

Wistron Corporation

2023 Annual General Shareholder' Meeting Meeting Agenda (Translation)

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DISCLAIMER

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Wistron Corporation
Rules and Procedures of Shareholders' Meeting

Article 1 The Shareholders' Meeting (the "Meeting") of Wistron Corporation ("Wistron"), except as otherwise provided by law, regulation, or the articles of incorporation, shall be conducted in accordance with these Rules and Procedures.

Article 2 The Company shall be set forth in the meeting notice the shareholder sign-in time, location of the meeting and other precautions.

The shareholder sign-in time should be at least thirty minutes prior to the start of the meeting; the reception post should be clearly marked and adequately qualified personnel sent to handle the sign-in. Shareholders attending the Meeting via video conferencing should report on the video conferencing platform thirty 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. The sign-in procedure is performed by submitting an attendance card. The number of shares represented by attending shareholders shall be calculated in accordance with the attendance card submitted by shareholders 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 (hereinafter referred to as "shareholders") with an attendance card shall be allowed to attend the Meeting; registered proxy solicitors shall also bring identification documents for verification.

If the Shareholders' Meeting is convened by video conference, shareholders and solicitors who wish to attend via video shall register with Wistron two days prior to the Meeting.

If the Shareholders' Meeting is convened by video conference, Wistron 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 The presence of shareholders at the Meeting and their voting at the Meeting shall be calculated in accordance with the number of shares.

Article 4 The Meeting shall be held at the domicile of Wistron or at any other appropriate place that is convenient for the presence of shareholders. The time to start the Meeting shall not be earlier than 9:00 a.m. or later than 3:00 p.m.

When the Company convenes the Meeting via video conferencing, the previous paragraph with regards to meeting location does not apply.

Article 5 If the Meeting is called by the Board of Directors ("BOD"), the Board's Chairman shall preside at the Meeting. In case the Chairman is on leave of absence, or cannot exercise his powers and authority, the Vice Chairman shall act in his place. If there is no Vice Chairman, or the Vice Chairman is also on leave of absence, or cannot exercise his powers and authority, the Chairman shall designate a director to act in his place. If the Chairman does not designate a director, the directors shall elect one from among themselves to act in lieu of the Chairman. The director acting as Chairman of the Meeting shall have held office for more than six months and understand the financial and business conditions of the Company, likewise if the acting Chairman is a

representative of a juristic person. If the Meeting is called by any person other than the BOD, who has the right to call the Meeting, said person shall preside at that Meeting.

Article 6 Wistron may appoint designated counsel, CPA or other related persons to attend the Meeting.

Article 7 The Company shall record the proceedings of the Meeting entirely in audio or video from the shareholders' sign-in through the meeting discussions and the vote counting process; this recording shall be continuous and uninterrupted and the Company shall retain the recording for at least one year. However, if a shareholder lawsuit has been instituted in accordance with Article 189 of the Company Act, the proceedings of the meeting shall be preserved by the Company until the legal proceedings of the lawsuit have been concluded.

If the Shareholders' Meeting is convened by video conference, the Company 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 Wistron's operations, and shall be given to the video conferencing organizer for safekeeping.

If the Shareholders' Meeting is convened by video conference, the Company shall record the background operation interface of the video conferencing platform.

Article 8 The Chairman shall call the Meeting to order at the time scheduled for the Meeting and announce the relevant information such as the number of non-voting rights and the number of shares present, provided, however, that if the shareholders present do not represent a majority of the total number of issued shares ("quorum"), the Chairman may postpone the Meeting, provided, however, that the postponement of the Meeting shall be limited to two times, and the total time of the overall postponement shall not exceed one hour. If the Meeting has been postponed twice, but the shareholders present still do not represent a quorum, a tentative resolution may be adopted by shareholders representing one-third of the total amount of issued shares, in accordance with Paragraph 1 of Article 175 of the Company Act. Before the close of the Meeting, if the shareholders present represent a quorum, the Chairman may present the tentative resolution so adopted to the Meeting for resolution in accordance with the provisions of 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 his/her discretion, set time for intermission. Unless otherwise resolved at the Meeting, the Chairman may not announce adjournment of the Meeting before the Meeting is finished. If the Chairman announces the adjournment in violation of these Rules and Procedures, the shareholders may, by majority of the votes represented by the shareholder present at the Meeting, designate one person as the Chairman to continue the Meeting.

Article 10 A shareholder wishing to speak at the Meeting shall first fill out a slip, specifying therein the major points of his speech, his serial number as a shareholder and his name, and the Chairman shall determine his order of giving a speech. A shareholder who submits his slip for a speech but does not actually speak shall be considered as not having given a speech. If the contents of his speech shall be different from those specified on the slip, the contents of his speech shall prevail. When a shareholder is giving a speech, the other shareholders shall not interrupt unless they have obtained the prior consent from the

Chairman and the said shareholder, and the Chairman shall prevent others from interrupting.

Article 11 A shareholder shall not speak more than two times for one motion, unless he has obtained the prior consent from the Chairman, and each speech shall not exceed 5 minutes. If a shareholder violates the above provisions or his speech exceeds the scope of the motion, the Chairman may prevent him from continuing.

If the 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 proxy by shareholder(s) to be present at the Meeting may appoint only one representative to attend the Meeting. If a corporate shareholder designates two or more representatives to attend the Meeting, only one of the representatives so designated may speak on any one motion.

Article 13 After a shareholder has given a speech, the Chairman may respond personally or designate a relevant person to respond.

Article 14 The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; When the Chairman considers that the discussion for a motion has reached the extent for making a resolution, he may announce discontinuance of the discussion and submit the motion for resolution and arrange adequate voting time.

Article 15 The persons for supervising the casting of votes and the counting thereof for resolutions shall be designated by the Chairman, provided, however, that the person supervising the casting of votes shall be a shareholder. Voting counting or election ballots shall be conducted in public at the place of the Shareholders' Meeting. After the completion of the vote count, the voting results shall be announced on the spot, including the shares voted by Shareholders and recorded in the meeting minutes.

In addition, in the case of the election of directors and independent directors, the Company shall announce the election results, including the number of directors elected and the number of ballots received by each and the list of unelected directors and the number of voting rights obtained. The ballots for the election shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 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 the Company holds a shareholders' meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. 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 the extraordinary motions and amendments to original proposals of that meeting.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to this Corporation before 2 days before the date of the shareholders 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 by correspondence or electronic means, in the event the shareholder intends to attend the shareholders 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 this Corporation, by the same means by which the voting rights were exercised, before 2 business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or 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 otherwise specified in the Company Act or the Articles of Incorporation of the Company, a resolution shall be adopted by a majority of the votes represented by the shareholders present at the Meeting. At the time of a vote, 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.

If the 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 the Company 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 substitute for a discussion item, the Chairman shall decide the sequence of voting for such discussion item and the amendment or substitute. If any one of them has been adopted, the others shall be deemed vetoed and no further voting is necessary.

Article 18 The Chairman may direct disciplinary personnel (or security personnel) to maintain the order of the Meeting. For doing so they shall wear a badge bearing the words of "disciplinary personnel."

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 this Corporation, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 19 In case of incident 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 shareholders present at the Meeting, resume the Meeting within five days without further notice or public announcement.

Article 20 If the Shareholders' Meeting is convened by video conference, the Company 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 the Shareholders' Meeting is convened by video conference, the Company 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 fifteen minutes after the Chairman announces the adjournment of the Meeting.

If the 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 This Procedure was enacted on June 7, 2002.
The 1st amendment was made on June 21, 2012.
The 2nd amendment was made on June 14, 2013.
The 3rd amendment was made on June 18, 2020.
The 4th amendment was made on July 20, 2021.
The 5th amendment was made on June 17, 2022.

Meeting Procedures

- (1) Declaration of the Commencement of the Meeting
- (2) The Chairman in Position
- (3) Opening Remarks by the Chairman
- (4) Report Items
- (5) Ratification Items and Discussion Items

Note: After discussions on all ratification and discussion items are completed, every item shall be voted by ballot and tallied separately and simultaneously.

- (6) Extemporary Motion
- (7) Adjournment

Meeting Agenda

Type of Meeting: Physical Meeting

Time: 9:00a.m., June 15, 2023

Venue: Chang Yung-Fa Foundation International Convention Center
(No. 11, Zhongshan S. Rd., Zhongzheng Dist., Taipei City, Taiwan)

I. Report Items

1. Report the business of 2022.
2. Audit Committee's Review Report.
3. Report the compensation for employees and directors of 2022.
4. Report the amendments to the "Codes of Ethical Conduct".
5. Report the amendments to the "Ethical Corporate Management Best Practice Principles".

II. Ratification Items and Discussion Items

1. Ratification of the Business Report and Financial Statements of 2022.
2. Ratification of the proposal for distribution of 2022 profits.
3. Discussion of the issuance of new common shares for cash to sponsor the issuance of GDR and/or the issuance of new common shares for cash through public offering and/or the issuance of new common shares for cash through private placement and/or the issuance of new common shares for cash to sponsor the issuance of GDR through private placement.

III. Extemporaneous Motions

IV. Adjournment

Report Items

1. Business Report of 2022. (Please refer to Appendix 1, pages 16-18)
2. Audit Committee's Review Report. (Please refer to Appendix 2, page 36)
3. Report the compensation for employees and directors of 2022.

Description:

- (1) According to Article 16 of the "Articles of Incorporation":

If the Company has profit as a result of the yearly accounting closing (profit means the profit before tax, excluding the amounts of employees' and directors' compensation), such profit will be distributed in accordance with the following, once the Company's accumulated losses shall have been covered:

- A. No less than five percent (5%) of profit as employees' compensation. The Company may distribute in the form of shares or in cash, and the qualification requirements of employees, including the employees of subsidiaries of the company meeting certain specific requirements, entitled to receive compensation shall be determined by the Board of Directors.
- B. No more than one percent (1%) of profit as the compensation in cash to the Directors.

- (2) The Company's 5th term 8th Compensation Committee Meeting and 1st Board Meeting of 2023 resolved the employees' and directors' compensation of 2022 in accordance with the "Articles of Incorporation."

- A. The employees' compensation was NT\$2,009,595,168 and the appropriation rate was 15.407%, distributed in cash.
- B. The directors' compensation was NT\$100,000,000 and the appropriation rate was 0.767%, distributed in cash.

4. Report of amendments to the "Codes of Ethical Conduct"

Description:

In order to comply with government rules and regulations and to meet the operational needs, the Company approved amendments to the "Codes of Ethical Conduct" at the 1st board meeting of 2023. Please refer to Appendix 3, pages 37-39 for the comparison between the original and the amendments, and Appendix 4, pages 40-45 for the amended version.

5. Report of amendments to the "Ethical Corporate Management Best Practice Principles."

Description:

In order to comply with government rules and regulations and to meet the operational needs, the Company approved amendments to the "Ethical Corporate Management Best Practice Principles" at the 1st board meeting of 2023. Please refer to Appendix 5, pages 46 for the comparison between the original and the amendments, and Appendix 6, pages 47-52 for the amended version.

Ratification Items and Discussion Items

ITEM 1: Ratification of the Business Report and Financial Statements of 2022

Proposal: Submission (by the BOD) of the Company's 2022 business report and financial statements for ratification.

Explanatory Notes:

1. The Company's business report and financial statements for the year 2022 (Appendix 1: including Balance Sheets, Statements of Comprehensive Income, Statements of Changes in Equity and Statements of Cash Flows), which have all been approved by Audit Committee and Board of Directors via resolution. (Please refer to Appendix 1, pages 16-35)
2. Submission for ratification.

ITEM 2: Ratification of the proposal for distribution of 2022 profits

Proposal: Submission (by the BOD) of the proposal for 2022 earnings distribution for ratification.

Explanatory Notes:

1. The unappropriated retained earnings at the beginning of 2022 is NT\$5,035,590,489, after deducting the changes in equity of associates and joint ventures accounted for using equity method of NT\$202,770 and the changes in ownership interests in subsidiaries of NT\$1,039,940 then adding up the remeasurements of defined benefit obligation of NT\$245,512,750 and the disposal of investments in equity instruments designated at fair value through other comprehensive income of NT\$109,565,494 and the share-based payment transaction NT\$396,021 and 2022 net profit of NT\$11,162,450,679 and set aside legal reserve of NT\$1,151,668,223 and adding up the reversal in special reserve of NT\$6,521,952,002, therefore the total amount of retained earnings available for distribution is NT\$21,922,556,502. The profit distribution is calculated based on the number of 2,846,462,050 outstanding shares on the resolution date of Board of Directors, and the dividends and bonus proposed to be distributed to the shareholders shall be NT\$7,400,801,330 in cash (NT\$2.6 per share).
2. After the adoption of the resolution at the Shareholders' Meeting, the power with respect to setting the ex-dividend date and other relevant matters is reserved for the Chairman.
3. In the event that, before the ex-dividend date, the proposed earnings distribution plan is affected due to revisions to relevant laws or regulations, or upon the request of the competent authorities, or a change to the Company's common shares (i.e. repurchasing the Company's shares for transfer or cancellation, unsecured convertible bonds converting into common shares, capital increase by cash and capital increase by issuance of GDR, cancellation of part of Employee Restricted Stock Awards etc.), which results in changes in shareholders' allotment of cash dividend, it is proposed that the Chairman is authorized to duly adjust dividend payout rates.
4. Please refer to the Profit Appropriation Statement for 2022 (Appendix 7, page 53).
5. Submission for ratification.

