TWSE：3231

Wistron Corporation

2025 Annual General Shareholder' Meeting
Meeting Agenda (Translation)

Date : May 16, 2025

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

DISCLAIMER

THIS IS A TRANSLATION OF THE AGENDA FOR THE 2025 ANNUAL GENERAL SHAREHOLDERS' MEETING (THE "AGENDA") OF WISTRON CORPORATION (THE "COMPANY"). THIS TRANSLATION IS INTENDED FOR REFERENCE ONLY AND NOTHING ELSE, THE COMPANY HEREBY DISCLAIMS ANY AND ALL LIABILITIES WHATSOEVER FOR THE TRANSLATION. THE CHINESE TEXT OF THE AGENDA SHALL GOVERN ANY AND ALL MATTERS RELATED TO THE INTERPRETATION OF THE SUBJECT MATTER STATED HEREIN.

Table of Contents

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., May 16, 2025

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

I. Report Items

1. Report the business of 2024.
2. Audit Committee’s Review Report.
3. Report the compensation for employees and directors of 2024.

II. Ratification Items and Discussion Items

1. Ratification of the Business Report and Financial Statements of 2024.
2. Ratification of the proposal for distribution of 2024 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.
4. Discussion of issuance of restricted stock awards to key employees.
5. Discussion of amendments to the “Articles of Incorporation.”

III. Extemporary Motions

IV. Adjournment

Report Items

1. Report the business of 2024. (Please refer to Appendix 1, pages 20-22)

2. Audit Committee's Review Report. (Please refer to Appendix 2, page 42)

3. Report the compensation for employees and directors of 2024.

   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 6th term 4th Compensation Committee Meeting and 1st Board Meeting of 2025 resolved the employees' and directors' compensation of 2024 in accordance with the "Articles of Incorporation."
   A. The employees' compensation was NT$3,238,088,840 and the appropriation rate was 15.19%, distributed in cash.
   B. The directors' compensation was NT$170,537,930 and the appropriation rate was 0.80%, distributed in cash.

Ratification Items and Discussion Items

ITEM 1: Ratification of the Business Report and Financial Statements of 2024

Proposal: Submission (by the BOD) of the Company's 2024 business report and financial statements for ratification.

Explanatory Notes:

1. The Company's business report and financial statements for the year 2024 (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 20-40)

2. Submission for ratification.

ITEM 2: Ratification of the proposal for distribution of 2024 profits

Proposal: Submission (by the BOD) of the proposal for 2024 earnings distribution for ratification.

Explanatory Notes:

1. The unappropriated retained earnings at the beginning of 2024 were NT$18,045,776,751, after adding up the remeasurements of defined benefit obligation of NT$132,447,710, then deducting the changes in equity of associates and joint ventures accounted for using equity method of NT$65,868,477 and the changes in ownership interests in subsidiaries of NT$9,549,154 and the disposal of investments in equity instruments designated at fair value through other comprehensive income of NT$140,487,916 and adding up 2024 net profit of NT$17,445,590,691 and set aside legal reserve of NT$1,736,213,285 and adding up the reversal in special reserve of NT$1,834,816,679, therefore the total amount of retained earnings available for distribution is NT$35,506,512,999. The profit distribution is calculated based on the number of 2,893,859,550 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$10,996,666,290 in cash (NT$3.8 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 impacted due to revisions to relevant laws or regulations, requests from the competent authorities, or changes in the Company's common shares (i.e. repurchasing shares for transfer or cancellation, conversion of unsecured convertible bonds into common shares, capital increases by cash and by issuance of GDR, or issuance or 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 be authorized to duly adjust the dividend payout rates.

4. Please refer to the Profit Appropriation Statement for 2024 (Appendix 3, page 42).

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 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 the 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 8.64%. 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 for determining 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 being 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 operational strategy. The company currently has not designated 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 capital-raising effectiveness and feasibility, 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 three 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 fulfill other future development needs. The private placement will expand the scale of operations, invite strategic investors, 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.

ITEM 4: Discussion of issuance of restricted stock awards to key employees

Proposal: Submission (by the BOD) of a proposal to approve the issuance of restricted stock awards to key employees.

Explanatory Notes:

1. To award and retain outstanding key employees, it is proposed to issue restricted stock awards pursuant to Article 267 of the Company Act and the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers" released by the Financial Supervisory Commission.

2. The issuance of restricted stock awards may be submitted in installments to the competent authority for registration within one year of the resolution of the Annual General Shareholders' Meeting. In accordance with practical needs, the Chairman of the Board shall be authorized to decide the actual Issue Date(s) in one tranche or in installments within two years following the date of receipt of the approval effective registration from the competent authority.

3. The following terms and conditions are included for the issuance of restricted stock awards:

   (1)Issue amount: A total of 36,000,000 shares at a par value of NT$10 per share; the total amount of the issuance will be NT$360,000,000.

   (2)The conditions of issuance:

   A. Issue price: The shares are issued gratis.

   B. Vesting conditions: Qualified with performance-based requirements in a vesting period of three years set by the issuance rules of restricted stock awards.

   C. Type of shares: the Company's common shares.

   D. Measures to be taken when employees fail to meet the vesting conditions or in the event of bequeathal: The shares shall be forfeited and written off.

   (3)Qualifications for employees and the shares granted:

   A. The full-time employees of the Company and its subsidiary companies who had joined the Company more than three months and who have made a special contribution to the Company will be approved by Chairman.

   B. The restricted stock awards shall have a lock-up period of one year, and vesting shall be conditioned each year first on the Company's overall performance and then on the employee's individual performance indicators, as measured at the annual performance evaluation.

      a. The Company's overall performance indicators:

      The following indicators shall be set based on the consolidated financial statements of the most recent year or the most recent period that has been audited or reviewed by the CPAs. However, in the event of significant impact on the Company due to international or industry circumstances, the Compensation Committee of the Company may propose adjustments to the performance indicators or distribution ratios, which shall be executed upon approval by the Board of Directors. The performance conditions are as follows:

Indicator	Target	Weighting
Consolidated Gross Profit	The Company's consolidated gross profit is higher than the previous year's consolidated gross profit or higher than the average of the previous three years' consolidated gross profit.	40%
Consolidated Operating Income	The Company's consolidated operating income is higher than the previous year's consolidated operating income or higher than the average of the previous three years' consolidated operating income.	40%
ESG Performance	Fulfillment of both goals will result in 100% vesting; fulfillment of one goal will result in 50% vesting; otherwise, 0% vesting. (i) Greenhouse gas (GHG) emissions (Note)： 2025: Reduce 33.8% and above 2026: Reduce 45.0% and above 2027: Reduce 56.3% and above (ii)Water consumption intensity (water consumption/ revenue)： 2025: Reduce 13% and above(Taking 2022 as the base year) 2026: Reduce 13% and above(Taking 2022 as the base year) 2027: Reduce 13% and above(Taking 2022 as the base year)	20%

Note: Taking year 2022 as the base year, the scope of GHG emissions includes direct emissions (Scope 1) and indirect emissions from purchased electricity (Scope 2) defined by GHG Protocol, and the reduction performance will be calculated based on full capacity scenario.

b. Individual Performance Indicators:

The granted employees who remain on the job on the vesting date and have achieved the "Company Overall Performance Indicators" and "Individual Performance Evaluation Indicators" set by the Company, the maximum total number of shares that can be vested on the vesting date of each year within three years after the issuance date is 33% after one year, 33% after two years, and 34% after three years.

The individual performance evaluation indicator is that the performance appraisal rating for the most recent year on the vesting date must be M or higher or equivalent to the Company's performance appraisal rating of M or higher, and the work results must meet the individual performance standards set by the Company and agreed upon by the Company and individual employees.

When there is a change in the main duties and responsibilities of an employee, the Company may make adjustments on the shares allocated to that employee.

c. If the shares granted cannot be allocated into three portions equally as stated above, then the appropriation principle will follow an ascending allocation. (For example: total granted shares: 7,000. The qualifier of the first year can receive 2,000 shares. The qualifier of the second year can receive 2,000 shares and the qualifier of the third year can receive the remaining 3,000 shares.)

d. The above-mentioned shares vested shall be rounded off to the nearest 1,000 units.

