

Wistron Corporation

Notice of 2025 Annual General Shareholders' Meeting

The 2025 Annual General Shareholders' Meeting of Wistron Corporation will be convened at **9:00a.m., May 16, 2025 at Chang Yung-Fa Foundation International Convention Center (located at 11F, No. 11, Zhongshan S. Rd., Zhongzheng Dist., Taipei City, Taiwan).**

I. The agenda for the Meeting is as follows:

1. Report Items

- (1) Report the business of 2024.
- (2) Audit Committee's Review Report.
- (3) Report the compensation for employees and directors of 2024.

2. 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."

3. Extemporaneous Motions

II. The proposal for distribution of 2024 profits was resolved by the Board of Directors. Dividends to be allocated to the shareholders is NT\$3,800 per thousand shares in cash. After adoption by this Annual General Shareholders' Meeting, the record date for the shareholders' cash dividend distribution will be set separately.

III. 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 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. If the fundraising is by private placement, it shall be explained as follows in accordance with Article 43-6 of the Securities and Exchange Act:

1. The basis and rationale to determine the private placement price:

- (1) 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:
 - A. 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.

- B. 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.
- (2) 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.
2. The method to determine specific parties:
The strategic investors have the priority to be considered as specific parties for private placement if they may be qualified for the rules in Article 43-6, Securities and Exchange Act and other letters from government authorities and should also have direct or indirect benefit to the Company, and can recognize the Company's operating strategy. The company currently has not arranged the specific parties. It is proposed to authorize the Company's Board of Directors to determine the specific parties for private placement.
3. The necessity of private placement:
(1) The Company plans to invite strategic investors and strengthen competitiveness through private placement. Because of the restrictions on transfers for three full years, it is better to maintain a long-term relationship with strategic partners by such security issuance of private placement. And also considering the effectiveness and feasibility to raise capital, the Company proposes to raise capital through private placement, rather than public offering.
(2) The amount of the private placement: up to 250 million common shares.
(3) The use of proceeds and projected benefits of private placement: The Company plans to do private placement at one time or several times (no more than 3 times) based on market conditions and specific parties. The capital raised will be used to purchase overseas materials, or increase working capital, or repay bank borrowings or other needs for its future development. The private placement will expand the scale of operations and invite strategic investors and will strengthen our competitiveness, upgrade operating efficiency, and reinforce financial structure, which can benefit shareholders' equity.
4. According to the Article 43-6 of the Securities and Exchange Act, the Company's fundraising proposals in private placement can refer to the Market Observation Post System (<https://mops.twse.com.tw>) and the Company's website (<http://www.wistron.com>).

IV. The proposal to issuance of restricted stock awards to key employees.

1. The 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:
(1) Issue price: The shares are issued gratis.
(2) Vesting conditions: Qualified with performance-based requirements in a vesting period of three years set by the issuance rules of restricted stock awards.
(3) Type of shares: the Company's common shares.
(4) 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:

- (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 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.
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.
- V.** Pursuant to Article 172 of the Company Act, essential content on the amendment to "Articles of Incorporation" will be posted on the Market Observation Post System (MOPS) (website: <http://mops.twse.com.tw>). Click on "Electronic Books" → "Shareholders meetings" to access the information.
- VI.** Pursuant to Article 165 of the Company Act, stock transfer registration will be suspended between March 18, 2025 and May 16, 2025.
- VII.** One copy of the attendance notification form and proxy form are attached to this meeting notice. For any shareholder who wants to assign a proxy to attend the meeting, please sign or stamp on the proxy form and deliver it to Wistron's Shareholder Service Office by mail or in person five days prior to the meeting. After the information is confirmed to be correct, the attendance notification form will be issued and sent to the proxy, based on which the proxy can attend the meeting. For any shareholder who wants to attend the meeting in person, please bring the attendance notification form (signed or stamped) on the day of the meeting.
- VIII.** If a proxy is solicited by a shareholder(s), the Company is required to compile details on the proxy solicitation parties and disclose such information on the Securities & Future Institute (SFI) website no later than April 15, 2025. Shareholder(s) can obtain the aforementioned information via the SFI website (<https://free.sfi.org.tw>).

- IX.** Wistron's Shareholder Service Office is the proxy tallying and verification institution for the Meeting.
- X.** Shareholders may exercise their voting rights electronically through the STOCKVOTE platform of Taiwan Depository & Clearing Corporation (<https://stockservices.tdcc.com.tw>) during the period from April 16, 2025 to May 13, 2025.
- XI.** Please be informed of the aforementioned.

Board of Directors

Wistron Corporation