

WISTRON CORPORATION

2022 ANNUAL GENERAL SHAREHOLDERS' MEETING MINUTES

(Translation)

Time: 9:00a.m., June 17, 2022
Venue: Chang Yung-Fa Foundation International Convention Center
(No. 11, Zhongshan S. Rd., Zhongzheng Dist., Taipei City, Taiwan, R.O.C.)

Total outstanding shares of Wistron Corporation: 2,844,333,050 shares. (Excluding no voting right shares of the Company Act 58,919,000 shares).

Total shares represented by shareholders present in person or by proxy: 1,613,074,802 shares

Percentage of outstanding shares held by shareholders present in person or by proxy: 56.71%

Directors present: Simon Lin, Chairman, Chairman of the Board of Directors
Robert Hwang, Vice Chairman,
Jack Chen, Independent Director (Chair of Audit Committee)
S.J. Paul Chien, Independent Director
Christopher Chang, Independent Director
Sam Lee, Independent Director
Peipei Yu, Independent Director

Chairman: Simon Lin

Recorder: Steven Wang

The aggregate shareholding of the shareholders present in person or by proxy constituted a quorum.
The Chairman called the meeting to order.

Chairman's Address (omitted)

I. Report Items

1. Report the business of 2021. (Please refer to Attachment 1)
2. Audit Committee's Review Report. (Please refer to Attachment 2)
3. Report the compensation for employees and directors of 2021. (Please refer to Meeting Agenda)

II. Ratification Items and Discussion Items

ITEM 1: Ratification of the Business Report and Financial Statements of 2021

Proposal: Submission (by the BOD) of the Company's 2021 business report and financial statements for ratification.

Explanatory Notes:

1. The Company's business report and financial statements for the year 2021 (Attachment 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 Attachment 1)
2. Submission for ratification.

Resolution:

Voting results: Shares present at the time of voting: 1,613,073,802

Approval votes	%	Disapproval votes	%	Invalid votes	%	Abstention votes/ no votes	%
1,216,671,721 (including 1,103,678,229 shares through e-voting)	75.43	2,227,481 (including 2,227,481 shares through e-voting)	0.13	0	0	394,174,600 (including 378,425,595 shares through e-voting)	24.44

RESOLVED, that the above proposal be and hereby was approved as proposed.

ITEM 2: Ratification of the proposal for distribution of 2021 profits

Proposal: Submission (by the BOD) of the proposal for 2021 earnings distribution for ratification.

Explanatory Notes:

1. The unappropriated retained earnings at the beginning of 2021 is NT\$3,783,822,840, after deducting the remeasurements of defined benefit obligation of NT\$81,478,397 and the changes in ownership interests in subsidiaries of NT\$130,624, then adding up the disposal of investments in equity instruments designated at fair value through other comprehensive income of NT\$117,225,305 and the share-based payment transaction NT\$528,000 and 2021 net profit of NT\$10,468,029,912 and set aside legal reserve of NT\$1,050,417,420 and special reserve of NT\$1,944,126,417, therefore the total amount of retained earnings available for distribution is NT\$11,293,453,199. The dividends and bonus proposed to be distributed to the shareholders shall be NT\$6,257,862,710 in cash (NT\$2.2 per share).
2. After the adoption of the resolution at the Shareholders' Meeting, the power with respect to setting the ex-dividend date and other relevant matters is reserved for the Chairman.
3. In the event that, before the ex-dividend date, the proposed earnings distribution plan is affected due to revisions to relevant laws or regulations, or upon the request of the competent authorities, or a change to the Company's common shares (i.e. repurchasing the Company's shares for transfer or cancellation, unsecured convertible bonds converting into common shares, capital increase by cash and capital increase by issuance of GDR, cancellation of part of Employee Restricted Stock Awards etc.), which results in changes in shareholders' allotment of cash dividend, it is proposed that the Chairman is authorized to duly adjust dividend payout rates.
4. Please refer to Attachment 3 for the Profit Appropriation Statement for 2021.
5. Submission for ratification.

Resolution:

Voting results: Shares present at the time of voting: 1,613,073,802

Approval votes	%	Disapproval votes	%	Invalid votes	%	Abstention votes/ no votes	%
1,221,314,991 (including 1,108,321,499 shares through e-voting)	75.71	1,218,878 (including 1,218,878 shares through e-voting)	0.08	0	0	390,539,933 (including 374,790,928 shares through e-voting)	24.21

RESOLVED, that the above proposal be and hereby was approved as proposed.