ITEM 3: Discussion of the issuance of new common shares for cash to sponsor the issuance of GDR and/or the issuance of new common shares for cash through public offering and/or the issuance of new common shares for cash through private placement and/or the issuance of new common shares for cash to sponsor the issuance of GDR through private placement.

Proposal: Submission (by the BOD) of a proposal to approve the issuance of new common shares to sponsor the issuance of GDR, the issuance of new common shares through public offering, the issuance of new common shares through private placement and/or the issuance of new common shares to sponsor the issuance of GDR through private placement of up to 250 million common shares for capital increase in order to purchase overseas materials, or increase working capital, or repay bank loans or other needs for its future development and competitiveness enhancement.

Explanatory Notes:

1. Fund raising purpose and size:

For the purpose of fulfilling the funding needs of the Company to purchase overseas materials, or increase working capital, or repay bank loans or other needs for its future development and competitiveness enhancement, it is proposed to authorize the Board of Directors to issue up to 250 million common shares, depending on the market conditions and the Company's need, to choose appropriate timing and fund raising methods in accordance with the applicable laws and regulations, according to the following fund raising method and handling principles.

2. Fund raising methods and handling principles:

(1) Issuance of new common shares for cash to sponsor issuance of GDR

A. In accordance with the existing provisions of the "Disciplinary Rules for Securities Underwriters Assisting Issuing Company in the Offering and Issuance of Securities issued by the Taiwan Securities Association," the issue price of the new common shares for cash capital increase for the issuance of GDR may not be lower than the closing price of the Company's common shares on the Taiwan Stock Exchange or 90% of the average closing price of the common shares of the Company in one, three, or five business days prior to the pricing date after adjustment for any distribution of stock and cash dividends or capital reduction. In case of any changes to the relevant domestic laws, the pricing method shall be adjusted accordingly. In view of the severe short-term fluctuations in domestic market price, it is proposed to authorize the Chair to determine the final issue price, within the scope of the said requirement under the Disciplinary Rules, after negotiation with the lead underwriter depending on international capital markets, domestic market price and the overall book building situations, to improve the subscription of international investors, so the pricing method should be reasonable.

B. Upon the limit of 250 million common shares for the issuance of GDR through the issuance of new common shares by capital increase, the original shareholders' equity will be diluted by a maximum of 8.62%. The implementation of the fundraising plan will enhance the Company's competitiveness and benefit the shareholders; the determination of the issue price of the GDRs will be based on the fair trading price of common shares formed in the domestic market. Existing shareholders may still be able to purchase common stock in domestic stock market at the price closing to the issue price of GDR without bearing the exchange risks and liquidity risks, and may take into account their interests.

- C. Except for 10% to 15% of new common shares shall be allocated for the employees' subscription in accordance with applicable law, it is proposed for the shareholders meeting to approve that the rights to the remaining 85% to 90% of the issuance shall be waived by the shareholders and shall be offered to the public under Article 28-1 of Securities and Exchange Act as the underlying shares of GDR to be sold. It is proposed to authorize the Chairman, depending on the market needs, to allot the new common shares not subscribed by employees of the Company as underlying shares of GDR.
- (2) Issuance of new common shares for cash in public offering
- A. The par value of the new common shares to be issued per share is NT\$10. It is proposed to authorize the Chairman of the Company to coordinate with the underwriter(s) of the public offering to determine the actual issue price in accordance with the Taiwan Securities Association's Self-regulatory Rules Governing the Provision of Advisory Services by Underwriter Members to Issuing Companies for Offering and Issuing Securities and the market conditions and the issue price shall be reported to, and accepted by the regulatory authority before issuance.
- B. It is proposed to authorize the Board to choose either of the following methods to sell the new shares in the public offering through the underwriter(s):
- a. Except for 10% to 15% of the new shares must be offered to employees in accordance with Article 267, Paragraph I of the Company Act, it is proposed for the shareholders meeting to approve the pre-emptive rights to subscribe to the remaining shares to be waived by the shareholders in accordance with Article 28-1 of the Securities and Exchange Act and such remaining shares will be offered to the public via book building. It is proposed that any new common shares not subscribed by employees of the Company will be sold to the person(s) designated by the Chairman of the Company at the issue price.
- b. Except for 10% to 15% of the new shares must be offered to employees in accordance with Article 267, Paragraph I of the Company Act, it is proposed that 10% of the new shares to be sold to the public through the underwriter(s) in accordance with Article 28-1, Paragraph 2 of the Securities and Exchange Act and the remaining shares will be subscribed to by the existing shareholders of the Company in accordance with their shareholding. It is proposed that any new common shares not subscribed by employees and shareholders of the Company will be sold to the person(s) designated by the Chairman of the Company at the issue price.
- (3) Issuance of new common shares for cash in private placement and/or issuance of new common shares for cash to sponsor issuance of GDR in private placement
- A. The basis and rationale to determine the private placement price:
- a. The common stock price per share shall be set at no less than 85% of the reference price. The reference price is set as the higher of the following two basis prices:
- (i) The simple average closing price of the common shares of the Company for either the one, three, or five business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction.
- (ii) The simple average closing price of the common shares of the Company for the thirty business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction.
- b. The pricing date, actual reference price, theoretical price, and actual issuance price are proposed to be authorized to the Board of Directors to determine within the range approved by the shareholders meeting, after taking into consideration the market status, objective conditions, and qualification of specific parties. Considering that the

Securities and Exchange Act has set the restrictions on transfers of the privately placed securities for three full years, the price determination above shall be reasonable.

B. The method to determine specific parties:

The strategic investors have the priority to be considered as specific parties for private placement if they may be qualified for the rules in Article 43-6, Securities and Exchange Act and other letters from government authorities and should also have direct or indirect benefit to the Company, and can recognize the Company's operating strategy. The company currently has not arranged the specific parties. It is proposed to authorize the Company's Board of Directors to determine the specific parties for private placement.

C. The necessity of private placement:

- a. The Company plans to invite strategic investors and strengthen competitiveness through private placement. Because of the restrictions on transfers for three full years, it is better to maintain a long-term relationship with strategic partners by such security issuance of private placement. And also considering the effectiveness and feasibility to raise capital, the Company proposes to raise capital through private placement, rather than public offering.
- b. The amount of the private placement: up to 250 million common shares.
- c. The use of proceeds and projected benefits of private placement: The Company plans to do private placement at one time or several times (no more than 3 times) based on market conditions and specific parties. The capital raised will be used to purchase overseas materials, or increase working capital, or repay bank borrowings or other needs for its future development. The private placement will expand the scale of operations and invite strategic investors and will strengthen our competitiveness, upgrade operating efficiency, and reinforce financial structure, which can benefit shareholders' equity.

3. Use of proceeds, schedule and projected benefit:

The Company plans to use the fund raising from capital increase to purchase overseas materials, or increase working capital, or repay bank borrowings or other needs for its future development. The fund raising plan will strengthen our competitiveness, upgrade operating efficiency, and reinforce financial structure, which can benefit shareholders' equity.

4. It is proposed to authorize the Board of Directors to determine, proceed or revise the issuance plan of new common shares to be issued to sponsor the GDR and the new common shares to be issued in public offering, new common shares in private placement and/or new common shares to sponsor issuance of GDR in private placement, including issue price, shares, terms and conditions, plan items, amount, record date, projected progresses and benefits, and any other item related to the issuance plan, based on market conditions. It is also proposed to authorize the Board of Directors to revise the issuance plan based on operation evaluation, environment changes or if receiving instructions from governmental authorities.

5. The new common shares to be issued to sponsor issuance of GDR, the new common shares to be issued in public offering, the new common shares in private placement and/or the new common shares to sponsor issuance of GDR in private placement will be issued in scripless form. However the new common shares in private placement and the new common shares to sponsor issuance of GDR are subject to the selling restrictions within three years after the delivery date under Article 43-8 of the Securities and Exchange Act, the new common shares to be issued to sponsor the GDR and the new common shares to be issued in public offering, new common shares in private placement and new common shares to sponsor issuance of GDR in private placement will have the same rights and obligations as the Company's existing issued and outstanding common shares.

6. It is proposed to authorize the Chairman or the Chairman's designee, on behalf of the Company, to handle all matters relating to, and sign all agreements and documents in connection with, issuance of new common shares to sponsor issuance of GDR and/or issuance of new common shares in public offering and/or issuance of new common shares in private placement and/or issuance of new common shares to sponsor issuance of GDR in private placement.
7. The Board is authorized to handle all matters which are not addressed herein in accordance with the applicable laws and regulations.
8. Please discuss.

Voting by Poll

Extemporaneous Motion

Adjournment

Appendix 1

Wistron Corporation Business Report

In the year of 2022, the global pandemic peaked and gradually eased, followed by the outbreak of the Russo-Ukrainian War, which led to a surge in raw material and energy prices, strongly impacting the global supply chain. Under the push of global inflation, the weak demand for end products caused by the pandemic dividend ending and insufficient momentum for shipments resulted in a slight decline in Wistron's PC shipments. However, we still outperformed the industry average, while other product categories such as servers, industrial computers, and artificial intelligence (AI) computing business continued to grow.

Herein, we report the 2022 business overview of Wistron, the 2023 business plan summary, and future company development strategies as follows:

2022 Financial and Operation Results

Wistron's consolidated revenue reached NT\$984.6 billion, an annual increase of 14% in 2022. The gross profit margin was 7.1%, the consolidated operating profit margin was 2.8%, the consolidated operating profit was NT\$27.47 billion, the consolidated pre-tax profit was NT\$24.71 billion, the net profit attributable to the parent company was NT\$11.16 billion, and the earnings per share was NT\$4.01. Among Wistron's major products, servers, industrial computers, and AI computing businesses performed outstandingly, while the rest of the main product lines either remained at the same level or experienced a slight decline.

Sustainability

In terms of ESG (Environment, Social, and Governance) performance, Wistron has been recognized as one of the top 5% of companies in Taiwan for corporate governance evaluations for four consecutive years (the 5th to 8th sessions). Wistron has won three major awards, including the "Taiwan Top 100 Sustainable Model Enterprises Award", "Sustainability Report Award: Platinum Category 1 in the Electronic Information Manufacturing Industry", and "Innovation and Growth Leadership Award" in the TCSA Taiwan Corporate Sustainability Awards. In addition, Wistron was ranked fourth in the large enterprise category of the "Sustainable Citizen Award". Wistron also won three awards in the "Digital Transformation Revolution Award" for the first time, including the top prize for large enterprises in the "Excellence in Operational Transformation Award", the top prize for large enterprises in the "Smart Manufacturing Transformation Award", and the ESG Special Award.

In international ESG evaluations, Wistron has made significant progress, with its first inclusion in the CDP Climate Change A list and successful inclusion in the emerging market component of the Dow Jones Sustainability Index (DJSI). In addition, Wistron ranked in the top 5% of the industry in the 2023 S&P Global "Sustainability Yearbook" (Top 5% S&P Global ESG Score) and won the

Industry Mover award, demonstrating its outstanding performance in environmental, social, and corporate governance and receiving international recognition from investors.

2023 Business and Operation Focus

In response to environmental changes and in pursuit of growth, the Board of Directors has decided to reorganize and integrate the operations of Wistron Technology and Wistron Infocomm to enhance competitiveness and operational efficiency, and to face the challenges from rapidly changing markets and geopolitical changes. With regard to operational direction, this year's focus will be on the following four key points:

(1) Enhancing the speed and scale of entry into new markets

In addition to maintaining its leading position in the computer industry, Wistron is also striving to expand its presence in emerging technology fields, with the aim of achieving more diverse sources of revenue and profits. We closely monitor technology trends, actively engage in industry-academia collaborations, and continue to expand its investment in cutting-edge technology research and development. The projects cover emerging fields with future potential such as network communication, AI computation, technology services, green energy and environmental protection, Industry 4.0, and intelligent automobiles.

(2) Continuing the globalization of the supply chain

To enhance the resilience of the supply chain and respond to customer needs, Wistron plans to expand its manufacturing scale in Vietnam, Mexico, and Taiwan. We will strategically integrate resources and suppliers from various regions to achieve the overall optimization of cost control and management efficiency.

(3) Incorporating innovation into the corporate culture

Wistron has long encouraged employees to engage in research and development and innovation, and has improved the transparency and integrity of the patent process systemically, focusing on an efficient global patent portfolio to strengthen its business competitiveness and explore future development opportunities. Wistron has been selected as one of the Top 100 Global Innovators by Clarivate Analytics for two consecutive years, which demonstrates its research and development innovation achievements and capabilities that have been well recognized internationally.

(4) Focusing on ESG 6-pillar strategies

In order to pursue sustainability for our company and turn ESG issues into positive impacts on the environment and society, we have developed ESG 6-pillar strategies that are most in line with Wistron's future sustainability: including "Sustainable supply base", "Green products ", " Recycling ", " Decarbonization", " People with purpose ", and " Labor welfare". We have also set specific short-, medium-, and long-term goals, launched various initiatives, and taken proactive actions to implement sustainability.