(4) The reasons necessitating the issuance of restricted stock awards: To attract and retain talent, enhance employees' cohesion and sense of belonging to the Company, and foster the best interests of the Company and its shareholders.

(5) The estimated expense amount: Based on the Company's closing price of NT$117.5 per share before the Board Meeting held on February 24, 2025, and considering factors such as employees' vesting conditions, stock price volatility, and risk-free rate, etc., and substituting it into the option evaluation model, the annual amortization of the expense amount for 2025, 2026, 2027 and 2028 shall be NT$620,835 thousands, NT$1,252,723 thousand, NT$548,219 thousands and NT$176,734 thousand, respectively.

(6) The dilution of Wistron's earnings per share (EPS) and other impacts on shareholders' equity: Based on the Company's closing price of NT$117.5 per share before the Board Meeting held on February 24, 2025 and the outstanding shares of 2,894,435,050 shares, the dilution of Wistron's earnings per share for 2025, 2026, 2027 and 2028 shall be NT$0.21, NT$0.43, NT$0.19 and NT$0.06, respectively.

(7) Based on the preceding evaluation, the dilution effect on Wistron's future EPS shall be limited, and there is no material impact on existing shareholders' equity.

4. Please refer to the Employee Restricted Stock Awards Rules for Year 2025 (Appendix 3, page 43~46)

5. If some revision or adjustment are required to be made in response to a competent authority's instruction, amendment to the laws and regulations, financial market conditions, or other objective circumstances, it is proposed that the Board of Directors be authorized with full power and authority at the Annual General Shareholders' Meeting to handle all matters regarding the issuance of the restricted stock awards.

6. The restricted stock awards issued may be held in securities trust account.

7. With respect to the issuance of restricted stock awards, any relevant restrictions, important agreements, and matters not set forth here shall be handled in accordance with applicable laws and regulations and the issuance rules set by the Company.

8. Please discuss.

ITEM 5: Discussion of amendments to the "Articles of Incorporation"

Proposal: Submission (by the BOD) of a proposal to amend certain parts of the Company's "Articles of Incorporation."

Explanatory Notes:

1. In order to comply with government rules and regulations, it is proposed to amend the "Articles of Incorporation."

Comparison between Original and Amendments to "Articles of Incorporation"

Items	Original Version	Amended Version	Reason
Article 8	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.	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<u>, of which no less than 5% of the aforementioned allocated amount shall be reserved as compensation for non-executive employees.</u> 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.	In order to comply with the regulations update on Article 14 (6) of the Securities and Exchange Act
Article 20	…… The 25th amendment was made on May 30, 2024.	…… The 25th amendment was made on May 30, 2024. <u>The 26th amendment was made on May 16, 2025.</u>	Correspondence to the amendment date.

2. Please discuss.

Voting by Poll

Extemporary Motion

Adjournment

Appendix 1

Wistron Corporation
Business Report

In 2024, global economic uncertainties persisted due to inflation, the ongoing Russia-Ukraine war, and escalating tensions in the Middle East. Meanwhile, competition between the United States and China in technology, trade, and regional influence intensified. With the new U.S. administration taking office, tariff conflicts resurfaced, further fueling geopolitical tensions. Rising interest rates and inflation constrained investment and consumption, while tariffs introduced significant uncertainties into the business environment. Supply chain restructuring also remained an ongoing process.

In the industry, the PC market saw a moderate recovery, while the surging demand for server hardware and software driven by generative AI presented strong growth prospects. The AI PC upgrade cycle is also anticipated to materialize this year. Despite a challenging macroeconomic environment, Wistron achieved remarkable results in 2024, with substantial profit growth and record-high revenue.

The following is a report on Wistron's 2024 business performance, an overview of the 2025 business plan, and future corporate development strategies.

2024 Financial and Operation Results

In 2024, Wistron achieved a record-high consolidated annual revenue of NT$1.0492 trillion, surpassing the trillion-dollar milestone for the first time, with an annual growth rate of 21%. The gross margin was 8.0%, while the operating margin reached 3.7%, resulting in NT$38.98 billion in consolidated operating profit and NT$39.98 billion in pre-tax profit. Net profit attributable to the parent company was NT$17.45 billion, with earnings per share (EPS) of NT$6.11, representing a 50% increase compared to 2023.

In 2024, Wistron's major product categories demonstrated varied performance. AI servers and general-purpose servers experienced significant growth, while PCs (both laptops and desktops) also saw substantial increases in revenue. Display products maintained stable performance. However, industrial PCs (IPC) faced a slight decline in revenue due to overall market downturns. As part of our strategic restructuring, businesses undergoing scale reduction, such as mobile phones and display modules, saw expected revenue decreases.

Sustainability

Wistron has consistently received recognition from esteemed domestic and international organizations, establishing itself as a world-class benchmark enterprise in sustainability. Regarding the firm's performance in global sustainability assessments, Wistron has been included in S&P Global's Sustainability Yearbook for four consecutive years. In the 2024 Corporate Sustainability Assessment (CSA), the company achieved the top global ranking in its industry and was selected as a component of the Dow Jones Sustainability Indices (DJSI). In terms of environmental information disclosure, Wistron stood out among more than 20,000 companies worldwide, earning the highest A-List recognition in both "Climate Change" and "Water Security" evaluations. As for other international sustainability recognitions, Wistron maintained the Prime Status rating in the ISS ESG Corporate Rating, and was selected by the Time magazine and the international research firm Statista as one of the "World's Most Sustainable Companies of 2024." In Taiwan, the company has ranked in the top 5% of the Taiwan Stock Exchange Corporate Governance Evaluation for six consecutive years. Additionally, it has consecutively won the "Taiwan Top 10 Sustainability Model Enterprise Award" and several individual awards at the Taiwan Corporate Sustainability Awards (TCSA) hosted by the Taiwan Institute for Sustainable Energy. Furthermore, Wistron secured first place in the large enterprise manufacturing sector at the "CommonWealth Excellence in Corporate Social Responsibility Awards," further affirming its outstanding sustainability performance and broad industry recognition.

2025 Business and Operation Focus

Since implementing digital transformation, process reengineering has accelerated production, improved yield rates, and enhanced quality, earning multiple customer awards and strengthening long-term partnerships. The organizational restructuring launched two years ago has also shown results, as the company has exited low-margin businesses and shifted focus to higher-profit areas, enhancing competitiveness, financial stability, and resilience.

This year, we will focus on the following four key areas:

(1) Investing in Innovation – The rapidly evolving tech industry continues to generate breakthroughs, creating new opportunities and disruptions. Innovation is key to maintaining a competitive edge. In the field of technological innovation, we were honored to receive several prestigious recognitions last year, including the Clarivate Top 100 Global Innovators Award, the Digital Transformation Excellence Award by Harvard Business Review, and the Gartner Asia-Pacific Advanced Manufacturing Innovation Award. Building on this momentum, we will intensify our strategic investments in high-potential key technologies this year. Additionally, we aim to embed a culture of innovation deeply within our corporate DNA, ensuring sustainable growth and long-term success.

(2) Adapting to Geopolitical Shifts – With trade protectionism on the rise and global supply chains becoming more fragmented and regionalized, agility is essential. We will optimize global production layouts, strengthen international talent development. In terms of facility deployment, our new operational headquarters at the Hsinchu AI Smart Park is set to be completed this year. Additionally, we will continue to optimize and expand our overseas manufacturing and after-sales service bases to enhance global operational efficiency and service capabilities.

(3) Transforming Business Portfolio – We will refine our business structure by prioritizing high-margin segments, including commercial and high-end consumer PCs, networking products, AI

and general-purpose servers, industrial computers, and after-sales services. We will also intensify investments in high-performance computing (HPC) and explore emerging, high-growth opportunities.

(4) Strengthening ESG Commitment – Sustainability has become a global imperative, influencing corporate strategies and customer choices. We will continue advancing carbon reduction, energy efficiency, and supply chain transparency to align with international environmental standards and meet client expectations.

Outlook for the Future

In an era of rapidly evolving market competition and business challenges, Wistron remains committed to excellence, striving to balance the company's future, customer value, employee well-being, and social responsibility. Guided by the vision of "Innovation and Sustainability," we will continue our pragmatic approach to transformation, strengthening our operational resilience to navigate future uncertainties.