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

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

Explanatory Notes:

1. Fund raising purpose and size:

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

2. Fund raising methods and handling principles:

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

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

B. Upon the limit of 250 million common shares for the issuance of GDR through the issuance of new common shares by capital increase, the original shareholders' equity will be diluted by a maximum of 8.61%. The implementation of the fundraising plan will enhance the Company's competitiveness and benefit the shareholders; the determination of the issue price of the GDRs will be based on the fair trading price of common shares formed in the

domestic market. Existing shareholders may still be able to purchase common stock in domestic stock market at the price closing to the issue price of GDR without bearing the exchange risks and liquidity risks, and may take into account their interests.

- C. Except for 10% to 15% of new common shares shall be allocated for the employees' subscription in accordance with applicable law, it is proposed for the shareholders meeting to approve that the rights to the remaining 85% to 90% of the issuance shall be waived by the shareholders and shall be offered to the public under Article 28-1 of Securities and Exchange Act as the underlying shares of GDR to be sold. It is proposed to authorize the Chairman, depending on the market needs, to allot the new common shares not subscribed by employees of the Company as underlying shares of GDR.

(2) Issuance of new common shares for cash in public offering

- A. The par value of the new common shares to be issued per share is NT\$10. It is proposed to authorize the Chairman of the Company to coordinate with the underwriter(s) of the public offering to determine the actual issue price in accordance with the Taiwan Securities Association's Self-regulatory Rules Governing the Provision of Advisory Services by Underwriter Members to Issuing Companies for Offering and Issuing Securities and the market conditions and the issue price shall be reported to, and accepted by the regulatory authority before issuance.

- B. It is proposed to authorize the Board to choose either of the following methods to sell the new shares in the public offering through the underwriter(s):

- a. Except for 10% to 15% of the new shares must be offered to employees in accordance with Article 267, Paragraph I of the Company Act, it is proposed for the shareholders meeting to approve the pre-emptive rights to subscribe to the remaining shares to be waived by the shareholders in accordance with Article 28-1 of the Securities and Exchange Act and such remaining shares will be offered to the public via book building. It is proposed that any new common shares not subscribed by employees of the Company will be sold to the person(s) designated by the Chairman of the Company at the issue price.
- b. Except for 10% to 15% of the new shares must be offered to employees in accordance with Article 267, Paragraph I of the Company Act, it is proposed that 10% of the new shares to be sold to the public through the underwriter(s) in accordance with Article 28-1, Paragraph 2 of the Securities and Exchange Act and the remaining shares will be subscribed to by the existing shareholders of the Company in accordance with their shareholding. It is proposed that any new common shares not subscribed by employees and shareholders of the Company will be sold to the person(s) designated by the Chairman of the Company at the issue price.

(3) Issuance of new common shares for cash in private placement and/or issuance of new common shares for cash to sponsor issuance of GDR in private placement

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

- a. The common stock price per share shall be set at no less than 85% of the reference price. The reference price is set as the higher of the following two basis prices:
 - (i) The simple average closing price of the common shares of the Company for either the one, three, or five business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction.

- (ii) The simple average closing price of the common shares of the Company for the thirty business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction.
- b. The pricing date, actual reference price, theoretical price, and actual issuance price are proposed to be authorized to the Board of Directors to determine within the range approved by the shareholders meeting, after taking into consideration the market status, objective conditions, and qualification of specific parties. Considering that the Securities and Exchange Act has set the restrictions on transfers of the privately placed securities for three full years, the price determination above shall be reasonable.

B. The method to determine specific parties:

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

C. The necessity of private placement:

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

3. Use of proceeds, schedule and projected benefit:

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

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

5. The new common shares to be issued to sponsor issuance of GDR, the new common shares to be issued in public offering, the new common shares in private placement and/or the new common shares to sponsor issuance of GDR in private placement will be issued in scripless form. However the new common shares in private placement and the new common shares to sponsor issuance of GDR are subject to the selling restrictions within three years after the delivery date under Article 43-8 of the Securities and Exchange Act, the new common shares to be issued to sponsor the GDR and the new common shares to be issued in public offering, new common shares in private placement and new common shares to sponsor issuance of GDR in private placement will have the same rights and obligations as the Company's existing issued and outstanding common shares.
6. It is proposed to authorize the Chairman or the Chairman's designee, on behalf of the Company, to handle all matters relating to, and sign all agreements and documents in connection with, issuance of new common shares to sponsor issuance of GDR and/or issuance of new common shares in public offering and/or issuance of new common shares in private placement and/or issuance of new common shares to sponsor issuance of GDR in private placement.
7. The Board is authorized to handle all matters which are not addressed herein in accordance with the applicable laws and regulations.
8. Please discuss.