Outlook for the Future

As we enter the third decade of our company's history, Wistron will focus even more on diversified business operations, striving to gain a foothold in more emerging technology application markets and create a more diverse portfolio of revenue and profit sources. In terms of production strategy, we will continue to promote the pace of global manufacturing, upholding our four core values of customer orientation, integrity and honesty, innovation breakthroughs, and sustainability. We will share these beliefs and successes with our employees and partners.

Thanks to all shareholders for all your support and encouragement to Wistron over the years. The management team and all employees of Wistron will continue to work hard to create maximum value for the company and shareholders.

Chairman: Simon Lin

President: Jeff Lin

Controller: Fred Chiu



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Independent Auditors' Report

To the Board of Directors of Wistron Corporation:

Opinion

We have audited the parent company only financial statements of Wistron Corporation (“the Company”), which comprise the balance sheets as of December 31, 2022 and 2021, the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1. Revenue recognition

Please refer to Note 4(q) “Revenue from contracts with customers” for accounting policy, and Note 6(u) for the relevant disclosures for revenue recognition to the financial statements.

Description of the key audit matter

The Company is a listed company influencing the public interest, and its financial performance is highly expected by the investors. Therefore, the revenue recognition has been identified as a key audit matter.



In relation to the key audit matter above, our audit procedures included

- Testing the Company’s controls surrounding the revenue recognition and cash collection for key manual and system base controls, tracing general ledgers to sales systems and reconciling the differences.
- Understanding the types of revenue, contract provisions and transaction terms to assess the accuracy of the timing of revenue recognition.
- Conducting the trend and variance analysis on the revenue from major customers to evaluate if there are significant unusual transactions.
- Inspecting whether there are any significant sales returns and allowances after year end to assess the reasonableness of the transactions.

2. Inventory valuation

Please refer to Note 4(g) “Inventory” for accounting policy, Note 5(a) for accounting assumption and estimation uncertainty of inventory and Note 6(g) for the disclosure of the valuation of inventory to the financial statements.

Description of the key audit matter

Inventories are stated at the lower of cost or net realizable value. The rapid development of technology and the advance of new electronic products can have a significant impact on market demand, which may lead to product obsolescence that will affect the cost of inventory to be higher than its net realizable value. Consequently, the valuation of inventories has been identified as another key audit matter.

In relation to the key audit matter above, our audit procedures included

- Examining the inventory aging report and analyzing the variation in inventories.
- Verifying the appropriateness of the management’s methodology to determine the inventory valuation and assess if the obsolete stocks have been included in the aforesaid evaluation.
- Evaluating the selling price used for the Company’s inventory valuation and the changes on fair values of the inventories subsequently; selecting samples to assess the reasonableness of the net realizable values by comparing them to the original documents.
- Examining the records for the management to identify each obsolete and damaged goods.
- Evaluating the adequacy of the disclosure in inventory allowance.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including the Audit Committee) are responsible for overseeing the Company’s financial reporting process.



Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the investment in other entities accounted for using the equity method to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

realistic alternative but to do so.

Those charged with governance (including the Audit Committee) are responsible for overseeing the Company's financial reporting process.



From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Ya-Ling Chen and Chia-Chien Tang.

KPMG

Taipei, Taiwan (Republic of China)
March 14, 2023

Notes to Readers

The accompanying parent company only financial statements are intended only to present the financial position, financial performance and cash flows in accordance with the accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such parent company only financial statements are those generally accepted and applied in the Republic of China.

The independent auditors' report and the accompanying parent company only financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' report and parent company only financial statements, the Chinese version shall prevail.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese.)

WISTRON CORPORATION

Parent Company Only Statements of Comprehensive Income

For the years ended December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars, except for earnings per common share)

	2022		2021	
	Amount	%	Amount	%
4000 Net revenues (notes 6(u) and 7)	\$ 686,828,694	100	670,440,580	100
5000 Cost of sales (notes 6(g), (i), (j), (k), (l), (n), (p), (s), (w), 7 and 12)	<u>655,164,677</u>	<u>95</u>	<u>650,976,729</u>	<u>97</u>
5900 Gross profit	31,664,017	5	19,463,851	3
5910 Realized (unrealized) profit from sales	<u>(804,140)</u>	<u>-</u>	<u>192,083</u>	<u>-</u>
5950 Net gross profit	<u>30,859,877</u>	<u>5</u>	<u>19,655,934</u>	<u>3</u>
6000 Operating expenses (notes 6(e), (f), (i), (j), (k), (l), (n), (p), (s), (w), 7 and 12):				
6100 Selling	3,962,320	1	3,300,880	-
6200 Administrative	4,025,078	1	3,455,148	1
6300 Research and development	<u>16,992,827</u>	<u>2</u>	<u>14,671,035</u>	<u>2</u>
Total operating expenses	<u>24,980,225</u>	<u>4</u>	<u>21,427,063</u>	<u>3</u>
6900 Operating income	<u>5,879,652</u>	<u>1</u>	<u>(1,771,129)</u>	<u>-</u>
7000 Non-operating income and expenses (notes 6(h), (l), (n), (o), (v), (x), 7 and 12):				
7100 Interest income	169,445	-	74,049	-
7010 Other income	188,960	-	224,836	-
7020 Other gains and losses	3,318,793	1	257,314	-
7050 Finance costs	(3,984,908)	(1)	(970,365)	-
7070 Recognized share of subsidiaries, associates and joint ventures accounted for equity method	<u>5,362,139</u>	<u>1</u>	<u>12,948,376</u>	<u>2</u>
Total non-operating income and expenses	<u>5,054,429</u>	<u>1</u>	<u>12,534,210</u>	<u>2</u>
7900 Profit before tax	10,934,081	2	10,763,081	2
7950 Less: Income tax expenses (benefit) (note 6(q))	<u>(228,370)</u>	<u>-</u>	<u>295,051</u>	<u>-</u>
8200 Net profit	<u>11,162,451</u>	<u>2</u>	<u>10,468,030</u>	<u>2</u>
8300 Other comprehensive income (notes 6(h), (p), (q), (r) and (x))				
8310 Components of other comprehensive income (loss) that will not be reclassified to profit or loss				
8311 Gains (losses) on remeasurements of defined benefit plans	247,608	-	(109,843)	-
8316 Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	(945,769)	-	(232,514)	-
8330 Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss	106,956	-	649,709	-
8349 Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	<u>54,803</u>	<u>-</u>	<u>13,592</u>	<u>-</u>
	<u>(646,008)</u>	<u>-</u>	<u>293,760</u>	<u>-</u>
8360 Components of other comprehensive income (loss) that will be reclassified to profit or loss				
8361 Exchange differences on translation of foreign financial statements	7,125,045	-	(2,094,753)	(1)
8380 Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss	381,173	-	(118,726)	-
8399 Less: Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
	<u>7,506,218</u>	<u>-</u>	<u>(2,213,479)</u>	<u>(1)</u>
Other comprehensive income	<u>6,860,210</u>	<u>-</u>	<u>(1,919,719)</u>	<u>(1)</u>
8500 Total comprehensive income	<u>\$ 18,022,661</u>	<u>2</u>	<u>8,548,311</u>	<u>1</u>
Earnings per share (in dollars) (note 6(t))				
9750 Basic earnings per share	<u>\$ 4.01</u>		<u>3.76</u>	
9850 Diluted earnings per share	<u>\$ 3.84</u>		<u>3.64</u>	

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese.)
WISTRON CORPORATION

Statements of Changes in Equity

For the years ended December 31, 2022 and 2021
(Expressed in Thousands of New Taiwan Dollars)

	Retained earnings				Other equity				Total equity	
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income	Deferred compensation arising from issuance of restricted shares		Treasury shares
Balance at January 1, 2021	\$ 28,406,121	25,760,011	9,150,601	3,336,124	14,166,442	(6,525,783)	(320,738)	(999,742)	(1,607,259)	71,565,777
Net profit	-	-	-	-	10,468,030	10,468,030	-	-	-	10,468,030
Other comprehensive income	-	-	-	-	(81,478)	(81,478)	-	-	-	(81,478)
Total comprehensive income	-	-	-	-	10,386,552	10,386,552	-	-	-	10,305,052
Appropriation and distribution of retained earnings:										
Legal reserve	-	-	813,568	-	(813,568)	-	-	-	-	-
Special reserve	-	-	-	3,310,397	(3,310,397)	-	-	-	-	-
Cash dividends	-	-	-	-	(6,258,655)	(6,258,655)	-	-	-	(6,258,655)
Changes in equity of associates and joint ventures accounted for using equity method	-	349,390	-	-	-	-	-	-	-	349,390
Changes in ownership interests in subsidiaries	-	(13,657)	-	-	(130)	(130)	-	-	-	(13,787)
Disposal of part the equity of the subsidiary	-	3,354,164	-	-	-	11,335	4	-	-	3,365,503
Share-based payments transactions	626,400	(626,400)	-	-	528	-	-	348,855	-	349,383
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	117,225	-	(117,225)	-	-	-
Others	11,016	-	-	-	-	-	-	-	-	11,016
Balance at December 31, 2021	\$ 29,032,521	28,834,524	9,964,169	6,846,521	14,287,997	(8,731,426)	(59,222)	(650,887)	(1,607,259)	77,916,938
Net profit	-	-	-	-	11,162,451	11,162,451	-	-	-	11,162,451
Other comprehensive income	-	-	-	-	245,513	7,513,416	(898,719)	-	-	6,860,210
Total comprehensive income	-	-	-	-	11,407,964	7,513,416	(898,719)	-	-	11,512,651
Appropriation and distribution of retained earnings:										
Legal reserve	-	-	1,050,417	-	(1,050,417)	-	-	-	-	-
Special reserve	-	-	-	1,944,127	(1,944,127)	-	-	-	-	-
Cash dividends	-	-	-	-	(6,257,863)	(6,257,863)	-	-	-	(6,257,863)
Changes in equity of associates and joint ventures accounted for using equity method	-	302,059	-	-	(203)	(203)	-	-	-	301,856
Treasury shares transferred to employees	-	(2,888)	-	-	-	-	-	-	116,143	113,255
Changes in ownership interests in subsidiaries	-	(70,095)	-	-	(1,040)	(1,040)	-	-	-	(71,135)
Disposal of part the equity of the subsidiary	-	6,002,507	-	-	-	16,821	-	-	-	6,019,328
Share-based payments transactions	(16,500)	(43,308)	-	-	396	-	-	368,880	-	309,468
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	109,565	-	(109,565)	-	-	-
Others	27,641	-	-	-	-	-	-	-	-	27,641
Balance at December 31, 2022	\$ 29,016,021	35,050,440	11,014,586	8,790,648	16,552,272	(1,201,189)	(1,067,506)	(292,007)	(1,491,110)	96,382,149

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese.)

WISTRON CORPORATION

Parent Company Only Statements of Cash Flows

For the years ended December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