Wistron's management team and employees will keep working diligently to maximize value for the company and its shareholders. We sincerely appreciate the continued support and trust of our shareholders.

Chairman: Simon Lin President: Jeff Lin Controller: Fred Chiu

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, 2024 and 2023, 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 material 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, 2024 and 2023, 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 Financial Statement Audit and Attestation Engagements of 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(r) "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 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 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. Valuation of slow-moving inventories

Please refer to Note 4(g) "Inventory" for accounting policy, Note 5 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

Inventory stock due to sales demands, production, and repair service forecasting, may lead to product obsolescence, which might fail to meet the market demands, and a decline in orders. Consequently, the valuation of slow-moving inventories has been identified as one of our key audit matters.

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

- Verifying the appropriateness of the Company's inventory valuation policy and assessing if the obsolete stocks have been included in the aforesaid evaluation.
- Reviewing the inventory aging reports, as well as analyzing the variation of inventories to ensure its accuracy.
- Examining each obsolete and damaged goods which were identified by the management.
- Evaluating the adequacy of the disclosure of 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 this 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.

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 Tang, Chia-Chien and Huang, Ming-Hung.

KPMG

KPMG

Taipei, Taiwan (Republic of China)
February 24, 2025

WISTRON CORPORATION

Parent Company Only Balance Sheets

December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	Assets	December 31, 2024 Amount	%	December 31, 2023 Amount	%
	Current assets:				
1100	Cash and cash equivalents (note 6(a))	$ 2,795,143	1	2,416,303	1
1110	Current financial assets at fair value through profit or loss (note 6(b))	86	-	2,570	-
1170	Note and trade receivables, net (notes 6(e) and (u))	120,931,228	24	84,098,217	20
1180	Trade receivable-related parties (notes 6(e), (u) and 7)	149,454,267	30	154,972,880	36
1210	Other receivables-related parties (notes 6(f) and 7)	266,627	-	1,566,911	-
1220	Current tax assets	658	-	177	-
130X	Inventories (note 6(g))	40,262,293	8	29,128,462	7
1460	Non-current assets classified as held for sale (note 6(h))	-	-	1,657,376	-
1470	Other current assets (notes 6(f) and (l))	3,733,625	1	7,609,577	2
	Total current assets	317,443,927	64	281,452,473	66
	Non-current assets:				
1510	Non-current financial assets at fair value through profit or loss (note 6(b))	47,815	-	47,794	-
1517	Non-current financial assets at fair value through other comprehensive income (note 6(d))	5,624,394	1	5,024,387	1
1535	Non-current financial assets at amortized cost, net (note 6(c))	10,000	-	10,000	-
1550	Equity-accounted investees (note 6(h))	144,110,640	29	113,039,934	27
1600	Property, plant and equipment (notes 6(i) and 7)	13,123,018	3	9,802,202	2
1755	Right-of-use assets (note 6(j))	3,325,267	1	2,073,634	1
1780	Intangible assets (notes 6(k) and 7)	756,105	-	863,456	-
1840	Deferred tax assets (note 6(q))	9,595,654	2	7,667,342	2
1900	Other non-current assets (notes 6(l) and 8)	1,372,939	-	1,797,873	1
	Total non-current assets	177,965,832	36	140,326,622	34
	Total assets	$ 495,409,759	100	421,779,095	100

	Liabilities and Equity	December 31, 2024 Amount	%	December 31, 2023 Amount	%
	Current liabilities:				
2100	Short-term loans (notes 6(m) and (aa))	$ 47,119,883	9	66,268,203	16
2120	Current financial liabilities at fair value through profit or loss (note 6(b))	3,144	-	187,097	-
2130	Current contract liabilities (note 6(u))	6,013,739	1	3,611,602	1
2170	Note and trade payables	67,476,406	14	47,742,269	11
2180	Trade payable-related parties (note 7)	158,579,414	32	134,460,748	32
2220	Other payables-related parties (note 7)	1,674,815	-	1,765,042	1
2280	Current lease liabilities (notes 6(n) and (aa))	545,476	-	363,391	-
2322	Current portion of long-term loans(notes 6(m) and (aa))	556,972	-	714,336	-
2365	Current refund liability (note 6(u))	23,013,439	5	11,797,625	3
2399	Other current liabilities (notes 6(m) and (w))	32,508,930	7	28,319,604	6
	Total current liabilities	337,492,218	68	295,229,917	70
	Non-current liabilities:				
2540	Long-term loans (notes 6(m) and (aa))	20,046,866	4	17,605,337	4
2570	Deferred tax liabilities (note 6(q))	2,110,745	-	1,751,902	1
2580	Non-current lease liabilities (notes 6(n) and (aa))	2,413,765	1	1,475,594	-
2600	Other non-current liabilities (notes 6(m), (p) and (aa))	558,709	-	1,492,234	-
	Total non-current liabilities	25,130,085	5	22,325,067	5
	Total liabilities	362,622,303	73	317,554,984	75
	Equity (notes 6(d), (h), (r) and (s)) :				
3110	Ordinary shares	28,963,651	6	28,997,661	7
3200	Capital surplus	48,630,721	10	37,389,984	9
3300	Retained earnings	50,581,390	10	40,680,803	10
3400	Other equity	4,689,050	1	(1,934,548)	(1)
3500	Treasury shares	(77,356)	-	(909,789)	-
	Total equity	132,787,456	27	104,224,111	25
	Total liabilities and equity	$ 495,409,759	100	421,779,095	100

WISTRON CORPORATION

Parent Company Only Statements of Comprehensive Income

For the years ended December 31, 2024 and 2023

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

		2024		2023	
		Amount	**%**	**Amount**	**%**
4000	**Net revenues (notes 6(u) and 7)**	$ 691,188,597	100	635,223,077	100
5000	**Cost of sales (notes 6(g), (i), (j), (k), (n), (p), (s), (w), 7 and 12)**	661,915,656	96	602,252,742	95
5900	**Gross profit**	29,272,941	4	32,970,335	5
5910	Unrealized profit from sales	(1,443,310)	-	(813,511)	-
5950	**Net gross profit**	27,829,631	4	32,156,824	5
6000	**Operating expenses (notes 6(e), (f), (i), (j), (k), (n), (p), (s), (w), 7 and 12):**				
6100	Selling	3,862,052	1	3,249,537	1
6200	Administrative	4,298,071	1	4,459,466	1
6300	Research and development	17,109,269	2	16,163,552	2
	Total operating expenses	25,269,392	4	23,872,555	4
6900	**Operating income**	2,560,239	-	8,284,269	1
7000	**Non-operating income and expenses (notes 6(h), (l), (n), (o), (v), (x), 7 and 12):**				
7100	Interest income	309,873	-	157,077	-
7010	Other income	243,770	-	194,123	-
7020	Other gains and losses	3,954,128	1	1,081,102	-
7050	Finance costs	(5,382,013)	(1)	(6,160,669)	(1)
7070	Recognized share of subsidiaries, associates and joint ventures accounted for equity method	16,222,617	2	8,448,495	2
	Total non-operating income and expenses	15,348,375	2	3,720,128	1
7900	**Profit before tax**	17,908,614	2	12,004,397	2
7950	Less: income tax expenses **(note 6(q))**	463,023	-	532,781	-
8200	**Net profit**	17,445,591	2	11,471,616	2
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	145,952	-	(49,281)	-
8316	Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	516,852	-	532,089	-
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	(186,139)	-	(18,432)	-
8349	Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	58,814	-	(72,873)	-
		417,851	-	537,249	-
8360	**Components of other comprehensive income (loss) that will be reclassified to profit or loss**				
8361	Exchange differences on translation of foreign financial statements	4,992,476	1	(139,351)	-
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	1,115,546	-	269,475	-
8399	Less: Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
		6,108,022	1	130,124	-
	Other comprehensive income	6,525,873	1	667,373	-
8500	**Total comprehensive income**	**$ 23,971,464**	**3**	**12,138,989**	**2**
	Earnings per share (in dollars) (note 6(t))				
9750	**Basic earnings per share**	**$ 6.11**		**4.08**	
9850	**Diluted earnings per share**	**$ 5.99**		**3.98**	