Resolution:

Voting results: Shares present at the time of voting: 1,613,073,802

Approval votes	%	Disapproval votes	%	Invalid votes	%	Abstention votes/ no votes	%
1,080,499,675 (including 1,035,399,892 shares through e-voting)	66.98	44,611,633 (including 44,580,106 shares through e-voting)	2.77	0	0	487,962,494 (including 404,351,307 shares through e-voting)	30.25

RESOLVED, that the above proposal be and hereby was approved as proposed.

ITEM 4: 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 the regulations update, it is proposed to make amendments to the "Articles of Incorporation."
2. Please discuss.

Comparison between Original and Amendments to “Articles of Incorporation”

Items	Original Version	Amended Version	Reason
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’ 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. <u>The shareholders’ meeting can be held by means of visual communication network or other methods promulgated by the central competent authority.</u> <u>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.</u>	In order to comply with the regulations update.
Article 20 The 23 rd amendment was made on July 20, 2021. The 23 rd amendment was made on July 20, 2021. <u>The 24th amendment was made on June 17, 2022.</u>	Correspondence to the amendment date.

Resolution:

Voting results: Shares present at the time of voting: 1,613,073,802

Approval votes	%	Disapproval votes	%	Invalid votes	%	Abstention votes/ no votes	%
1,162,698,280 (including 1,049,704,788 shares through e-voting)	72.08	28,743,335 (including 28,743,335 shares through e-voting)	1.78	0	0	421,632,187 (including 405,883,182 shares through e-voting)	26.14

RESOLVED, that the above proposal be and hereby was approved as proposed.

ITEM 5: Discussion of amendments to the “Rules and Procedures of Shareholders’ Meeting”

Proposal: Submission (by the BOD) of a proposal to amend certain parts of the Company’s “Rules and Procedures of Shareholders’ Meeting.”

Explanatory Notes:

1. In order to comply with the regulations update, it is proposed to make amendments to the “Rules and Procedures of Shareholders’ Meeting.” Please refer to Attachment 4 for the comparison between the original and the amendments.
2. Please discuss.

Resolution:

Voting results: Shares present at the time of voting: 1,613,073,802

Approval votes	%	Disapproval votes	%	Invalid votes	%	Abstention votes/ no votes	%
1,162,622,216 (including 1,049,628,724 shares through e-voting)	72.07	28,791,972 (including 28,791,972 shares through e-voting)	1.79	0	0	421,659,614 (including 405,910,609 shares through e-voting)	26.14

RESOLVED, that the above proposal be and hereby was approved as proposed.

ITEM 6: Discussion of amendments to the “Procedures of Asset Acquisition and Disposal”

Proposal: Submission (by the BOD) of a proposal to amend certain parts of the Company’s “Procedures of Asset Acquisition and Disposal.”

Explanatory Notes:

1. In order to comply with the regulations update and the operational needs, it is proposed to make amendments to the “Procedures of Asset Acquisition and Disposal.” Please refer to Attachment 5 for the comparison between the original and the amendments.
2. Please discuss.

Resolution:

Voting results: Shares present at the time of voting: 1,613,073,802

Approval votes	%	Disapproval votes	%	Invalid votes	%	Abstention votes/ no votes	%
1,191,836,117 (including 1,078,842,625 shares through e-voting)	73.89	1,146,066 (including 1,146,066 shares through e-voting)	0.07	0	0	420,091,619 (including 404,342,614 shares through e-voting)	26.04

RESOLVED, that the above proposal be and hereby was approved as proposed.

III. Extemporary Motion: None.

IV. Meeting Adjourned: 10:13 a.m., June 17, 2022.

Attachment 1

Wistron Corporation Business Report

In the year of 2021, the globe is still learning to strive against the COVID and try to coexist with the corona virus. The epidemic brings dramatic changes to the enterprises and the individuals all around the world, impacting the lifestyles and work patterns, which reflect the demand and supply in the market unceasingly. The severe situation of insufficient supply of key components and unsmooth transportation remains the same. Under all these challenges, Wistron still manage to maintain businesses growth in several sectors, e.g. laptops, display products, keyboard modules, and enterprise products. With the rising awareness of environmental sustainability, the green energy renewable product line also accomplishes a brilliant performance.