	2022	2021
Cash flows used in operating activities:		
Profit before tax	\$ 10,934,081	10,763,081
Adjustments:		
Adjustments to reconcile profit		
Depreciation expense	1,262,212	1,031,497
Amortization expense	334,974	275,567
Loss(Gain) on reversal of expected credit losses	(79,553)	25,156
Net losses (gains) on financial assets or liabilities at fair value through profit or loss	(189,100)	218,246
Interest expense	3,984,908	970,365
Interest income	(169,445)	(74,049)
Dividend income	(127,918)	(183,476)
Compensation cost arising from share-based payments	309,072	348,855
Shares of profit of subsidiary, associates and joint ventures accounted for using equity method	(5,362,139)	(12,948,376)
Gains on disposal of property, plant and equipment	(5,396)	(16,737)
Property, plant and equipment reclassified as expenses	19,939	-
Other non-current assets reclassified as expenses	5,475	-
Net losses on disposal of investments	3,173	1,654
Other investment net losses	130,773	86,540
Unrealized (realized) profit from sales	804,140	(192,083)
Lease modification losses	45	507
Loss (gain) on foreign currency exchange arising from loans and guarantee deposits	7,479,838	(2,333,234)
Amortization of bank arrangement fees	12,612	16,937
Total adjustments to reconcile profit	<u>8,413,610</u>	<u>(12,772,631)</u>
Changes in operating assets and liabilities:		
Changes in operating assets:		
Decrease (increase) in trade receivables	5,530,429	(5,468,273)
Decrease (increase) in trade receivables-related parties	39,498,377	(36,461,555)
Decrease (increase) in other receivables-related parties	(177,310)	1,439,942
Increase in inventories	(5,337,704)	(7,500,893)
Increase in other current assets	<u>(1,015,486)</u>	<u>(1,150,277)</u>
Total changes in operating assets	<u>38,498,306</u>	<u>(49,141,036)</u>
Changes in operating liabilities:		
Increase in current contract liabilities	367,107	547,531
Increase (decrease) in note and trade payables	4,208,166	(2,391,631)
Increase (decrease) in trade payables-related parties	(25,741,131)	28,628,258
Increase (decrease) in other payables-related parties	863,871	(140,479)
Increase (decrease) in current refund liability	(2,605,672)	873,819
Increase (decrease) in other current liabilities	2,650,794	(1,618,623)
Decrease in other non-current liabilities	<u>(195,433)</u>	<u>(136,866)</u>
Total changes in operating liabilities	<u>(20,452,298)</u>	<u>25,762,009</u>
Net changes in operating assets and liabilities	<u>18,046,008</u>	<u>(23,379,047)</u>
Total changes in operating assets and liabilities	<u>26,459,618</u>	<u>(36,151,678)</u>
Cash inflow (outflow) generated from (used in) operations	37,393,699	(25,388,597)
Interest received	179,884	70,088
Dividends received	2,389,284	4,542,114
Interest paid	(3,594,877)	(944,003)
Income taxes paid	<u>(148,491)</u>	<u>(872,713)</u>
Net cash flows generated from (used in) operating activities	<u>36,219,499</u>	<u>(22,593,111)</u>
Cash flows generated from investing activities:		
Decrease (increase) in other receivables-related parties	706,020	(923,160)
Acquisition of financial assets at fair value through other comprehensive income	(533,961)	(192,228)
Proceeds from disposal of financial assets at fair value through other comprehensive income	225,223	81,996
Return of financial assets at fair value through other comprehensive income	2,732	40,491
Acquisition of financial assets at amortized cost	-	(1,404,046)
Proceeds from disposal of financial assets at amortized cost	1,105,394	-
Acquisition of financial assets at fair value through profit or loss	(55,470)	-
Proceeds from disposal of financial assets at fair value through profit or loss	-	20,065
Proceeds from capital reduction of investments accounted for using equity method	1,790,841	10,677,340
Acquisition of equity-accounted investees	(4,738,063)	(3,828,227)
Proceeds from disposal of equity-accounted investees	-	9,350
Partial disposal of the investment in the subsidiary	7,677,580	3,900,940
Acquisition of property, plant and equipment	(2,559,480)	(924,671)
Proceeds from disposal of property, plant and equipment	153,273	150,412
Increase in refundable deposits	(287,297)	(102,799)
Acquisition of intangible assets	(357,860)	(344,980)
Employee remunerations to subsidiaries' employees	(12,995)	(26,647)
Increase in other non-current assets	<u>(284,267)</u>	<u>(244,363)</u>
Net cash flows generated from investing activities	<u>2,831,670</u>	<u>6,889,473</u>
Cash flows generated from (used in) financing activities:		
Increase in short-term loans	598,298,134	477,516,265
Repayments of short-term loans	(612,833,174)	(459,871,001)
Increase in long-term loans	16,236,100	28,337,440
Repayments of long-term loans	(27,755,433)	(23,574,935)
Increase (decrease) in guarantee deposits received	278,630	(315,761)
Repayments of lease liabilities	(370,628)	(584,479)
Cash dividends paid	(6,257,467)	(6,258,127)
Treasury shares transferred to employees	113,255	-
Others	27,641	11,016
Net cash flows generated from (used in) financing activities	<u>(32,262,942)</u>	<u>15,260,418</u>
Net increase (decrease) in cash and cash equivalents	6,788,227	(443,220)
Cash and cash equivalents at beginning of year	3,463,976	3,907,196
Cash and cash equivalents at end of year	<u>\$ 10,252,203</u>	<u>3,463,976</u>



安侯建業聯合會計師事務所

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Independent Auditors' Report

To the Board of Directors of Wistron Corporation:

Opinion

We have audited the consolidated financial statements of Wistron Corporation and its subsidiaries ("the Group"), which comprise the consolidated balance sheets as of December 31, 2022 and 2021, the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2022 and 2021, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IASs"), Interpretations developed by the International Financial Reporting Interpretations Committee ("IFRIC") or the former Standing Interpretations Committee ("SIC") endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1. Revenue recognition

Please refer to Note 4(q) "Revenue from contracts with customers" for accounting policy, and Note 6(u) for the relevant disclosures for revenue recognition to the financial statements.

Description of the key audit matter

The Group is a listed company influencing the public interest, and its financial performance is highly expected by the investors. Therefore, the revenue recognition has been identified as a key audit matter.



In relation to the key audit matter above, our audit procedures included

- Testing the Group’s controls surrounding the revenue recognition and cash collection for key manual and system base controls, tracing general ledgers to sales systems and reconciling the differences.
- Understanding the types of revenue, contract provisions and transaction terms to assess the accuracy of the timing of revenue recognition.
- Conducting the trend and variance analysis on the revenue from major customers to evaluate if there are significant unusual transactions.
- Inspecting whether there are any significant sales returns and allowances after year end to assess the reasonableness of the transactions.

2. Inventory valuation

Please refer to Note 4(g) “Inventory” for accounting policy, Note 5(a) for accounting assumption and estimation uncertainty of inventory and Note 6(g) for the disclosure of the valuation of inventory to the financial statements.

Description of the key audit matter

Inventories are stated at the lower of cost or net realizable value. The rapid development of technology and the advance of new electronic products can have a significant impact on market demand, which may lead to product obsolescence that will affect the cost of inventory to be higher than its net realizable value. Consequently, the valuation of inventories has been identified as another key audit matter.

In relation to the key audit matter above, our audit procedures included

- Examining the inventory aging report and analyzing the variation in inventories.
- Verifying the appropriateness of the management’s methodology to determine the inventory valuation and assess if the obsolete stocks have been included in the aforesaid evaluation.
- Evaluating the selling price used for the Group’s inventory valuation and the changes on fair values of the inventories subsequently; selecting samples to assess the reasonableness of the net realizable values by comparing them to the original documents.
- Examining the records for the management to identify each obsolete and damaged goods.
- Evaluating the adequacy of the disclosure in inventory allowance.

Other Matter

Wistron Corporation has prepared its parent-company-only financial statements as of and for the years ended December 31, 2022 and 2021, on which we have issued an unmodified opinion.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the IFRSs, IASs, IFRC, SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.



In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including the Audit Committee) are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Ya-Ling Chen and Chia-Chien Tang.

KPMG

Taipei, Taiwan (Republic of China)

March 14, 2023

Notes to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with the accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally accepted and applied in the Republic of China.

The independent auditors' report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' report and consolidated financial statements, the Chinese version shall prevail.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese.)
WISTRON CORPORATION AND SUBSIDIARIES
Consolidated Statement of Comprehensive Income
For the years ended December 31, 2022 and 2021
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Share)

	2022		2021	
	Amount	%	Amount	%
4000 Net revenues (notes 6(z) and 7)	\$ 984,619,156	100	862,082,848	100
5000 Cost of sales (notes 6(g), (m), (n), (o), (s), (u), (x), (ab), 7 and 12)	914,890,464	93	810,948,132	94
5900 Gross profit	<u>69,728,692</u>	<u>7</u>	<u>51,134,716</u>	<u>6</u>
Operating expenses (notes 6(e), (f), (m), (n), (o), (s), (u), (x), (ab), 7 and 12):				
6100 Selling	11,433,187	1	9,467,427	1
6200 Administrative	5,815,369	-	4,531,156	1
6300 Research and development	25,007,992	3	20,761,495	2
Total operating expenses	<u>42,256,548</u>	<u>4</u>	<u>34,760,078</u>	<u>4</u>
6900 Operating income	<u>27,472,144</u>	<u>3</u>	<u>16,374,638</u>	<u>2</u>
7000 Non-operating income and expenses (notes 6(h), (k), (r), (s), (t), (aa) and 7):				
7100 Interest income	1,989,775	-	1,306,757	-
7010 Other income	569,391	-	499,624	-
7020 Other gains and losses	(108,575)	-	2,816,161	-
7050 Finance costs	(5,988,155)	(1)	(1,880,091)	-
7060 Shares of associates and joint ventures accounted for equity method	776,334	-	117,188	-
Total non-operating income and expenses	<u>(2,761,230)</u>	<u>(1)</u>	<u>2,859,639</u>	<u>-</u>
7900 Profit before tax	24,710,914	2	19,234,277	2
7950 Less: Income tax expenses (note 6(v))	<u>5,693,367</u>	<u>-</u>	<u>4,506,466</u>	<u>-</u>
8200 Net profit	<u>19,017,547</u>	<u>2</u>	<u>14,727,811</u>	<u>2</u>
8300 Other comprehensive income (notes 6(h), (u) and (v))				
8310 Components of other comprehensive income (loss) that will not be reclassified to profit or loss:				
8311 Gains (losses) on remeasurements of defined benefit plans	297,547	-	(92,369)	-
8316 Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	(876,369)	-	414,501	-
8320 Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss	8,156	-	(11,071)	-
8349 Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	<u>75,002</u>	<u>-</u>	<u>19,225</u>	<u>-</u>
	<u>(645,668)</u>	<u>-</u>	<u>291,836</u>	<u>-</u>
8360 Components of other comprehensive income (loss) that will be reclassified to profit or loss:				
8361 Exchange differences on translation of foreign financial statements	8,277,826	1	(2,241,595)	(1)
8370 Shares of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss	124,700	-	(68,547)	-
8399 Less: Income tax related to components of other comprehensive income that will be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>8,402,526</u>	<u>1</u>	<u>(2,310,142)</u>	<u>(1)</u>
Total other comprehensive income, net of tax	<u>7,756,858</u>	<u>1</u>	<u>(2,018,306)</u>	<u>(1)</u>
8500 Total comprehensive income	<u>\$ 26,774,405</u>	<u>3</u>	<u>12,709,505</u>	<u>1</u>
Net profit attributable to (notes 6(l) and (w)):				
8610 Owners of parent	\$ 11,162,451	1	10,468,030	1
8620 Non-controlling interests	7,855,096	1	4,259,781	1
	<u>\$ 19,017,547</u>	<u>2</u>	<u>14,727,811</u>	<u>2</u>
Comprehensive income attributable to (notes 6(l) and (w)):				
8710 Owners of parent	\$ 18,022,661	2	8,548,311	1
8720 Non-controlling interests	8,751,744	1	4,161,194	-
	<u>\$ 26,774,405</u>	<u>3</u>	<u>12,709,505</u>	<u>1</u>
Earnings per share (in dollars) (note 6(y))				
9750 Basic earnings per share	<u>\$ 4.01</u>		<u>3.76</u>	
9850 Diluted earnings per share	<u>\$ 3.84</u>		<u>3.64</u>	

(English Translation of Consolidated Financial Statements Originally Issued in Chinese.)
WISTRON CORPORATION AND SUBSIDIARIES

Consolidated Statement of Changes in Equity

For the years ended December 31, 2022 and 2021
 (Expressed in Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent										Total equity attributable to owners of parent	
	Retained earnings					Other equity						
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income	Deferred compensation arising from issuance of restricted shares	Treasury shares		Non-controlling interests
Balance at January 1, 2021	28,406,121	25,760,011	9,150,601	3,536,124	14,166,442	26,853,167	(6,525,783)	(320,738)	(999,742)	(1,607,239)	12,360,302	83,926,079
Net profit	-	-	-	-	10,468,030	10,468,030	-	-	-	-	4,239,781	14,727,811
Other comprehensive income	-	-	-	-	(81,478)	(81,478)	(2,216,978)	378,737	-	-	(98,587)	(2,018,306)
Total comprehensive income	-	-	-	-	10,386,552	10,386,552	(2,216,978)	378,737	-	-	4,161,194	12,709,505
Appropriation and distribution of retained earnings:												
Legal reserve	-	-	813,568	-	(813,568)	-	-	-	-	-	-	-
Special reserve	-	-	-	3,310,397	(3,310,397)	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	(6,258,655)	(6,258,655)	-	-	-	-	-	(6,258,655)
Changes in equity of associates and joint ventures accounted for using equity method	-	349,390	-	-	-	-	-	-	-	-	-	349,390
Changes in ownership interests in subsidiaries	-	(13,657)	-	-	(130)	(130)	-	-	-	-	-	(13,787)
Disposal of part of the equity of the subsidiary	-	3,354,164	-	-	-	-	11,335	4	-	-	-	3,365,503
Share-based payment transactions	626,400	(626,400)	-	-	528	528	-	-	348,855	-	-	349,383
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	117,225	117,225	-	(117,225)	-	-	-	-
Others	-	11,016	-	-	-	-	-	-	-	-	-	11,016
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	-	(1,933,655)	(1,933,655)
Balance at December 31, 2021	29,032,521	28,834,324	9,964,169	6,846,521	14,287,997	31,098,687	(8,731,426)	(59,222)	(650,887)	(1,607,239)	14,567,841	92,484,779
Net profit	-	-	-	-	11,162,451	11,162,451	7,513,416	(898,719)	-	-	7,855,096	19,017,547
Other comprehensive income	-	-	-	-	245,513	245,513	7,513,416	(898,719)	-	-	896,648	7,756,858
Total comprehensive income	-	-	-	-	11,407,964	11,407,964	7,513,416	(898,719)	-	-	8,751,744	26,774,405
Appropriation and distribution of retained earnings:												
Legal reserve	-	-	1,050,417	-	(1,050,417)	-	-	-	-	-	-	-
Special reserve	-	-	-	1,944,127	(1,944,127)	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	(6,257,863)	(6,257,863)	-	-	-	-	-	(6,257,863)
Changes in equity of associates and joint ventures accounted for using equity method	-	302,059	-	-	(203)	(203)	-	-	-	-	-	301,856
Treasury shares transferred to employees	-	(2,888)	-	-	-	-	-	-	-	116,143	-	113,255
Changes in ownership interests in subsidiaries	-	(70,095)	-	-	(1,040)	(1,040)	-	-	-	-	-	(71,135)
Disposal of part of the equity of the subsidiary	-	6,002,507	-	-	-	-	16,821	-	-	-	-	6,019,328
Share-based payment transactions	(16,500)	(43,308)	-	-	396	396	-	368,880	-	-	-	309,468
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	109,565	109,565	-	(109,565)	-	-	-	-
Others	-	27,641	-	-	-	-	-	-	-	-	-	27,641
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	-	(1,049,178)	(1,049,178)
Balance at December 31, 2022	29,016,021	35,050,440	11,014,586	8,790,648	16,552,272	36,357,506	(1,201,189)	(1,067,506)	(282,007)	(1,491,116)	96,382,149	118,652,556

See accompanying notes to financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese.)