WISTRON CORPORATION

Statements of Changes in Equity

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

			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	Total	Treasury shares	Total equity
Balance at January 1, 2023	$ 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)	(2,550,702)	(1,491,116)	96,382,149
Net profit	-	-	-	-	11,471,616	11,471,616	-	-	-	-	-	11,471,616
Other comprehensive income	-	-	-	-	(24,502)	(24,502)	(269,122)	960,997	-	691,875	-	667,373
Total comprehensive income	-	-	-	-	11,447,114	11,447,114	(269,122)	960,997	-	691,875	-	12,138,989
Appropriation and distribution of retained earnings:												
Legal reserve	-	-	1,151,668	-	(1,151,668)	-	-	-	-	-	-	-
Reversal of special reserve	-	-	-	(6,521,953)	6,521,953	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	(7,400,801)	(7,400,801)	-	-	-	-	-	(7,400,801)
Changes in equity of associates and joint ventures accounted for using equity method	-	645,101	-	-	3,449	3,449	-	-	-	-	-	648,550
Treasury shares transferred to employees	-	(13,627)	-	-	-	-	-	-	-	-	581,327	567,700
Changes in ownership interests in subsidiaries	-	63,192	-	-	26,243	26,243	-	-	-	-	-	89,435
Disposal of part of the equity of the subsidiary	-	1,384,798	-	-	-	-	(10,704)	-	-	(10,704)	-	1,374,094
Share-based payment transactions	(18,360)	196,457	-	-	-	-	-	-	182,275	182,275	-	360,372
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	247,292	247,292	-	(247,292)	-	(247,292)	-	-
Others	-	63,623	-	-	-	-	-	-	-	-	-	63,623
Balance at December 31, 2023	28,997,661	37,389,984	12,166,254	2,268,695	26,245,854	40,680,803	(1,481,015)	(353,801)	(99,732)	(1,934,548)	(909,789)	104,224,111
Net profit	-	-	-	-	17,445,591	17,445,591	-	-	-	-	-	17,445,591
Other comprehensive income	-	-	-	-	132,448	132,448	6,007,616	385,809	-	6,393,425	-	6,525,873
Total comprehensive income	-	-	-	-	17,578,039	17,578,039	6,007,616	385,809	-	6,393,425	-	23,971,464
Appropriation and distribution of retained earnings:												
Legal reserve	-	-	1,172,410	-	(1,172,410)	-	-	-	-	-	-	-
Reversal of special reserve	-	-	-	(433,879)	433,879	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	(7,461,546)	(7,461,546)	-	-	-	-	-	(7,461,546)
Changes in equity of associates and joint ventures accounted for using equity method	-	208,872	-	-	(65,868)	(65,868)	-	-	-	-	-	143,004
Treasury shares transferred to employees	-	(18,788)	-	-	-	-	-	-	-	-	832,433	813,645
Changes in ownership interests in subsidiaries	-	10,363,533	-	-	(9,551)	(9,551)	-	-	-	-	-	10,353,982
Disposal of part of the equity of the subsidiary	-	571,785	-	-	-	-	(2,754)	-	-	(2,754)	-	569,031
Share-based payment transactions	(34,010)	33,933	-	-	-	-	-	-	92,440	92,440	-	92,363
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	(140,487)	(140,487)	-	140,487	-	140,487	-	-
Others	-	81,402	-	-	-	-	-	-	-	-	-	81,402
Balance at December 31, 2024	$ 28,963,651	48,630,721	13,338,664	1,834,816	35,407,910	50,581,390	4,523,847	172,495	(7,292)	4,689,050	(77,356)	132,787,456

WISTRON CORPORATION

Parent Company Only Statements of Cash Flows

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	2024	2023
Cash flows generated from operating activities:		
Profit before tax	$ 17,908,614	12,004,397
Adjustments:		
Adjustments to reconcile profit		
Depreciation expense	1,773,394	1,545,685
Amortization expense	242,948	300,217
Gain on reversal of expected credit loss	(51,360)	(1,589)
Net losses (gains) on financial assets or liabilities at fair value through profit or loss	(170,806)	246,330
Interest expense	5,382,013	6,160,669
Interest income	(309,873)	(157,077)
Dividend income	(167,224)	(130,008)
Compensation cost arising from share-based payments	92,363	360,372
Shares of profit of subsidiary, associates and joint ventures accounted for using equity method	(16,222,617)	(8,448,495)
Loss (gain) on disposal of property, plant and equipment	(2,128)	15,184
Property, plant and equipment reclassified as (from) expenses	95,013	(5,483)
Other non-current assets reclassified as expenses	3,919	-
Net gain on disposal of investments	(2,630)	(25,994)
Other investment gains, net	(12,106)	(85,146)
Impairment loss on non-financial assets	42,804	-
Unrealized profit from sales	1,443,310	813,511
Government grant income	(7,144)	(18,926)
Lease modification gains	(269)	(201)
Loss (gain) on foreign currency exchange arising from loans and guarantee deposits	2,976,743	(499,650)
Amortization of bank arrangement fees	12,703	15,287
Total adjustments to reconcile profit	(4,880,947)	84,686
Changes in operating assets and liabilities:		
Changes in operating assets:		
Increase in trade receivables	(36,794,355)	(32,512,501)
Decrease (increase) in trade receivables-related parties	5,518,613	(27,385,465)
Decrease in other receivables-related parties	100,284	606,932
Decrease (increase) in inventories	(11,143,051)	8,577,259
Decrease (increase) in other current assets	4,866,126	(1,280,042)
Total changes in operating assets	(37,452,383)	(51,993,817)
Changes in operating liabilities:		
Increase in current contract liabilities	2,402,137	961,084
Increase in note and trade payables	19,734,137	5,292,468
Increase in trade payables-related parties	24,118,666	42,109,046
Increase (derease) in other payables-related parties	(90,227)	87,655
Increase in current refund liability	11,215,814	3,968,956
Increase in other current liabilities	3,352,485	4,227,508
Decrease in other non-current liabilities	(113,289)	(152,871)
Total changes in operating liabilities	60,619,723	56,493,846
Net changes in operating assets and liabilities	23,167,340	4,500,029
Total changes in operating assets and liabilities	18,286,393	4,584,715
Cash inflow generated from operations	36,195,007	16,589,112
Interest received	309,528	157,197
Dividends received	5,049,982	4,417,137
Interest paid	(5,372,320)	(6,313,584)
Income taxes paid	(1,238,262)	(2,816,130)
Net cash flows generated from operating activities	34,943,935	12,033,732

WISTRON CORPORATION

Statements of Cash Flows (continued)

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	2024	2023
Cash flows used in investing activities:		
Decrease in other receivables-related parties	1,200,000	300,000
Acquisition of financial assets at fair value through other comprehensive income	(500,608)	(1,354,423)
Proceeds from disposal of financial assets at fair value through other comprehensive income	431,472	947,802
Return of financial assets at fair value through other comprehensive income	38,990	7,971
Acquisition of financial assets at amortized cost	-	(10,000)
Proceeds from disposal of financial assets at amortized cost	-	298,652
Acquisition of financial assets at fair value through profit or loss	(63,690)	(46,664)
Proceeds from capital reduction of investments accounted for using equity method	-	193,478
Acquisition of equity-accounted investees	(2,440,925)	(6,240,065)
Proceeds from disposal of equity-accounted investees	4,628	-
Partial disposal of the investment in the subsidiary	157,778	523,942
Net cash flow from acquisition of subsidiaries	(269,619)	-
Acquisition of property, plant and equipment	(4,285,835)	(2,787,728)
Proceeds from disposal of property, plant and equipment	46,319	262,435
Decrease (increase) in refundable deposits	886,740	(812,714)
Acquisition of intangible assets	(135,715)	(257,800)
Proceeds from disposal of intangible assets	118	-
Employee remunerations to subsidiaries' employees	(8,810)	(6,448)
Increase in other current financial assets	(977,125)	-
Increase in other non-current assets	(879,028)	(145,022)
Net cash flows used in investing activities	(6,795,310)	(9,126,584)
Cash flows used in financing activities:		
Increase in short-term loans	516,920,173	584,904,396
Repayments of short-term loans	(538,886,430)	(592,192,225)
Increase in long-term loans	26,299,763	32,496,751
Repayments of long-term loans	(24,116,954)	(29,104,427)
Increase (decrease) in guarantee deposits received	(763,673)	399,629
Repayments of lease liabilities	(656,165)	(477,694)
Cash dividends paid	(7,461,546)	(7,400,801)
Treasury shares transferred to employees	813,645	567,700
Others	81,402	63,623
Net cash flows used in financing activities	(27,769,785)	(10,743,048)
Net increase (decrease) in cash and cash equivalents	378,840	(7,835,900)
Cash and cash equivalents at beginning of year	2,416,303	10,252,203
Cash and cash equivalents at ending of year	$ **2,795,143**	**2,416,303**

