promulgated by the competent authorities.

Article 9: Registration for transfer of shares shall be suspended within sixty days before the date of the annual general meeting of shareholders and within thirty days before the date of the extraordinary general meeting of shareholders, or within five days before the day on which dividends, bonuses, or other benefits are scheduled to be paid by the Company.

Chapter 3 Meetings of Shareholders

Article 10: Meetings of shareholders include the annual general meeting (AGM) of shareholders and extraordinary general meeting (EGM) of shareholders:

I. The AGM shall be held once a year within six months after the end of each accounting year.

II. The EGM shall be held as necessary.

The AGM shall be convened thirty days in advance, while the EGM shall be convened fifteen days in advance. Shareholders shall be informed of the date, place, and purpose of the meeting by a meeting notice.

The company's shareholders' meeting can be held by means of visual communication network or other methods promulgated by the central competent authority.

Article 11: Shareholders unable to attend a meeting of shareholders for any reasons may assign a proxy to represent them according to Article 177 of the Company Act and state the scope of authorization in a power of attorney as stipulated in the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies of the competent authorities.

Article 12: Each shareholder of the Company is entitled to one vote per share.

Article 13: Except as otherwise required by the Company Act, resolutions of the meetings of shareholders shall be approved by over one half of the voting rights of the shareholders in a meeting of shareholders attended by shareholders representing over one half of the total issued shares. Shareholders may exercise their voting rights electronically in accordance with the relevant laws and regulations.

Chapter 4 Directors

Article 14: The chairperson of the Board shall chair the meetings of shareholders. When the chairperson is absent or unable to exercise their powers, a proxy shall be assigned in accordance with Article 208 of the Company Act.

Article 15: Resolutions made at a meeting of shareholders shall be adopted in the meeting minutes containing information regarding the date, place, chair, and resolutions of the meeting. The minutes shall be signed or sealed by the chair and preserved.

Article 16: The Company shall have seven to eleven directors, and the Board is authorized to determine the exact number of directors through discussion. The term of office is three years and the directors shall be eligible for re-election. The candidate nomination system is adopted for the directorial election, and directors shall be elected from among candidates by the meeting of shareholders.

A minimum of three seats or one fifth of the total number of directors shall be independent directors. The professional qualifications, limitations on the shareholding and concurrent jobs, nomination, and other requirements for independent directors as stated in the preceding paragraph shall be subject to the related regulations of the competent authorities of securities.

The total amount of registered shares held by all directors shall not exceed the percentage specified by the competent authorities.

Article 16-1: The Company shall establish the Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act to exercise the powers of supervisors as stated in the Company Act, the Securities and Exchange Act, and other related laws and regulations.

Article 17: The Board shall be formed by directors. The chairperson shall be elected by over one half of the directors in a Board meeting attended by over two thirds of all directors. A vice chairperson may be elected as necessary. The chairperson represents the Company externally.

Article 18: The Board meeting shall be convened by the chairperson. Except as otherwise required by the Company Act, a Board resolution shall be approved by over one half of the directors in a Board meeting attended by over one half of all directors. Directors absent from the Board meeting for any reasons may assign other directors to represent them.

A Board meeting may be convened in writing or by e-mail or fax.

Article 19: The Board is authorized to determine the remuneration of all directors through discussion. The Board may determine by resolution to distribute the honorarium to directors according to the general standard in the industry and purchase the liability insurance for directors.

Chapter 5 Managers

Article 20: The Company may hire several managers whose appointment, dismissal, and remuneration shall be subject to Article 29 of the Company Act.

Chapter 6 Accounting

Article 21: At the end of each fiscal year, the Board shall produce the (1) business report, (2) financial statements, and (3) earnings distribution or deficit compensation proposal and submit them to the AGM in accordance with law.

Article 22: If there is profit in the year, the Company shall appropriate 5-20% as the reward for employees and no more than 1% as the reward for directors. When there is a deficit, however, the amount for compensation shall first be reserved.

If there is net profit after the account is closed, the Company shall first pay the taxes and compensate the previous deficits before appropriating 10% as the legal reserve (except when the accumulated amount of the legal reserve equals the amount of the paid-in capital). The special reserve may be appropriated or reversed based on the operational needs and by law. The remaining balance, if any, shall be combined with the accumulated beginning unappropriated earnings for the Board to formulate a proposal for allocation as dividends and submitted to the AGM for resolution.

If the retained earnings in the preceding paragraph are distributed in cash dividends, the Board is authorized to make a decision and report it to the meeting of shareholders.

The recipients of the employee reward, either in stock or in cash, as stated in paragraph 1 shall include employees meeting specific requirements of controlled companies or subsidiaries. The Board or a person authorized by the Board shall be authorized to determine these requirements and the methods of distribution.

Article 22-1: The Company may distribute new shares or cash using the legal reserve or additional paid-in capital in accordance with Article 241 of the Company Act. If it is distributed in cash, the Board is authorized to make a decision and report it to the meeting of shareholders.

Article 23: In the startup and growth stages, the Company adopts the residual dividend policy. After the end of the fiscal year, based on the profit in the year and the accumulated profit in the previous years and in consideration of the profit status, capital structure, and future operational needs, if there is profit after the final accounting and the amount of distributable earnings in the year exceeds 2% of the total authorized capital, the dividends shall not be lower than 10% of the distributable earnings of the year. Dividends are distributed either in cash or in stock, and the minimum amount of cash dividends shall be 10% of the total amount of dividends.

Article 24: (deleted)

Article 25: (deleted)

Chapter 7 Supplementary Provisions

Article 26: Matters not provided for herein shall be subject to the Company Act and the related laws and regulations.

Article 27: These Articles of Incorporation shall be implemented upon the approval of the meeting of shareholders. The same shall apply to amendments thereto. These Articles of Incorporation were established on April 8, 1998.

The 1st amendment was made on July 15, 1998.

The 2nd amendment was made on January 21, 1999.

The 3rd amendment was made on April 1, 1999.

The 4th amendment was made on June 10, 1999.

The 5th amendment was made on November 22, 1999.

The 6th amendment was made on April 10, 2000.

The 7th amendment was made on September 5, 2000.

The 8th amendment was made on March 27, 2001.

The 9th amendment was made on May 27, 2002.

The 10th amendment was made on May 27, 2003.

The 11th amendment was made on May 18, 2004.

The 12th amendment was made on June 13, 2007. However, Article 22, paragraph 1, subparagraph 2 was validated after the approval of the competent authorities on January 1, 2008.

The 13th amendment was made on June 13, 2008.

The 14th amendment was made on June 16, 2009.

The 15th amendment was made on June 18, 2010.

The 16th amendment was made on June 18, 2012.
The 17th amendment was made on June 23, 2014.
The 18th amendment was made on June 24, 2015.
The 19th amendment was made on June 13, 2016.
The 20th amendment was made on June 28, 2017.
The 21st amendment was made on May 28, 2019.
The 22nd amendment was made on August 1, 2019.
The 23rd amendment was made on September 26, 2019.
The 24th amendment was made on May 28, 2020.
The 25th amendment was made on August 25, 2021.
The 26th amendment was made on May 26, 2022.