WISTRON CORPORATION AND SUBSIDIARIES

Consolidated Statement of Cash Flows

For the years ended December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

	<u>2022</u>	<u>2021</u>
Cash flows generated from (used in) operating activities:		
Profit before tax	\$ <u>24,710,914</u>	<u>19,234,277</u>
Adjustments:		
Adjustments to reconcile profit		
Depreciation expense	11,015,505	8,866,390
Amortization expense	459,606	358,719
Gain on reversal of expected credit losses	(74,187)	(22,057)
Net losses on financial assets or liabilities at fair value through profit or loss	4,130,860	1,322,249
Interest expenses	5,988,155	1,880,091
Interest income	(1,989,775)	(1,306,757)
Dividend income	(237,597)	(253,965)
Compensation cost arising from share-based payments	313,533	353,496
Shares of profit of associates and joint ventures accounted for using equity method	(776,334)	(117,188)
Gains on disposal of property, plant and equipment	(10,220)	(661,743)
Property, plant and equipment reclassified as expenses	26,077	70,191
Other non-current assets reclassified as expenses	29,605	7,374
Losses (gains) on disposal of investments	989	(2,294,821)
Impairment loss on assets	4,660	760,735
Other investment loss	175,098	89,411
Lease modification gains	(56,622)	(2,741)
Other income	-	(229)
Amortization of bank arrangement fees	<u>12,612</u>	<u>16,937</u>
Total adjustments to reconcile profit	<u>19,011,965</u>	<u>9,066,092</u>
Changes in operating assets and liabilities:		
Changes in operating assets:		
Decrease (increase) in note and trade receivables	68,813,782	(34,916,877)
Decrease in trade receivables-related parties	60,114	152,733
Decrease in other receivables-related parties	10,535	609
Decrease (increase) in inventories	17,308,258	(68,003,436)
Decrease (increase) in other current assets	<u>5,647,927</u>	<u>(3,028,196)</u>
Total changes in operating assets	<u>91,840,616</u>	<u>(105,795,167)</u>
Changes in operating liabilities:		
Increase in current contract liabilities	2,300,584	1,615,963
Increase (decrease) in note and trade payables	(70,673,862)	54,692,305
Increase (decrease) in trade payables-related parties	(371,748)	195,092
Increase (decrease) in other payables-related parties	(32,235)	48,949
Increase (decrease) in current refund liability	(2,151,957)	1,357,606
Increase (decrease) in other current liabilities	(2,539,209)	2,586,424
Decrease in other non-current liabilities	<u>(177,425)</u>	<u>(142,452)</u>
Total changes in operating liabilities	<u>(73,645,852)</u>	<u>60,353,887</u>
Net changes in operating assets and liabilities	<u>18,194,764</u>	<u>(45,441,280)</u>
Total adjustments	<u>37,206,729</u>	<u>(36,375,188)</u>
Cash generated from (used in) operations	61,917,643	(17,140,911)
Interest received	2,699,872	1,644,851
Dividends received	631,209	652,654
Interest paid	(6,166,717)	(2,049,224)
Income taxes paid	<u>(5,641,991)</u>	<u>(4,643,279)</u>
Net cash generated from (used in) operating activities	<u>53,440,016</u>	<u>(21,535,909)</u>

(English Translation of Consolidated Financial Statements Originally Issued in Chinese.)

WISTRON CORPORATION AND SUBSIDIARIES

Consolidated Statement of Cash Flows (continued)

For the years ended December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

	<u>2022</u>	<u>2021</u>
Cash flows used in investing activities:		
Acquisition of financial assets at fair value through other comprehensive income	(1,234,298)	(935,663)
Proceeds from disposal of financial assets at fair value through other comprehensive income	231,169	450,432
Return of financial assets at fair value through other comprehensive income	41,902	57,890
Proceeds from disposal of financial assets at amortized cost	1,105,394	(1,404,046)
Acquisition of financial assets at fair value through profit or loss	(5,370,426)	(18,409,564)
Proceeds from disposal of financial assets at fair value through profit or loss	5,578,262	18,457,904
Acquisition of equity-accounted investees	(395,080)	(313,743)
Proceeds from disposal of equity-accounted investees	-	15,508
Net cash flow from acquisition of subsidiaries	-	(2,108,639)
Proceeds from disposal of subsidiaries	-	1,505,919
Acquisition of property, plant and equipment	(13,609,393)	(10,496,324)
Proceeds from disposal of property, plant and equipment	635,313	674,881
Proceeds from disposal of right-of-use assets	205,514	-
Increase in refundable deposits	(891,292)	(332,538)
Acquisition of intangible assets	(843,320)	(683,971)
Net cash inflows from business combination	-	181,351
Decrease in other financial assets	245,237	63,538
Increase in other non-current assets	<u>(2,438,167)</u>	<u>(3,320,335)</u>
Net cash flows used in investing activities	<u>(16,739,185)</u>	<u>(16,597,400)</u>
Cash flows generated from (used in) financing activities:		
Increase in short-term loans	824,176,953	645,122,074
Repayments of short-term loans	(861,547,581)	(603,585,094)
Proceeds from issuance of bonds	-	4,442,325
Increase in long-term loans	18,179,231	28,208,148
Repayments of long-term loans	(28,355,477)	(23,501,491)
Increase (decrease) in guarantee deposits received	1,218,915	(289,750)
Repayments of lease liabilities	(814,303)	(1,111,490)
Cash dividends paid	(6,257,467)	(6,258,127)
Treasury shares transferred to employees	113,255	-
Disposal of ownership interests in subsidiaries (without losing control)	7,390,742	4,028,293
Change in non-controlling interests	(2,498,175)	(2,473,198)
Others	<u>27,641</u>	<u>11,016</u>
Net cash flows generated from (used in) financing activities	<u>(48,366,266)</u>	<u>44,592,706</u>
Effect of exchange rate changes on cash and cash equivalents	<u>7,848,510</u>	<u>(2,508,957)</u>
Net increase (decrease) in cash and cash equivalents	(3,816,925)	3,950,440
Cash and cash equivalents at beginning of year	<u>70,154,241</u>	<u>66,203,801</u>
Cash and cash equivalents at end of year	<u><u>\$ 66,337,316</u></u>	<u><u>70,154,241</u></u>

Appendix 2

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2022 Business Report, Financial Statements, and proposal for allocation of profits. The CPA firm of KPMG was retained to audit Wistron's Financial Statements and has issued an audit report relating to the Financial Statements. The Business Report, Financial Statements, and profit allocation proposal have been reviewed and determined to be correct and accurate by the Audit Committee of Wistron Corporation. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, I hereby submit this report.

Wistron Corporation

Convener of the Audit Committee



March 14, 2023

Appendix 3

**Comparison between Original and Amendments to
“Codes of Ethical Conduct”**

Items	Original Version	Amended Version	Reason
Article 8	<p>The Execution for Codes of Ethical Conduct</p> <p>1. To achieve sound ethical corporate management, Adm. & H.R unit is delegated to take charge of establishing and supervising the implementation of the ethical corporate management policies and related measures, and it shall report to the Board of Directors on a regular basis; and relevant units shall hold training courses and publicize the Codes of Ethical Conduct to ensure that all Relevant Personnel understand, accept and will strictly abide by and enforce the Codes.</p> <p>2. Relevant Personnel shall continue to raise awareness and publicize the Company’s Codes of Ethical Conduct to business related units or other companies that are involved in the business relations with the Company to ensure that they understand and support the determination and polices of the ethical corporate management of the Company.</p>	<p>The Execution for Codes of Ethical Conduct</p> <p>1. To achieve sound ethical corporate management, <u>Global Human Resources & Administration</u> Adm. & H.R unit is delegated to take charge of establishing and supervising the implementation of the ethical corporate management policies and related measures, and it shall report to the Board of Directors on a regular basis; and relevant units shall hold training courses and publicize the Codes of Ethical Conduct to ensure that all Relevant Personnel understand, accept and will strictly abide by and enforce the Codes.</p> <p>2. Relevant Personnel shall continue to raise awareness and publicize the Company’s Codes of Ethical Conduct to business related units or other companies that are involved in the business relations with the Company to ensure that they understand and support the determination and polices of the ethical corporate management of the Company.</p>	To comply with the operational needs.
Article 9	<p>Disciplinary measures on the Relevant Personnel involved in violation of the Codes</p> <p>1. The Company encourages the insiders and outsiders to report any activities which violate the Codes, however, insiders shall not make false report or malicious accusation, people who</p>	<p>Disciplinary measures on the Relevant Personnel involved in violation of the Codes</p> <p>1. The Company encourages the insiders and outsiders to report any activities which violate the Codes, <u>and the anonymous reporting shall be accepted.</u> However, insiders shall not make false</p>	To comply with the Regulation update and operational needs.

Items	Original Version	Amended Version	Reason
	<p>conduct the aforementioned behaviors shall be subject to disciplinary action, and removed from office if the circumstance concerned is material.</p> <p>2. A whistleblower shall at least furnish the following information:</p> <p>(1)The whistleblower's name and I.D. number, and the communication channels to reach him/her.</p> <p>(2)The informed party's name or other information sufficient to distinguish its identifying features.</p> <p>(3)Specific facts and evidences available for investigation.</p> <p>3. Company personnel handling reported matters shall represent in writing that they will keep the whistleblowers' identity and contents of information confidential. This Corporation also undertakes to protect the whistleblowers from improper treatment due to their report. The responsible unit of this Corporation shall observe the following procedure:</p> <p>(1)Tip involving a general employee shall be reported to the department head or the highest manager of Administration and Adm. & H.R unit; tip involving a director or senior manager shall be reported to the highest manager of Auditing office or the independent directors.</p> <p>.....</p>	<p>report or malicious accusation, people who conduct the aforementioned behaviors shall be subject to disciplinary action, and removed from office if the circumstance concerned is material.</p> <p>2. A whistleblower shall at least furnish the following information:</p> <p>(1)The whistleblower's name and I.D. number, and the communication channels to reach him/her. <u>(Except for anonymous whistleblowing.)</u></p> <p>(2)The informed party's name or other information sufficient to distinguish its identifying features.</p> <p>(3)Specific facts and evidences available for investigation.</p> <p>3. Company personnel handling reported matters shall represent in writing that they will keep the whistleblowers' identity and contents of information confidential. This Corporation also undertakes to protect the whistleblowers from improper treatment due to their report. The responsible unit of this Corporation shall observe the following procedure:</p> <p>(1)Tip involving a general employee shall be reported to the department head or the highest manager of <u>Global Human Resources & Administration</u>—Administration and Adm. & H.R unit; tip involving a director or</p>	

Items	Original Version	Amended Version	Reason
		senior manager shall be reported to the highest manager of Auditing office or the independent directors.	
Article 10 The 2 nd amendment was made on November 9, 2018. The 2 nd amendment was made on November 9, 2018. <u>The 3rd amendment was made on March 14, 2023.</u>	Correspondence to the amendment date.

Appendix 4

Wistron Corporation **Codes of Ethical Conduct**

Article 1 Purpose

The Codes of Ethical Conduct was established to enforce the Wistron Corporation (hereinafter as the Company)'s core values, and maintain its high level of business ethics, as well as for Relevant Personnel to strictly abide by the Company's standard code of ethical conduct to uphold the company's reputation, and to gain the respect and trust of customers, suppliers and professionals of all fields. The Codes of Ethical Conduct was thereby established and shall be duly followed.

Article 2 Applicable Range and Definition

The Codes of Ethical Conduct shall apply to the Directors of the Board (including the independent Directors, and hereinafter referred the same), managerial officers and employees employed or delegated by the Company or persons having substantial control over the Company (hereinafter as Relevant Personnel).