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, 2024 and 2023, 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 material 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, 2024 and 2023, 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 Financial Statement Audit and Attestation Engagements of 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 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 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

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

Description of 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 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. Valuation of slow-moving inventories

Please refer to Note 4(h) "Inventory" for accounting policy, Note 5 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

Inventory stock due to sales demands, production, and repair service forecasting, may lead to product obsolescence, which might fail to meet the market demands, and a decline in orders. Consequently, the valuation of slow-moving inventories has been identified as one of our key audit matters.

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

- Verifying the appropriateness of the Group's inventory valuation policy and assessing if the obsolete stocks have been included in the aforesaid evaluation.
- Reviewing the inventory aging reports, as well as analyzing the variation of inventories to ensure its accuracy.
- Examining each obsolete and damaged goods which were identified by the management.
- Evaluating the adequacy of the disclosure of inventory allowance.

Other Matter

Wistron Corporation has prepared its parent-company-only financial statements as of and for the years ended December 31, 2024 and 2023, 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, IFRIC, 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 Tang, Chia-Chien and Huang, Ming-Hung.

KPMG

KPMG

Taipei, Taiwan (Republic of China)
February 24, 2025

WISTRON CORPORATION AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	Assets	December 31, 2024 Amount	%	December 31, 2023 Amount	%
	Current assets:				
1100	Cash and cash equivalents (note 6(a))	$ 79,880,425	14	75,231,756	17
1110	Current financial assets at fair value through profit or loss (note 6(b))	4,945,045	1	4,345,292	1
1170	Note and trade receivables, net (notes 6(e) and (aa))	190,401,792	32	121,233,885	27
1180	Trade receivables-related parties (notes 6(e), (aa) and 7)	81,260	-	102,871	-
1210	Other receivables-related parties (notes 6(f) and 7)	2,997	-	4,749	-
1220	Current tax assets	931,843	-	1,325,603	-
130X	Inventories (notes 6(g) and 8)	190,697,494	32	119,719,969	27
1460	Non-current assets or disposal groups classified as held for sale (notes 6(h) and (l))	-	-	29,383,516	6
1470	Other current assets (notes 6(f), (q) and 8)	13,270,672	2	10,113,759	2
	Total current assets	480,211,528	81	361,461,400	80
	Non-current assets:				
1510	Non-current financial assets at fair value through profit or loss (note 6(b))	646,682	-	123,899	-
1517	Non-current financial assets at fair value through other comprehensive income (note 6(d))	9,103,805	1	8,002,132	2
1540	Non-current financial assets at amortized cost, net (note 6(c))	10,000	-	10,000	-
1550	Equity-accounted investees (note 6(i))	11,348,154	2	10,713,410	2
1600	Property, plant and equipment (notes 6(n) and 7)	57,284,319	10	46,598,037	10
1755	Right-of-use assets (notes 6(o) and 7)	11,125,327	2	8,241,834	2
1780	Intangible assets (note 6(p))	3,407,837	1	2,459,680	1
1840	Deferred tax assets (note 6(w))	12,314,284	2	9,959,983	2
1900	Other non-current assets (notes 6(q), (v) and 8)	4,388,762	1	4,820,401	1
	Total non-current assets	109,629,170	19	90,929,376	20
	Total assets	$ 589,840,698	100	452,390,776	100

	Liabilities and Equity	December 31, 2024 Amount	%	December 31, 2023 Amount	%
	Current liabilities:				
2100	Short-term loans (notes 6(r) and (ag))	$ 81,707,482	14	95,940,430	21
2120	Current financial liabilities at fair value through profit or loss (note 6(b))	3,144	-	187,097	-
2130	Current contract liabilities (note 6(aa))	11,783,077	2	9,596,727	2
2170	Note and trade payables	176,192,261	30	118,420,882	26
2180	Trade payables-related parties (note 7)	823,912	-	937,484	-
2220	Other payables-related parties (note 7)	55,869	-	35,861	-
2260	Liabilities related to non-current assets or disposal groups classified as held for sale (note 6(l))	-	-	8,463,675	2
2280	Current lease liabilities (notes 6(t), (ag) and 7)	1,401,747	-	787,286	-
2321	Bonds payable, current portion (notes 6(s) and (ag))	4,725,000	1	2,500,000	1
2322	Current portion of long-term loans (notes 6(r) and (ag))	600,583	-	1,997,788	1
2365	Current refund liability (note 6(aa))	23,653,691	4	12,343,135	3
2399	Other current liabilities (notes 6(r) and (ac))	48,640,448	8	37,041,392	8
	Total current liabilities	349,587,214	59	288,251,757	64
	Non-current liabilities:				
2500	Non-current financial liabilities at fair value through profit or loss (notes 6(b) and (s))	97,728	-	-	-
2530	Bonds payable (notes 6(s) and (ag))	20,503,745	3	6,942,918	2
2540	Long-term loans (notes 6(r) and (ag))	21,988,765	4	19,581,669	4
2570	Deferred tax liabilities (note 6(w))	2,959,316	1	2,241,835	1
2580	Non-current lease liabilities (notes 6(t), (ag) and 7)	7,003,024	1	4,851,244	1
2600	Other non-current liabilities (notes 6(r), (v) and (ag))	915,596	-	1,758,181	-
	Total non-current liabilities	53,468,174	9	35,375,847	8
	Total liabilities	403,055,388	68	323,627,604	72
	Equity attributable to owners of parent (notes 6(d), (i), (k), (s), (v), (w), (x) and (y)):				
3110	Ordinary shares	28,963,651	5	28,997,661	6
3200	Capital surplus	48,630,721	8	37,389,984	8
3300	Retained earnings	50,581,390	9	40,680,803	9
3400	Other equity	4,689,050	1	(1,934,548)	-
3500	Treasury shares	(77,356)	-	(909,789)	-
	Total equity attributable to owners of parent	132,787,456	23	104,224,111	23
36XX	**Non-controlling interests (notes 6(m) and (x))**	53,997,854	9	24,539,061	5
	Total equity	186,785,310	32	128,763,172	28
	Total liabilities and equity	$ 589,840,698	100	452,390,776	100

WISTRON CORPORATION AND SUBSIDIARIES

Consolidated Statement of Comprehensive Income

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Share)