Article 3 Important Codes of Ethical Conduct

1. Integrity is Wistron's core value, and is also the root for operating an enterprise. To operate an enterprise based on Integrity is to provide a job environment and atmosphere that will allow Relevant Personnel to execute their job duties in accordance to the ethical standard. The Company requires that all Relevant Personnel to fully understand and abide by the Codes of Ethical Conduct and self Integrity. The following is the relevant and important codes of ethical conduct:
 - (1) One must strictly keep confidential the information related to the Company or clients whom the Company purchases goods from or whom the Company sells products to. Unless being authorized or prescribed under law to disclose the above information, one has the obligation to keep confidentiality. The confidential information that must not be disclosed includes all information that could be possibly used by competitors or cause damages to the Company or the Company's clients after disclosure.
 - (2) When one uses information related to the Company or clients whom the Company purchases goods from or whom the Company sells products to, one must not contravene the acts and laws, or the Company's Policies and Procedures on the Protection of Confidential Information.
 - (3) One must treat clients whom the Company purchases goods from or whom the Company sells the products to, the competing companies and employees on a fair and equal basis, and must not use the information obtained through job convenience to manipulate, conceal, or misuse such information to make false statement on important matters, or use such information to obtain unjust benefits through other unjust transactions.

- (4) One must be loyal to his or her job, and the execution of duties, including disposition of money, purchase, safekeeping assets, evaluation of performances and making and ratification of reports, shall be accomplished with Integrity, diligence and dedication.
 - (5) One has the duty to protect the Company's assets and resources, and ensure that such assets and resources can be legally and effectively used in business operation. It is strictly prohibited to use the Company's assets or resources to gain personal interest. One should also recuse from negatively affecting the Company's interest through personal or department's interest or through stealing, neglecting, and wasting the Company's assets and resources.
 - (6) One must recuse from any conflict that will result in the conflict of personal and the Company's interest.
 - (7) One must not participate or instigate others to proceed in activities or relationships that might cause harm to job loyalty or professional judgment.
 - (8) One must not request, accept, or give any gifts, donations, political donations or treats (bribery) that might cause harm to job loyalty or professional judgment.
 - (9) One must not commit any acts that will damage the reputation of the Company.
 - (10) One must abide by the national acts, rules and regulations. One must not be involved in any illegal or inappropriate activities under any circumstances.
2. The Codes of Ethical Conduct will not be limited to acts, rules and regulations. The spirit in the execution of this is in the high level of self restrain, and that one will abide by the Codes without violating general conventions.

When Relevant Personnel cannot determine whether an action or a circumstance fits with the Company's Codes of Ethical Conduct, one should check its adequacy based on the following principles:

- (1) Whether the disclosure of such relationship or action will cause negative effects to the Company's reputation.
- (2) Whether the process of such relationship or action will be generally interpreted as having effects on the just execution of job duties or professional judgment.

Article 4 Recusal Policy on the Conflict of Interest

1. The Relevant Personnel should recuse from any conflict that will cause conflict between the personal and Company's interest. For this, the Relevant Personnel shall automatically and fully report to the direct supervisor and the management personnel of the highest level in Human Resource department (suitable for Relevant Personnel who are not Directors of the Board), or the Board of Directors (suitable for Directors of the Board) upon knowing or facing (not limited to) the following circumstances and explain how the personal interest can be conflicting with the Company's interest:
 - (1) When the positions held by the Relevant Personnel might let them, their spouse, or third-degree relatives gain unjust benefits, or obstruct their objective and effective handling of business operations.

- (2) When the activities participated by the Relevant Personnel outside the Company cause direct competition against the Company's business operation, or obstruct with the Relevant Personnel's positions held and duties in the Company.
 - (3) Using the Company's resources (such as information, objects or property) to participate in activities outside the Company without the Company's permission.
 - (4) Has third-degree relatives working in the Company.
2. When the Company receives reports from the Relevant Personnel on how their actions do not fit the Recusal Policy on the Conflict of Interest, the Chairman (suitable for Directors of the Board) or the management personnel of the highest level in Human Resource department (suitable for Relevant Personnel who are not Directors of the Board), together with the involved Relevant Personnel's supervisor of the highest level from their affiliating organization shall discuss handling principles and procedures, and pass the case to the general manager (suitable for Relevant Personnel who are not Directors of the Board) for authorization, or pass the case to the Board of Directors (suitable for Directors of the Board) to handle.

Article 5 Giving Presents and Treats as Part of Business Routine

1. To maintain the highest standard for ethical conduct, one must not accept or give any presents, cash gifts, treats from suppliers, contractors, clients, and other relevant parties and groups (including governmental agencies) involved in the Company's business operation, for such action will affect the normal operation of business and judgment. Any form of bribery is strictly prohibited.
2. When it is necessary to accept presents or any types of gifts, one shall proceed in accordance to the following in addition to abiding by Paragraph 1 of Article 5:
 - (1) One must not accept cash, check, or any valuable papers (such as gift coupons or stocks).
 - (2) When one has to accept as a courtesy the presents or treats, the value of such must not exceed or can only be equivalent of NTD1,000 as the maximum limit. If the presents from the company include its trademark souvenirs, then the value of such must not exceed and can only be equivalent of NTD\$6,000 as the maximum limit.
 - (3) If one must accept a present in the fear that refusal might be inappropriate, and such present temporarily accepted has exceeded the value stated in Paragraph 2.b. in Article 5, such present shall be handed to the Executive Secretary of the Employees' Welfare Committee within seven days of acceptance for disposition.
 - (4) One must not subscribe any shares of stock or any other similar preferential packages from any units or companies that are involved with the Company's business operation outside the open transaction market.
3. To maintain and promote the normal business relationship and operation of the Company, one may be permitted to give presents to relevant individuals involved in the Company's business operation. However, such acts must be done in accordance to the aforementioned Paragraph 1 under Article 5, and abide by the following rules:

(1) Write down what the presents were for and the presents shall contain the name of the Company.

(2) One should select the most appropriate presents for subjects from the presents provided by the Company.

4. When one accepts or arranges any treats related to business operation, they shall be done in accordance to the rules of general business courtesy and cannot be too frequent, and must not let customers or companies think that such presents or treats are part of the conditions to maintain business relationship with the Company.

5. The relationship and interaction between superiors and employees shall also be processed pursuant to the spirits and principles of this Codes of Ethical Conduct.

Article 6 The Procedure for Handling the Provision of Legal Political Donations

When Relevant Personnel makes direct or indirect donations to a political party, or an organization or individual participating in political activities, they should abide by the following basic principles:

1. It should be done pursuant to the Political Donations Act and relevant acts, and shall not use it to seek commercial benefits or transaction advantages.

2. Relevant Personnel shall not directly or indirectly provide political donations in the name of the Company.

3. One must not use any of the Company's property, facility or to participate in political activities during working hours.

4. When making political donations in the Company's name, it must be done only after the approval of the Chairman notwithstanding the amount of such donation.

Article 7 The Procedure and Amount Standards for Handling the Provision of Just Charitable Donations or Sponsorship

When Relevant Personnel make charitable donations or sponsorship, they shall abide by the following basic principles:

1. It should be done pursuant to relevant acts and internal operation procedures, and must not turn into an act of bribery through other manners.

2. If one makes a legal charitable donation or sponsorship in the Company's name, it must be done in accordance with "Procedures for Handling Charitable Donations or Sponsorships"

Article 8 The Execution for Codes of Ethical Conduct

1. To achieve sound ethical corporate management, Global Human Resources & Administration unit is delegated to take charge of establishing and supervising the implementation of the ethical corporate management policies and related measures, and it shall report to the Board of Directors on a regular basis; and relevant units shall hold training courses and publicize the Codes of Ethical Conduct to ensure that all Relevant Personnel understand, accept and will strictly abide by and enforce the Codes.

2. Relevant Personnel shall continue to raise awareness and publicize the Company's

Codes of Ethical Conduct to business related units or other companies that are involved in the business relations with the Company to ensure that they understand and support the determination and policies of the ethical corporate management of the Company.

Article 9 Disciplinary measures on the Relevant Personnel involved in violation of the Codes

1. The Company encourages the insiders and outsiders to report any activities which violate the Codes, and the anonymous reporting shall be accepted. However, insiders shall not make false report or malicious accusation, people who conduct the aforementioned behaviors shall be subject to disciplinary action, and removed from office if the circumstance concerned is material.
2. A whistleblower shall at least furnish the following information:
 - (1) The whistleblower's name and I.D. number, and the communication channels to reach him/her. (Except for anonymous whistleblowing.)
 - (2) The informed party's name or other information sufficient to distinguish its identifying features.
 - (3) Specific facts and evidences available for investigation.
3. Company personnel handling reported matters shall represent in writing that they will keep the whistleblowers' identity and contents of information confidential. This Corporation also undertakes to protect the whistleblowers from improper treatment due to their report. The responsible unit of this Corporation shall observe the following procedure:
 - (1) Tip involving a general employee shall be reported to the department head or the highest manager of Global Human Resources & Administration unit; tip involving a director or senior manager shall be reported to the highest manager of Auditing office or the independent directors.
 - (2) The responsible unit of the Company and the department head or personnel being reported to in the preceding subparagraph shall immediately verify the facts, and be provided with the assistance of the legal compliance or other related department if necessary.
 - (3) If a person being informed of is confirmed to have indeed violated the Codes of Ethical Conduct, the Company shall immediately require the violator to cease the conduct and shall make an appropriate disposition. When necessary, the Company will institute legal proceedings and seek damages to safeguard its reputation and its rights and interests.
 - (4) The business transaction counterparties involved in violating the Codes of Ethical Conduct will be strictly treated by the Company by decreasing or canceling the cooperation with the Company according to the extent of violation, or reported to the corresponding judicial authorities.
 - (5) Documentation of case acceptance, investigation processes and investigation results shall be retained for five years and may be retained electronically. In the event of a

suit in respect of the reported case before the retention period expires, the relevant information shall continue to be retained until the conclusion of the litigation.

(6) With respect to a confirmed reported case, the Company shall charge relevant units with the task of reviewing the internal control system and relevant procedures and proposing corrective measures to prevent recurrence.

(7) The responsible unit of the Company shall submit to the board of directors a report on the reported case, actions taken, and subsequent reviews and corrective measures.

Article 10 Enforcement and Amendment

The Principles will be implemented after adoption by resolution of the Board of Directors, same as amendment, and will be delivered to the shareholders meeting for report.

The Codes are enacted on March 25, 2014.

The 1st amendment was made on November 11, 2016.

The 2nd amendment was made on November 9, 2018.

The 3rd amendment was made on March 14, 2023.

Appendix 5

**Comparison between Original and Amendments to
“Ethical Corporate Management Best Practice Principles”**

Items	Original Version	Amended Version	Reason
Article 17	<p>Organization and responsibility The directors, executive level management, employees, mandataries, and substantial controllers of the Company shall exercise the due care of good administrators to urge the Company to prevent unethical conduct, always review the results of the prevention program, and continually make adjustments so as to ensure thorough implementation of its ethical management policy. To achieve sound ethical corporate management, the Administration and Human Resource Department is delegated to take charge of establishing and supervising the implementation of the ethical management policy and prevention program, and shall report to the board of directors on a regular basis (at least once a year).</p>	<p>Organization and responsibility The directors, executive level management, employees, mandataries, and substantial controllers of the Company shall exercise the due care of good administrators to urge the Company to prevent unethical conduct, always review the results of the prevention program, and continually make adjustments so as to ensure thorough implementation of its ethical management policy. To achieve sound ethical corporate management, the <u>Global Human Resources & Administration unit</u> Administration and Human Resource Department is delegated to take charge of establishing and supervising the implementation of the ethical management policy and prevention program, and shall report to the board of directors on a regular basis (at least once a year).</p>	To comply with the operational needs.
Article 22	<p>..... 4. Documentation and retention of case acceptance, investigation processes, investigation results, and relevant documents. 5. Confidentiality of the identity of whistleblowers and the content of reported cases.</p>	<p>..... 4. Documentation and retention of case acceptance, investigation processes, investigation results, and relevant documents. 5. Confidentiality of the identity of whistleblowers and the content of reported cases, <u>and the anonymous reporting shall be accepted.</u></p>	To comply with the Regulation update.
Article 26	<p>..... The 2nd amendment was made on December 19, 2019.</p>	<p>..... The 2nd amendment was made on December 19, 2019. <u>The 3rd amendment was made on March 14, 2023.</u></p>	Correspondence to the amendment date.

Appendix 6

Wistron Corporation

Ethical Corporate Management Best Practice Principles

Article 1 Purpose of adoption and scope of application

Ethical Corporate Management Best Practice Principles is promulgated to assist Wistron Corporation (hereunder referred to as “the Company”) to strengthen a corporate culture of ethical management and sound development, and offer a reference framework for establishing good commercial practices.

Except for juridical persons or institutions who already set up their Ethical Corporate Management Best Practice Principles (hereunder referred to as “the Principles”) or other internal rules, the Principles of the Company are applicable to its business groups and organizations of the Company. Wistron’s business groups and organization are comprised of subsidiaries and any incorporated foundation in which this Corporation's accumulated contributions, direct or indirect, exceed 50 percent of the total funds of the foundation ("business group").

Article 2 Prohibition of unethical conduct

When engaging in commercial activities, directors (including independent director), executive level management, employees, mandataries of the Company, or persons having substantial control over the Company ("substantial controllers") shall not directly or indirectly offer, promise to offer, request or accept any improper benefits, or commit unethical acts including breach of ethics, illegal acts, or breach of fiduciary duty ("unethical conduct") for purposes of acquiring or maintaining benefits.

The counterparties of the unethical conduct under the preceding paragraph include public officials, political candidates, political parties or their staffs, and government-owned or private-owned enterprises or institutions and their directors, supervisors, managerial officers, employees, persons having substantial control, or other stakeholders.

Article 3 Types of benefits

"Benefits" in the Principles means any valuable things, including money, endowments, commissions, positions, services, preferential treatment or rebates of any type or in any name. Benefits received or given occasionally in accordance with accepted social customs and that do not adversely affect specific rights and obligations shall be excluded.

Article 4 Compliance with applicable laws or regulations

The Company shall comply with the Company Act, Securities and Exchange Act, Business Entity Accounting Act, Political Donations Act, Anti-Corruption Statute, Government Procurement Act, Intellectual Properties Laws, TWSE/GTSM-listing rules or other laws or regulations regarding commercial activities, as the underlying basic premise to facilitate ethical corporate management.

- Article 5 The policy
The Company shall abide by the operational philosophies of honesty, transparency, and responsibility. Policies are based on the principle of good faith. The Company establishes good corporate governance, risk control, and management mechanisms so as to create an operational environment for sustainable development.
- Article 6 Prevention program
The Company is advised to, in accordance with the operational philosophies and policies prescribed in the preceding article, establish its own ethical corporate management best practice principle comprehensive programs to forestall unethical conduct (hereunder referred to as the "prevention program"), including operational procedures, guidelines, and training.
This prevention program should be in compliance with the relevant laws of the Republic of China.
- Article 7 The range of prevention program
When utilizing the risk assessment mechanisms against unethical conduct, the Company shall analyze and assess on a regular basis the business activities which may be at a higher risk of being involved in unethical conduct. The Company shall establish a prevention program accordingly and evaluate the adequacy and effectiveness of this prevention program on a regular basis.
The prevention program established by the Company includes preventive measures against the following:
1. Offering and acceptance of bribes.
 2. Illegal political donations.
 3. Improper charitable donations or sponsorship.
 4. Offering or acceptance of unreasonable presents or hospitality, or other improper benefits.
 5. Misappropriation of trade secrets and infringement of trademark rights, patent rights, copyrights, and other intellectual property rights.
 6. Engaging in unfair competitive practices.
 7. Damage directly or indirectly caused to the rights or interests, health, or safety of consumers or other stakeholders in the course of research and development, procurement, manufacture, provision, or sale of products and services.
- Article 8 Commitment and implementation
The company requests the directors and executive level management to issue a statement of compliance with the ethical management policy and all employees are bound by employment contract to comply with ethical management policy.
The Company and business groups clearly specify ethical management policy in internal rules, external documents, and on the company website. The board of directors and the executive level management also shall thoroughly implement this ethical management policy in internal management and external commercial activities.
The company shall compile and document these ethical management policies, statements, commitments, and implementation methods and store the documents properly.

- Article 9 Commercial transactions in ethical
Prior to any commercial transactions, the Company will take into consideration the legality of its agents, suppliers, clients or other trading counterparties, and its records of unethical conduct, if any. It is advisable not to have any dealings with persons who have any records of unethical conduct.
- Article 10 Prohibition of bribery
When conducting business, the directors, executive level management, employees, mandataries and substantial controllers of the Company shall not directly or indirectly offer, promise to offer, request or accept any improper benefits, including rebates, commissions, grease payments, or offer or accept improper benefits in other ways to or from clients, agents, contractors, suppliers, public officials, or other stakeholders.
- Article 11 Prohibition of offering illegal political donations
When directly or indirectly offering a donation to political parties or organizations or individuals participating in political activities, the directors, executive level management, employees, mandataries, and substantial controllers of the Company shall comply with the Political Donations Act and its own relevant internal operational procedures and shall not make such donations in exchange for commercial gains or business advantages.
- Article 12 Prohibition of improper donations and sponsorship
When making or offering donations and sponsorship, the directors, executive level management, employees, mandataries and substantial controllers of the Company shall comply with relevant laws and regulations and internal operational procedures and shall not surreptitiously engage in bribery.
- Article 13 Prohibition of unreasonable presents, service, hospitality or other improper benefits
The directors, executive level management, employees, mandataries, and substantial controllers of the Company shall not directly or indirectly offer or accept any unreasonable presents, hospitality, or other improper benefits to establish business relationship or influence commercial transactions.
- Article 14 Prohibition of Intellectual Property Right Infringement
The directors, executive level management, employees, mandataries and substantial controllers of the Company shall comply with applicable laws and regulations concerning intellectual property, the Company's internal operational procedures. They may not use, disclose, dispose, or damage intellectual property or otherwise infringe intellectual property rights without the prior consent of the intellectual property rights owner.
- Article 15 Prohibition of conducting unfair competition behavior
The Company shall engage in business activities in accordance with applicable competition laws and regulations, and may not fix prices, make rigged bids, establish output or quotas restrictions, or share or divide markets by allocating customers, suppliers, territories, or lines of commerce.

- Article 16 Preventing product or service from damaging interested party
In the course of research and development, procurement, manufacture, provision, or sale of products and services, the directors, executive level management, employees, mandataries, and substantial controllers of the Company shall observe applicable laws and regulations and international standards to ensure the transparency of information about, and the safety of, its products and services. They shall also adopt and publish a policy on the protection of the rights and interests of consumers or other stakeholders, and carry out the policy in operations, with a view to preventing products and services of the Company from directly or indirectly damaging the rights and interests, health, and safety of consumers or other stakeholders. Where there are sufficient facts to determine that the Company's products or services are likely to pose any hazard to the safety and health of consumers or other stakeholders, the company shall, in principle, recall those products or suspend the services immediately.
- Article 17 Organization and responsibility
The directors, executive level management, employees, mandataries, and substantial controllers of the Company shall exercise the due care of good administrators to urge the Company to prevent unethical conduct, always review the results of the prevention program, and continually make adjustments so as to ensure thorough implementation of its ethical management policy.
To achieve sound ethical corporate management, the Global Human Resources & Administration unit is delegated to take charge of establishing and supervising the implementation of the ethical management policy and prevention program, and shall report to the board of directors on a regular basis (at least once a year).
- Article 18 Compliance with applicable laws or regulations when conducting business
The directors, executive level management, employees, mandataries, and substantial controllers of the Company shall comply with laws and regulations and the prevention program when conducting business.
- Article 19 Avoiding conflicts of interest of directors and executive level management
The Company shall adopt policies for preventing conflicts of interest and offer appropriate means for directors, executive level management, and other stakeholders attending or present at board meetings to voluntarily explain whether their interests would potentially conflict with interests of the company. Detailed regulations are written in "Codes of Ethical Conduct" of the Company.
The Company's directors, executive level management and other stakeholders attending or present at board meetings shall exercise a high degree of self-discipline.
Directors may express their opinions and respond to questions in regards to meeting agendas that have interest relationships with themselves or their proxy, which may conflict with the company's interest. Under such circumstances, Directors may not participate in discussions and exercise their voting rights, and they should recuse themselves from such discussions and execution of voting rights. The directors shall practice self-discipline and must not support one another in improper dealings.
The directors, executive level management, employees, mandataries, and substantial

controllers of the Company shall not take advantage of their positions in the company to obtain improper benefits for themselves, their spouses, parents, children, or any other person.

Article 20 Operational procedures and guidelines

The Company shall establish operational procedures and guidelines in accordance with Article 6 to guide directors, executive level management, employees, mandataries and substantial controllers on how to conduct business. The procedures and guidelines should at least contain the following matters:

1. Standards for determining whether improper benefits have been offered or accepted.
2. Procedures for offering legitimate political donations.
3. Procedures and the standard rates for offering charitable donations or sponsorship.
4. Rules for avoiding work-related conflicts of interests and how they should be reported and handled.
5. Rules for keeping confidential trade secrets and sensitive business information obtained in the ordinary course of business.
6. Regulations and procedures for dealing with suppliers, clients, and business transaction counterparties suspected of unethical conduct.
7. Handling procedures for violations of the Principles.
8. Disciplinary measures on offenders.

Article 21 Training and assessment

The Company shall periodically organize training and awareness programs for directors, executive level management, employees, mandataries, and substantial controllers and invite the Company's commercial transaction counterparties so they understand the Company's resolve to implement ethical corporate management, the related policies, prevention program, and the consequences of committing unethical conduct.

The Company shall apply the ethical management policy when creating its employee performance appraisal system and human resource policies to establish a clear and effective reward and discipline system.

Article 22 Reporting and Whistleblowing System

The company adopts a concrete whistleblowing system which includes the following:

1. An appropriate reporting channel to allow company insiders and outsiders to submit reports.
2. The dedicated personnel or the dedicated unit appointed to handle the whistleblowing system shall report any tip involving a director or executive level management to the independent directors or the highest manager of the Auditing Office. Categories of reported misconduct shall be delineated and standard operating procedures for the investigation of each shall be adopted.
3. Follow-up measures to be adopted depending on the severity of the circumstances after investigations of cases reported are completed. Where necessary, a case shall be reported to the competent authority or referred to the judicial authority.
4. Documentation and retention of case acceptance, investigation processes, investigation

results, and relevant documents.

5. Confidentiality of the identity of whistleblowers and the content of reported cases, and the anonymous reporting shall be accepted.
6. Measures for protecting whistleblowers from inappropriate disciplinary actions due to their whistleblowing.
7. Whistleblowing incentive measures.

Article 23 Information disclosure

The Company shall disclose the status of the enforcement of the principles on its company websites and within annual reports and prospectuses.

Article 24 Review and improvement of the principles

The Company shall enhance effectiveness of ethical management based on monitoring the development of relevant local and international regulations concerning ethical corporate management and encouraging directors, executive level management, and employees to make suggestions to review and improve the principles.

Article 25 Enforcement

The Principles and any amendments will be implemented after adoption by resolution of the board of directors and will be reported to shareholders at the shareholders meeting.

Article 26 The Principles were enacted on March 15, 2014.

The 1st amendment was made on November 11, 2016.

The 2nd amendment was made on December 19, 2019.

The 3rd amendment was made on March 14, 2023.

Appendix 7

Wistron Corporation
Profit Appropriation Statement for 2022

Unit: NT\$

Unappropriated retained earnings at the beginning of the year		5,035,590,489
Plus (Less):		
Remeasurements of defined benefit obligation	245,512,750	
Changes in equity of associates and joint ventures accounted for using equity method	(202,770)	
Changes in ownership interests in subsidiaries	(1,039,940)	
Disposal of investments in equity instruments designated at fair value through other comprehensive income	109,565,494	
Share-based payment transaction	396,021	
Net Profit of 2022	11,162,450,679	
Legal Reserve	(1,151,668,223)	
Special Reserve	6,521,952,002	
Retained Earnings Available for Distribution		21,922,556,502
Distribution Items:		
Stock Dividends to Common Shareholders (Note 1)	0	
Cash Dividends to Common Shareholders (Note 2)	(7,400,801,330)	(7,400,801,330)
Unappropriated Retained Earnings		14,521,755,172

Note 1: Stock dividend: NT\$0.

Note 2: Cash dividend: NT\$2.6 per share, and the cash dividend is rounded down to the nearest NT dollar; the amount rounded off will be credited to other income of Wistron.

Chairman: Simon Lin

President: Jeff Lin

Controller: Fred Chiu

Wistron Corporation
Articles of Incorporation

Chapter I General Provisions

Article 1 The Company is incorporated in accordance with the provisions under the Company Law pertaining to companies limited by shares by the name of 緯創資通股份有限公司 in the Chinese language, and WISTRON CORPORATION in the English language.

Article 2 The business items of the Company are set out as follows:

1. CC01110 Manufacture of computer and peripheral equipment,
2. CC01060 Manufacture of wire communication equipment,
3. CC01070 Manufacture of radio communication equipment,
4. CC01080 Manufacture of electronic components and parts,
5. I301010 Information technology service,
6. I501010 Product design service,
7. F401010 Import/export trading and dealer businesses,
8. CE01030 Manufacture of optical equipment,
9. CC01100 Manufacture of restricted radio frequency machinery;
10. CC01030 Electric Appliance and Audiovisual Electric Products Manufacturing
11. JA02010 Electric appliance and products Repairing (can only be conducted outside Hsinchu Science Park)
12. J101090 Waste Disposition (can only be conducted outside Hsinchu Science Park)
13. CF01011 Medical equipment manufacturing
14. CD01030 Automobiles and Parts Manufacturing (can only be conducted outside Hsinchu Science Park)
15. F218010 Retail Sale of Computer Software (can only be conducted outside Hsinchu Science Park)
16. I301020 Data Processing Services
17. I301030 Digital Information Supply Services
 - (1) R&D, development, design, manufacture (including module), testing and sales of PCs, portable PCs, motherboards, servers, file-transfer protocols, high performance multi-CPU computing systems, multimedia PCs, web PCs, consumer computing systems and professional computing systems, microprocessors, CD-ROM drivers, PDAs, tablet PCs, pocket PCs, interface cards, and semi-manufactured, components and parts, and related products thereof.