		2024		2023	
		Amount	%	Amount	%
4000	**Net revenues (notes 6(aa) and 7)**	$1,049,255,781	100	867,057,007	100
5000	**Cost of sales (notes 6(g), (n), (o), (p), (t), (v), (y), (ac), 7 and 12)**	965,164,938	92	798,074,134	92
5900	**Gross profit**	84,090,843	8	68,982,873	8
	Operating expenses (notes 6(e), (f), (n), (o), (p), (t), (v), (y), (ac), 7 and 12):				
6100	Selling	12,240,418	1	10,828,131	1
6200	Administrative	6,900,497	1	6,870,232	1
6300	Research and development	25,971,402	2	23,894,253	3
	Total operating expenses	45,112,317	4	41,592,616	5
6900	**Operating income**	38,978,526	4	27,390,257	3
7000	**Non-operating income and expenses (notes 6(i), (l), (n), (o), (p), (s), (t), (u), (ab) and 7):**				
7100	Interest income	3,223,438	-	2,519,837	-
7010	Other income	661,464	-	591,913	-
7020	Other gains and losses	4,696,335	1	1,811,785	-
7050	Finance costs	(8,017,505)	(1)	(8,757,247)	(1)
7060	Shares of associates and joint ventures accounted for equity method	433,218	-	764,149	-
	Total non-operating income and expenses	996,950	-	(3,069,563)	(1)
7900	**Profit before tax**	39,975,476	4	24,320,694	2
7950	**Less: income tax expenses (note 6(w))**	9,339,245	1	6,055,409	-
8200	**Net profit**	30,636,231	3	18,265,285	2
8300	**Other comprehensive income (notes 6(i), (v), (w) 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	151,907	-	(33,888)	-
8316	Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	245,627	-	457,620	-
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	6,252	-	(757)	-
8349	Less: income tax related to components of other comprehensive income that will not be reclassified to profit or loss	(667)	-	(111,187)	-
		404,453	-	534,162	-
8360	**Components of other comprehensive income (loss) that will be reclassified to profit or loss:**				
8361	Exchange differences on translation of foreign financial statements	7,109,964	1	(107,225)	-
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	332,990	-	309,523	-
8399	Less: income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
		7,442,954	1	202,298	-
	Total other comprehensive income, net of tax	7,847,407	1	736,460	-
8500	**Total comprehensive income**	$ 38,483,638	4	19,001,745	2
	Net profit attributable to (notes 6(m) and (x)):				
8610	Owners of parent	$ 17,445,591	2	11,471,616	1
8620	Non-controlling interests	13,190,640	1	6,793,669	1
		$ 30,636,231	3	18,265,285	2
	Comprehensive income attributable to (notes 6(m) and (x)):				
8710	Owners of parent	$ 23,971,464	2	12,138,989	1
8720	Non-controlling interests	14,512,174	2	6,862,756	1
		$ 38,483,638	4	19,001,745	2
	Earnings per share (in dollars) (note 6(z))				
9750	**Basic earnings per share**	$ 6.11		4.08	
9850	**Diluted earnings per share**	$ 5.99		3.98	

WISTRON CORPORATION AND SUBSIDIARIES

Consolidated Statement of Changes in Equity

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	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	Total	Treasury shares	Total equity attributable to owners of parent	Non-controlling interests	Total equity
Balance at January 1, 2023	$ 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)	(2,550,702)	(1,491,116)	96,382,149	22,270,407	118,652,556
Net profit	-	-	-	-	11,471,616	11,471,616	-	-	-	-	-	11,471,616	6,793,669	18,265,285
Other comprehensive income	-	-	-	-	(24,502)	(24,502)	(269,122)	960,997	-	691,875	-	667,373	69,087	736,460
Total comprehensive income	-	-	-	-	11,447,114	11,447,114	(269,122)	960,997	-	691,875	-	12,138,989	6,862,756	19,001,745
Appropriation and distribution of retained earnings:														
Legal reserve	-	-	1,151,668	-	(1,151,668)	-	-	-	-	-	-	-	-	-
Reversal of special reserve	-	-	-	(6,521,953)	6,521,953	-	-	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	(7,400,801)	(7,400,801)	-	-	-	-	-	(7,400,801)	-	(7,400,801)
Changes in equity of associates and joint ventures accounted for using equity method	-	645,101	-	-	3,449	3,449	-	-	-	-	-	648,550	-	648,550
Treasury shares transferred to employees	-	(13,627)	-	-	-	-	-	-	-	-	581,327	567,700	-	567,700
Changes in ownership interests in subsidiaries	-	63,192	-	-	26,243	26,243	-	-	-	-	-	89,435	-	89,435
Disposal of part of the equity of the subsidiary	-	1,384,798	-	-	-	-	(10,704)	-	-	(10,704)	-	1,374,094	-	1,374,094
Share-based payment transactions	(18,360)	196,457	-	-	-	-	-	-	182,275	182,275	-	360,372	-	360,372
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	247,292	247,292	-	(247,292)	-	(247,292)	-	-	-	-
Others	-	63,623	-	-	-	-	-	-	-	-	-	63,623	-	63,623
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	(4,594,102)	(4,594,102)
Balance at December 31, 2023	28,997,661	37,389,984	12,166,254	2,268,695	26,245,854	40,680,803	(1,481,015)	(353,801)	(99,732)	(1,934,548)	(909,789)	104,224,111	24,539,061	128,763,172
Net profit	-	-	-	-	17,445,591	17,445,591	-	-	-	-	-	17,445,591	13,190,640	30,636,231
Other comprehensive income	-	-	-	-	132,448	132,448	6,007,616	385,809	-	6,393,425	-	6,525,873	1,321,534	7,847,407
Total comprehensive income	-	-	-	-	17,578,039	17,578,039	6,007,616	385,809	-	6,393,425	-	23,971,464	14,512,174	38,483,638
Appropriation and distribution of retained earnings:														
Legal reserve	-	-	1,172,410	-	(1,172,410)	-	-	-	-	-	-	-	-	-
Reversal of special reserve	-	-	-	(433,879)	433,879	-	-	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	(7,461,546)	(7,461,546)	-	-	-	-	-	(7,461,546)	-	(7,461,546)
Changes in equity of associates and joint ventures accounted for using equity method	-	208,872	-	-	(65,868)	(65,868)	-	-	-	-	-	143,004	-	143,004
Treasury shares transferred to employees	-	(18,788)	-	-	-	-	-	-	-	-	832,433	813,645	-	813,645
Changes in ownership interests in subsidiaries	-	10,363,533	-	-	(9,551)	(9,551)	-	-	-	-	-	10,353,982	-	10,353,982
Disposal of part of the equity of the subsidiary	-	571,785	-	-	-	-	(2,754)	-	-	(2,754)	-	569,031	-	569,031
Share-based payment transactions	(34,010)	33,933	-	-	-	-	-	-	92,440	92,440	-	92,363	-	92,363
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	(140,487)	(140,487)	-	140,487	-	140,487	-	-	-	-
Others	-	81,402	-	-	-	-	-	-	-	-	-	81,402	-	81,402
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	14,946,619	14,946,619
Balance at December 31, 2024	$ 28,963,651	48,630,721	13,338,664	1,834,816	35,407,910	50,581,390	4,523,847	172,495	(7,292)	4,689,050	(77,356)	132,787,456	53,997,854	186,785,310

WISTRON CORPORATION AND SUBSIDIARIES

Consolidated Statement of Cash Flows

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	2024	2023
Cash flows generated from operating activities:		
Profit before tax	$ 39,975,476	24,320,694
Adjustments:		
Adjustments to reconcile profit		
Depreciation expense	10,770,328	11,878,746
Amortization expense	476,037	466,414
Gain on reversal of expected credit loss	(28,830)	(3,828)
Net losses (gains) on financial assets or liabilities at fair value through profit or loss	(421,242)	344,831
Interest expenses	8,017,505	8,757,247
Interest income	(3,223,438)	(2,519,837)
Dividend income	(188,123)	(208,722)
Compensation cost arising from share-based payments	95,361	363,959
Shares of profit of associates and joint ventures accounted for using equity method	(433,218)	(764,149)
Losses (gains) on disposal of property, plant and equipment	(406,673)	203,539
Property, plant and equipment reclassified as (from) expenses	253,704	(9,512)
Other non-current assets reclassified as (from) expenses	(6,300)	99,810
Gains on disposal of investments	(18,304)	(58,021)
Impairment loss on assets	569,224	171,395
Other investment losses (gains)	132,216	(76,893)
Lease modification gains	(160,841)	(83,247)
Government grant income	(8,653)	(19,494)
Amortization of bank arrangement fees	12,703	15,287
Others	147,894	-
Total adjustments to reconcile profit	15,579,350	18,557,525
Changes in operating assets and liabilities:		
Changes in operating assets:		
Increase in note and trade receivables	(68,856,838)	(21,116,785)
Decrease (increase) in trade receivables-related parties	22,757	(9,453)
Decrease (increase) in other receivables-related parties	1,766	(721)
Decrease (increase) in inventories	(64,171,107)	20,882,356
Decrease (increase) in other current assets	1,148,746	(1,963,698)
Total changes in operating assets	(131,854,676)	(2,208,301)
Changes in operating liabilities:		
Increase in current contract liabilities	2,186,350	1,637,923
Increase in note and trade payables	71,068,346	12,646,507
Increase (decrease) in trade payables-related parties	(169,543)	213,003
Increase (decrease) in other payables-related parties	19,794	(11,836)
Increase in current refund liability	11,310,556	3,503,518
Increase in other current liabilities	7,174,116	6,490,045
Decrease in other non-current liabilities	(126,732)	(54,862)
Total changes in operating liabilities	91,462,887	24,424,298
Net changes in operating assets and liabilities	(40,391,789)	22,215,997
Total adjustments	(24,812,439)	40,773,522
Cash generated from operations	15,163,037	65,094,216
Interest received	3,742,984	2,778,266
Dividends received	1,001,001	843,098
Interest paid	(8,597,861)	(9,484,861)
Income taxes paid	(5,559,333)	(11,011,697)
Net cash generated from operating activities	5,749,828	48,219,022

WISTRON CORPORATION AND SUBSIDIARIES

Consolidated Statement of Cash Flows (continued)

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

		2024	2023
Cash flows used in investing activities:			
Acquisition of financial assets at fair value through other comprehensive income		(1,354,135)	(1,807,574)
Proceeds from disposal of financial assets at fair value through other comprehensive income		452,793	1,188,614
Return of financial assets at fair value through other comprehensive income		44,197	14,571
Acquisition of financial assets at amortized cost		-	(10,000)
Proceeds from disposal of financial assets at amortized cost		-	298,652
Acquisition of financial assets at fair value through profit or loss		(32,100,163)	(22,793,936)
Proceeds from disposal of financial assets at fair value through profit or loss		31,123,361	26,609,106
Acquisition of equity-accounted investees		(520,020)	(1,295,195)
Proceeds from disposal of equity-accounted investees		7,238	30,582
Net cash flow from acquisition of subsidiaries		503,666	(210,885)
Proceeds from disposal of subsidiaries, net of cash disposed of		2,680,273	-
Proceeds from capital reduction of investments accounted for using equity method		5,644	35,462
Acquisition of property, plant and equipment		(16,592,661)	(12,961,260)
Proceeds from disposal of property, plant and equipment		1,481,542	1,189,926
Proceeds from disposal of right-of-use assets		261,985	-
Decrease (increase) in refundable deposits		910,923	(514,622)
Acquisition of intangible assets		(1,230,925)	(802,853)
Proceeds from disposal of intangible assets		515	-
Decrease (increase) in other financial assets		(2,318,194)	93
Increase in other non-current assets		(3,449,981)	(3,635,341)
Net cash flows used in investing activities		(20,093,942)	(14,664,660)
Cash flows generated from (used in) financing activities:			
Increase in short-term loans		666,976,335	719,961,883
Repayments of short-term loans		(685,971,747)	(737,795,980)
Increase in long-term loans		27,461,153	34,808,464
Repayments of long-term loans		(26,614,277)	(29,663,621)
Proceeds from issuing bonds		19,444,877	-
Repayments of bonds		(2,500,000)	-
Increase (decrease) in guarantee deposits received		(1,504,327)	398,187
Repayments of lease liabilities		(1,473,570)	(910,888)
Cash dividends paid		(7,461,546)	(7,400,801)
Treasury shares transferred to employees		813,645	567,700
Disposal of ownership interests in subsidiaries (without losing control)		642,722	1,624,923
Change in non-controlling interests		22,960,291	(4,858,138)
Others		81,402	63,623
Net cash flows generated from (used in) financing activities		12,854,958	(23,204,648)
Effect of exchange rate changes on cash and cash equivalents		5,328,670	(646,119)
Net increase in cash and cash equivalents		3,839,514	9,703,595
Cash and cash equivalents, beginning of the year		76,040,911	66,337,316
Cash and cash equivalents, end of the year	**$**	**79,880,425**	**76,040,911**
Components of cash and cash equivalents, beginning of the year:			
Cash and cash equivalents reported in the consolidated balance sheets	$	75,231,756	66,337,316
Non-current assets or disposal groups classified as held for sale		809,155	-
Cash and cash equivalents, beginning of the year	**$**	**76,040,911**	**66,337,316**
Components of cash and cash equivalents, end of the year:			
Cash and cash equivalents reported in the consolidated balance sheets	$	79,880,425	75,231,756
Non-current assets or disposal groups classified as held for sale		-	809,155
Cash and cash equivalents, end of the year	**$**	**79,880,425**	**76,040,911**

Appendix 2

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2024 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 :

February 24, 2025

Appendix 3

Wistron Corporation

Profit Appropriation Statement for 2024

Unit: NT$

Unappropriated retained earnings at the beginning of the year		**18,045,776,751**
Plus (Less):		
Remeasurements of defined benefit obligation	132,447,710	
Changes in equity of associates and joint ventures accounted for using equity method	(65,868,477)	
Changes in ownership interests in subsidiaries	(9,549,154)	
Disposal of investments in equity instruments designated at fair value through other comprehensive income	(140,487,916)	
Net Profit of 2024	17,445,590,691	
Legal Reserve	(1,736,213,285)	
Special Reserve	1,834,816,679	
Retained Earnings Available for Distribution		**35,506,512,999**
Distribution Items:		
Stock Dividends to Common Shareholders (Note 1)	0	
Cash Dividends to Common Shareholders (Note 2)	(10,996,666,290)	(10,996,666,290)
Unappropriated Retained Earnings		**24,509,846,709**

Note 1: Stock dividend: NT$0.

Note 2: Cash dividend: NT$3.8 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

Appendix 4

Wistron Corporation

Employee Restricted Stock Awards Rules for Year 2025

Article 1 Purpose

In order to attract and retain business professionals, motivate employees and enhance solidarity, to further the combined interests of the Company and its shareholders, these "Employee Restricted Stock Awards Rules for Year 2025" are set in accordance with Section 267 of the Company Act and the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers", promulgated by the Financial Supervisory Commission.

Article 2 Issue Period

Employee Restricted Stock Awards (RSAs) may be issued one or more times depending on actual need within two year from the date of the approval notice issued by the Competent Authority. The actual issuance date is authorized to be determined by the Chairman.

Article 3 Eligible Employee Determination

1. The full-time employees of the Company and its subsidiary companies who had joined the Company more than three months and who have made a special contribution to the Company will be approved by Chairman.
2. The actual number of shares granted and employees receiving the grants will consider seniority, rank, job performance, overall contribution and other factors, and will also consider the Company's operational needs and business development strategies. The final decision will be made by the Chairman and subsequently submitted to the Board of Directors for approval. Shares issued to managers shall be approved by the Compensation Committee and shares issued to non-managerial employee shall be approved by the Audit Committee in advance.
3. In accordance with Paragraph 1, Article 56-1 of the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers", the number of Employee Stock Option Certificates granted to a single employee, combined with the total number of RSAs that the employee has cumulatively obtained, shall not exceed 0.3% of the Company's total issued shares, and the cumulative number of Employee Stock Option Certificates granted plus the total number of RSAs granted to an employee shall not exceed 1% of the company's total issued shares. The number of RSAs allocable to a single employee, as mentioned in this provision, shall be adjusted in accordance with any updated regulations and directives issued by the competent authorities.

Article 4 Expected total amount to be issued

A total of 36,000,000 shares at a par value of NT$10 per share; the total amount of the issuance will be NT$360,000,000.

Article 5 Conditions of issuance

1. Issue Price: The shares are issued gratis.
2. Type of share issued: Ordinary shares of the Company.
3. Vesting conditions:

   (a) The restricted stock awards shall have a lock-up period of one year, and vesting shall be conditioned each year first on the Company's overall performance and then on the employee's individual performance indicators, as measured at the annual performance evaluation.