- (2) R&D, development, design, manufacture (including module), testing and sales of video phones and web phones, video conference equipment and electronic communication apparatus, and semi-manufactured, components and parts, and related products thereof.
- (3) R&D, development, design, manufacture (including module), testing and sales of satellite TV receivers, set-top-boxes, video-conference decoders, and semi-manufactured, components and parts, and related products thereof.
- (4) R&D, development, design, manufacture (including module), testing and sales of digital cameras, video CDs, digital CDs, and semi-manufactured, components and parts, and related products thereof.
- (5) R&D, development, design, manufacture (including module), testing and sales of radio frequency machinery (mobile phones, wireless network cards, blue tooth module) and semi-manufactured, components and parts, and related products thereof.
- (6) Providing integrated information systems, including software and programming.
- (7) Import/export trading business related to the above businesses.
- (8) R&D, development, design, manufacture (including module), testing and sales of LCD TVs and other audiovisual electric products (can only be conducted outside Hsinchu Science Park).
- (9) Providing repairing, cleansing and maintenance services for electronic appliance and products (can only be conducted outside Hsinchu Science Park).
- (10) Recycling and disposition and removal of waste electronic products (can only be conducted outside Hsinchu Science Park).
- (11) R&D, development, design, production, manufacture, testing and sale of In-Vitro testing equipment / system / modules / platform, Treatment Appliance and Equipment, Smart Assistive Devices, General Diagnostic X-ray Imaging Device, physiological signal detection medical materials and medical information transmission system products, semi-finished products and their peripherals or components.
- (12) Production, manufacture and sale of various kinds of automotive electronic products (can only be conducted outside Hsinchu Science Park).

- Article 3 The Company may engage in external guarantees to meet business or investment needs.
- Article 4 The total investment amount by the Company is exempt from the cap amount provided in Article 13 of the Company Act.
- Article 5 The head office of the Company is located in the Hsinchu Science Park. Subject to the approval by board of directors and governmental authority, the Company may set up branch offices at other proper location(s).

Chapter II Share Capital

Article 6 The total capital amount of the Company is Forty Billion New Taiwan Dollars (NTD 40,000,000,000), which is divided into Four Billion (4,000,000,000) shares with a par value of Ten New Taiwan Dollars (NTD10) each and will be issued as common shares or preferred shares by installments by the Board of Directors.

An amount of Two Billion New Taiwan Dollars (NTD2,000,000,000) from the above total capital amount divided into 200,000,000 shares with a par value of Ten New Taiwan Dollars each (NTD10) are reserved for the issuance of employee stock options.

Article 6-1 The Company issues registered Series A preferred shares with the rights, obligations and issuing terms set forth as follows:

1. The interest rate of the preferred shares dividend may not exceed 3.5% per annum.
2. The dividend of the preferred shares shall be made according to the offering price and offering days. Upon acknowledgement of the financial statements of the previous fiscal year at the annual general shareholders meeting and resolution to distribute earnings, the dividend will be made in cash in one payment. The BOD is authorized to determine the base ex-dividend date of the preferred share annual dividend.
3. The earnings of the Company (if any), upon annual closing will first be made to pay for taxes, make up for losses, appropriate to statutory reserves and special reserves. The remaining amount will then first be paid to distribute the preferred share dividend in priority over the dividends of the other shares.
4. Except for receiving a dividend as set out in Paragraph 1 herein, shareholders of Series A preferred shares may not participate in the distribution of common share earnings and capital surplus in the form of cash and capital injection.
5. In the event of no earnings or insufficient earnings to distribute the entire dividend of Series A preferred shares upon annual closing, the undistributed or under-distributed dividend of the year shall be accrued at a compound dividend interest rate until the year with earnings. The amount short will receive full payment with first seniority. However, the undistributed accrued preferred share dividend shall be paid out in full upon expiration of the offering terms.
6. The offering terms of the preferred shares shall not exceed 5 years. Upon expiration of the term, the total shares will be redeemed at the offering price together with the accrued dividend unpaid. In the event of matters beyond control or force majeure that the Company is unable to redeem all or part of the preferred shares, the rights of the shares unredeemed shall remain the same as set forth in the issuing terms until the Company makes a total redemption. The dividend will be calculated at the same interest rate for the extended term.
7. The preferred shares may not be converted to common shares during the term.
8. The preferred shares has seniority claim to the remaining assets of the company over common shares and the other preferred shares that are issued after the shares herein, however the amount shall not exceed the offering amount.

9. The shareholders of the preferred shares have voting rights and election rights at the common shareholders' meetings, and also the right to be elected as directors.
10. When the Company issues new share to raise cash capital, the preferred shareholders have senior stock option of the new shares as the common shareholders.
11. The BOD is authorized to govern the other related matters pursuant to the "Rules on Issuance of Series A Preferred Shares" prescribed at the time of offering.

Article 6-2 The employees entitled to receive shares, which bought back by the Company, or share subscription warrants, or restricted stock for employees, or reserved for subscription by employees when the Company issues new shares, may including the employees of subsidiaries of the Company meeting certain specific requirements which will be determined by the Board of Directors.

Article 7 The shares in the Company will be registered shares duly certified by the directors representing the Company, numbered and issued in accordance with laws.
The Company may adopt book-entry transfer of shares, instead of issuance of share certificates; as well as with other securities of the Company.

Chapter III Shareholders' Meeting

Article 8 The shareholders' meetings of the Company are divided into ordinary shareholders' meetings and extraordinary shareholders' meetings. The ordinary shareholders' meeting will be duly convened within six months following the close of each fiscal year in accordance with laws and regulations. Extraordinary shareholders' meetings may be convened when necessary in accordance with laws and regulations.
The shareholders' meeting can be held by means of visual communication network or other methods promulgated by the central competent authority.
In case a shareholders' meeting is proceeded via visual communication network, the shareholders taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

Article 9 Except as otherwise provided by the relevant laws or regulations, shareholders may take action on a matter at a shareholders' meeting if a quorum of fifty percent (50%) or more of the outstanding shares of the Company exists. If a quorum exists, action on a matter is approved if more than fifty percent (50%) votes being represented at a meeting favor the action.

Article 10 A shareholder unable to personally attend the shareholders' meeting for whatever cause may vote by proxy with a duly executed appointment form issued by the Company specifying the authorized powers. Except for securities trust enterprises or stock agencies approved by the competent authority, a person who acts as a proxy for two or more shareholders are not entitled to vote when the represented shares exceed three percent (3%) of the total voting rights of the outstanding shares of the Company.
An appointment of a proxy is effective when a signed appointment form is received by the Company five (5) days before the shareholders' meeting. Where two or more appointment forms are received by the Company, the first one received shall govern.

According to regulatory requirements, shareholders may also vote via an electronic voting system, and those who do shall be deemed as attending the shareholders' meeting in person; electronic voting shall be conducted in accordance with the relevant laws and regulations.

Chapter IV Directors and Audit Committee

Article 11 The Company will have a Board of Directors consisting of seven to nine Directors, who will be elected by the shareholders' meeting from the director candidate list via the candidate nomination system. Each Director will serve an office term of three years and may be re-elected. The Company should obtain liability insurance for the Directors to protect them against potential liabilities arising from their exercising of Director duties.

The compensation or transportation allowance paid to the Directors shall be determined by the Board of Directors' resolution according to the industry standard, no matter whether the Company has profit or suffered loss.

Article 11-1 The Board of Directors shall be composed of at least 3 Independent Directors, who will be elected at the shareholders' meeting from the independent director candidate list via the candidate nomination system. With respect to the Independent Director's profession, holding shares, work restriction, nomination and election method and other matters, all should be preceded by relevant regulations set by the securities authority.

Article 11-2 Pursuant to Article 14-4 of the Securities and Exchange Act, the Company shall establish an Audit Committee. The Audit Committee shall be composed of the entire number of Independent Directors. The authority of the Audit Committee and the other compliance issues shall be made according to the Company Act, the Securities and Exchange Act, other relevant laws and regulations and the company by laws.

Article 12 The chairperson of the Board of Directors represents the Company and is elected from among the directors by a majority of the directors present at a meeting with an attendance of two-thirds of the directors, and the Company may also elect a vice chairman of the Board of Directors in the same manner. The company may create an audit committee, nominating committee, remuneration committee or other functional committees.

Article 12-1 Each director shall be notified at least seven days in advance of the reasons for calling a Board of Directors meeting or Audit Committee meeting. In emergency circumstances, however, a meeting may be called on shorter notice.

The aforesaid meeting notice may be prepared in either written or electronic format.

Article 13 In case the chairperson of the Board of Directors is on leave or unable to represent the Company or perform his or her functions for whatever cause, he or she may appoint another director as proxy in accordance with Article 208 of the Company Act. If that director is not able to attend a meeting in person, he or she may appoint another director as proxy. A director may serve as proxy for only one other director.

Chapter V Managerial Officers

Article 14 The Company will have a number of general managers, whose appointment, discharge and remuneration will be determined in accordance with Article 29 of the Company Act. Subject to the authority prescribed by the board of directors, the officers shall be empowered to manage the operation of the company and to sign relevant business documents for the company.

Chapter VI Accounting

Article 15 The Board of Directors will prepare the documents set forth below after the end of the fiscal year for submission to the shareholders' meeting for approval.

1. Business report;
2. Financial statements;
3. Profit distribution proposal or loss making-up proposal.

Article 16 If the Company has profit as a result of the yearly accounting closing, (profit means the profit before tax, excluding the amounts of employees' and directors' compensation) such profit will be distributed in accordance with the following, once the Company's accumulated losses shall have been covered.

1. No less than five percent (5%) of profit as employees' compensation. The Company may distribute in the form of shares or in cash, and the qualification requirements of employees, including the employees of subsidiaries of the company meeting certain specific requirements, entitled to receive compensation shall be determined-by the Board of Directors;
2. No more than one percent (1%) of profit as the compensation in cash to the Directors.

Article 16-1 If the Company has earnings at the end of the fiscal year, the Company shall first pay all relevant taxes, offset its losses in previous years and set aside a legal capital reserve at ten percent (10%) of the net profit, until the accumulated legal capital reserve has equaled the total capital of the Company; then set aside special capital reserve in accordance with relevant laws or regulations or as requested by the authorities in charge, then appropriate not less than ten percent (10%) of the remaining balance plus undistributed earnings in begin of period are available for distribution as dividends to shareholders. The board of directors may propose the distribution for approval in the shareholders' meeting.

Article 17 In consideration that the Company is in a capital and technology-intensive industry and in consideration of the Company's expansion and for its continual and steady growth, a long-term investment plan needs to be adopted, therefore, the Company adopts the residual dividend policy as its dividend policy. Dividends paid by cash shall not be less than ten percent (10%) of the total dividends.

Chapter VII Supplementary Provisions

Article 18 Matters not prescribed under the Articles of Incorporation shall be in accordance with the Company Act and the relevant rules and regulations.

Article 19 The Procedure was enacted on May 23, 2001.
The 1st amendment was made on June 16, 2001.
The 2nd amendment was made on November 3, 2001.
The 3rd amendment was made on December 17, 2001.
The 4th amendment was made on June 7, 2002.
The 5th amendment was made on June 17, 2003.
The 6th amendment was made on June 16, 2004.
The 7th amendment was made on June 16, 2004.
The 8th amendment was made on June 9, 2005.
The 9th amendment was made on June 8, 2006.
The 10th amendment was made on June 21, 2007.
The 11th amendment was made on June 25, 2008.
The 12th amendment was made on June 23, 2009.
The 13th amendment was made on June 18, 2010.
The 14th amendment was made on June 22, 2011.
The 15th amendment was made on June 21, 2012.
The 16th amendment was made on June 14, 2013.
The 17th amendment was made on June 11, 2014.
The 18th amendment was made on June 26, 2015.
The 19th amendment was made on June 15, 2016.
The 20th amendment was made on June 14, 2017.
The 21st amendment was made on June 12, 2019.
The 22nd amendment was made on June 18, 2020.
The 23rd amendment was made on July 20, 2021.
The 24th amendment was made on June 17, 2022.

Appendix 9**Wistron Corporation
Shareholdings of Directors**

(As of April 17, 2023)

Title	Name	Number of Shares
Chairman	Simon Lin (Hsien-Ming Lin)	42,599,252
Vice Chairman	Robert Huang (Po-Tuan Huang)	10,917,628
Director	Wistron NeWeb Corp. Representative: Haydn Hsieh (Hong-Po Hsieh)	28,796,209
Director	Philip Peng (Chin-Bing Peng)	1,108,870
Independent Director	Jack Chen (Yu-Liang Chen)	0
Independent Director	S. J. Paul Chien (Shyur-Jen Chien)	0
Independent Director	Christopher Chang (Liang-Chi Chang)	0
Independent Director	Sam Lee (Ming-Shan Lee)	0
Independent Director	Peipei Yu (Pei-Pei Yu)	0
Total		<u>83,421,959</u>

The total issued common shares of Wistron are 2,900,166,050 shares. Pursuant to Article 2 of the “Examination and Implementation Rules for Shareholding Percentage of Directors and Supervisors of Public Offering Companies,” elected independent directors of the Company (5 seats) are more than half of all directors (9 seats), and in accordance with the law regarding establishment of the Audit Committee, the shareholding of the directors and supervisors does not need to follow the minimum holding requirement.



wistron