   (1) The Company's overall performance indicators:

The following indicators shall be set based on the consolidated financial statements of the most recent year or the most recent period that has been audited or reviewed by the CPAs. However, in the event of significant impact on the Company due to international or industry circumstances, the Compensation Committee of the Company may propose adjustments to the performance indicators or distribution ratios, which shall be executed upon approval by the Board of Directors. The performance conditions are as follows:

Indicator	Target	Weighting
Consolidated Gross Profit	The Company's consolidated gross profit is higher than the previous year's consolidated gross profit or higher than the average of the previous three years' consolidated gross profit.	40%
Consolidated Operating Income	The Company's consolidated operating income is higher than the previous year's consolidated operating income or higher than the average of the previous three years' consolidated operating income.	40%
ESG Performance	Fulfillment of both goals will result in 100% vesting; fulfillment of one goal will result in 50% vesting; otherwise, 0% vesting. (a) Greenhouse gas (GHG) emissions (Note) 2025: Reduce 33.8% and above 2026: Reduce 45.0% and above 2027: Reduce 56.3% and above (b) Water consumption intensity 2025: Reduce 13% and above (Taking 2022 as the base year) 2026: Reduce 13% and above (Taking 2022 as the base year) 2027: Reduce 13% and above (Taking 2022 as the base year)	20%

Note: Taking year 2022 as the base year, the scope of GHG emissions includes direct emissions (Scope 1) and indirect emissions from purchased electricity (Scope 2) defined by GHG Protocol, and the reduction performance will be calculated based on full capacity scenario.

(2)Individual Performance Indicators:

The granted employees who remain on the job on the vesting date and have achieved the "Company Overall Performance Indicators" and "Individual Performance Evaluation Indicators" set by the Company, the maximum total number of shares that can be vested on the vesting date of each year within three years after the issuance date is 33% after one year, 33% after two years, and 34% after three years.

The individual performance evaluation indicator is that the performance appraisal rating for the most recent year on the vesting date must be M or higher or equivalent to the Company's performance appraisal rating of M or higher, and the work results must meet the individual performance standards set by the Company and agreed upon by the Company and individual employees.

When there is a change in the main duties and responsibilities of an employee, the Company may make adjustments on the shares allocated to that employee.

(b) If the shares granted cannot be allocated into three portions equally as stated above, then the appropriation principle will follow an ascending allocation. (For example: total granted shares: 7,000. The qualifier of the first year can receive 2,000 shares. The qualifier of the second year can receive 2,000 shares and the qualifier of the third year can receive the remaining 3,000 shares.)

(c) The above-mentioned shares vested shall be rounded off to the nearest 1,000 units.

4. Employees who have not reached the vesting conditions:

(a) RSAs granted to employees who voluntary resign, are dismissed, laid off, retire, or redeploy to affiliated companies within three years after the grant date, shall be recovered by the Company without any compensations.

However, if the employee is assigned by the Company to transfer to the affiliated companies, and one year after the employee is allocated the RSA, if he is still on the job, the total number of shares to be granted will be determined each year based on the Company's overall performance indicators, and then the vested shares will be allocated based on the employee's achievement of the individual performance indicators of the affiliated companies in accordance with 3.(2) of Article 5.

(b) In the case of employees who are approved by the Company for leave without pay within three years of the grant date of the RSAs, their unvested shares may be restored after reinstatement but shall be deferred according to the period of leave without pay and in accordance with 3. of Article 5.

(c) In the case of employees whose current performance review fails to meet the vesting conditions during the period of one year after but within three years of the grant date of the RSAs, any unvested shares shall be reclaimed by the Company without any compensation.

(d) If an employee violates laws, any contract signed with the Company or its subsidiaries, or the Company or its subsidiaries' work rules or business ethics codes, the Company may, depending on the severity of the violation, clawback the previously allocated shares that have not yet been vested from the employee.

5. In the case of an employee’s death or physical disability due to an occupational accident, or death in general, unvested RSAs shall be treated according to the following principles:

(a) For those employees who are physically disabled due to an occupational accident and are unable to continue in office, their unvested RSAs shall be deemed vested on the effective date of disability.

(b) In the case of death due to occupational accident or death in general, unvested RSAs shall be deemed vested on the date of death and shall be turned over to the heirs of the deceased after the completion of the necessary legal procedures and provision of the relevant supporting documents.

6. Any unvested RSAs recovered by the Company will be voided.

7. The rights after the RSAs have been granted but before vesting are as follows:

(a) Employees who are granted RSAs shall not, except in the case of inheritance, sell, pledge, transfer, donate, or otherwise dispose of the shares before the vesting conditions of the grant are met. For employees who meet the vesting conditions of the grant, the Company will transfer the shares directly into the employee’s individual account.

(b) Rights of RSA grantees to attend the shareholders' meeting, submit proposals, to speak and at the meeting, and the right to vote shall be in accordance with the trust custody agreement.

(c) Except regarding the trust custody agreement requirements stated above, the rights associated with unvested RSAs, including but not limited to dividend, bonus, rights to receive capital reserve, subject to cash replenishment of stock options, etc. are the same rights as those of the ordinary shares issued by the Company.

8. Other important stipulations:

(a) RSAs shall be deposited directly into the trust custody account immediately after being granted. The Company or a person assigned by the Company will sign the agreement with the stock custodian on behalf of employees.

(b) In accordance with the book closure dates for stock grants, cash dividends, rights issues, shareholders' meetings stipulated under Article 165, Paragraph 3 of the Company Act, or any other statutory book closure periods until the date of rights distribution, the vesting period for employees who meet the vesting conditions, as well as the procedures for lifting restrictions on vested shares, shall be executed in accordance with the trust custodial agreement.

Article 6 Contract and confidentiality

1. After the total number of RSAs to be granted, subscription price, allocation principles and list of employees to be granted are determined, the office in charge will require employees to sign an RSA Recipient Consent agreement.
2. The granted employees will receive their RSAs after signing the RSA Recipient Consent agreement. Employees who do not sign the RSA Recipient Consent agreement will be deemed to give up the right to receive RSAs.
3. The granted employees shall comply with the confidentiality provisions after signing the RSA Recipient Consent and disclosing to others information regarding personal interests or related content is prohibited.
4. Whoever obtains new shares or equity derivatives through this "Employee Restricted Stock Awards Rules for Year 2025" shall abide by the provisions of rules and the RSA Recipient Consent. Any offenders will be deemed disqualified and the Company will recover and void their granted shares without any compensation.

Article 7 Taxes

The tax law that shall apply to receiving RSAs under this "Employee Restricted Stock Awards Rules for Year 2025" shall be the tax laws of the Republic of China.

Article 8 Implementation of the Rules

The list of employees eligible to receive RSAs, other related procedures, and a detailed processing timetable will be announced by the office in charge at the Company.

Article 9 Implementation and Revision

1. The "Employee Restricted Stock Awards Rules for Year 2025", after being approved by greater than 50% of the Board of Directors, at a meeting attended by more than two-thirds of the board, shall take effect upon approval by the competent authority. The same procedure shall apply to any amendments made before issuance. During the competent authority review process, the chairman of the Board of Directors is authorized to amend these Rules when requested by the competent authority. RSAs may be issued after the amended Rules have been ratified by the Board of Directors meeting.
2. Any other matters not set forth here shall be dealt with in accordance with the applicable laws and regulations and the issuance rules set by the Company.
3. The Rule was enacted on February 24, 2025.

Appendix 5

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
12. J101090 Waste Disposition
13. CF01011 Medical equipment manufacturing
14. CD01030 Automobiles and Parts Manufacturing
15. F218010 Retail Sale of Computer Software
16. I301020 Data Processing Services
17. I301030 Digital Information Supply Services
18. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3 The Company may 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 Hsinchu County. 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 precious 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.
The 25th amendment was made on May 30, 2024.

Appendix 5

Wistron Corporation

Shareholdings of Directors

(As of March 18, 2025)

Title	Name	Number of Shares
Chairman	Simon Lin (Hsien-Ming Lin)	44,619,252
Director	Jeff Lin (Jiann-Shiun Lin)	4,659,000
Director	Wistron NeWeb Corp. Representative: Haydn Hsieh (Hong-Po Hsieh)	28,796,209
Director	Philip Peng (Chin-Bing Peng)	1,708,870
Independent Director	Frank Juang (Chain-Shinn Juang)	0
Independent Director	Jack Chen (Yu-Liang Chen)	0
Independent Director	S. J. Paul Chien (Shyur-Jen Chien)	0
Independent Director	Peipei Yu (Pei-Pei Yu)	0
Independent Director	Mei-Ling Chen	0
Total		**79,783,331**

The total issued common shares of Wistron are 2,894,435,050 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.

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