Hereby, I would like to briefly summarize Wistron's 2021 business results, business plan for 2022, and the company's future development strategy.

2021 Financial and Operation Results

Wistron's annual consolidated revenue of 2021 reached NT\$862.1 billion, with growth rate of 2%. Gross profit margin was 5.9%, consolidated operating profit was NT\$16.375 billion, consolidated pre-tax profit was NT\$19.234 billion, with the consolidated operating profit rate of 1.9%. Net profit after tax attributable to owners of parent was NT\$10.468 billion, with EPS NT\$3.76. In 2021 among our product lines, laptops, display, smart devices and enterprise products enjoyed growth, while the rest of the main product lines either remained at the same level or experienced a decline.

Sustainable Development and CSR

For three consecutive years (5th to 7th round), Wistron has been recognized by the top 5% of corporate governance evaluations. In 2011, we won the Best Employer Award in Asia, awarded by HR Asia, rating A of MSCI ESG, and rating A- "Leadership level" of Climate Change Rating by CDP Carbon Disclosure Project, and also selected into "FTSE4Good Taiwan Sustainability Index". In addition, Wistron actively participates in the international evaluation of Dow Jones Sustainability Index (DJSI), and won S&P Global Bronze Class and S&P Global Industry Mover in the Computers & Peripherals and Office Electronics industry sector.

2022 Business and Operation Focus

Since the restructuring in 2019, the operating model of the three business entities (Wistron Technology, Wistron Intelligence, and New Business) has been developed stably and firmly, which is reflected in agile efficiency and diversified operations. Along with the concept of sustainability, this year we will focus on five major business directions, described as follows:

(1) Global Strategy Optimization

In response to the rapid changes of customer demand and environmental situation, we strategically integrate multi-location resources and local advantages of global sites to optimize cost and efficiency management. Vietnam site has completed construction and put into production, Mexico site has begun the expansion, expected to be completed this year. India and Malaysia plant maintains normal operations despite the impact of the epidemic.

(2) Proactively Develop New Technologies and Products

In recent years, we invested in high-speed graphics chip accelerator cards and servers, expected to achieve rapid and significant growth with the trend of artificial intelligence. In the bullish situation of Internet of Vehicles (IoV) and new energy vehicles, we also actively investing in the automotive electronic modules and display markets. Wistron has obtained patent rights in many major economies around the world, and was selected as one of the top 100 innovative institutions in the world by Clarivate Analytics for the first time.

(3) New Business Investment and Development

Keeping eyes on the new-generation business models and innovative enterprise value, our new business focus on industries such as enterprise online learning, smart medical care, 5G+AI applications and SaaS platform for manufacturing industry. We pay attention to talent cultivation and team learning, introduce digital management, continue to optimize platform services and user experience value, and provide differentiated services and present value innovation.

(4) Reinforce Digital Transformation

Over the years, we have actively introduced digital technology and artificial intelligence into daily operations, in order to optimize all aspects of internal systems. Now we are more committed for digital transformation implementation of all sites to achieve globally consistency and synchrony in operation management. The Kunshan plant, which mainly manufacture digital AIoT Devices (smart Internet of Things devices), was selected as the WEF World Economic Forum Lighthouse

Factory. This honor represents a key milestone in promoting digital transformation with cutting-edge technology.

(5) Enhancing ESG Visibility and Competitiveness

Taking environmental protection, social integration, corporate governance and innovative value (ESGI) as the four major topics of sustainable development, we gradually establish a complete and differentiated sustainable development strategy, and formulate short, medium and long-term action plans for various indicators and goals. Through regular review of implementation results, we could deepen sustainable management actions and implement the commitment to sustainable development.

Outlook for the Future

With the vision of "innovative and sustainable", Wistron officially initiates the third decade and enters the next stage. Looking forward to accelerating the global deployment, strengthening R&D of new technologies, reinforce digital transformation and introducing AI capability, we are committed to implementing the company's four core values: **customer focus, integrity, innovation and sustainability**. We will integrate internal resources and external partners cooperation, develop new business models, and continue to pursue profitable growth.

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

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, 2021 and 2020, the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, 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 audit of the parent company only financial statements in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants, and the auditing standards generally accepted in 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 Company in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the 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. Provision of sales return and allowance (current refund liability)

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 the key audit matter

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

How the matter was addressed in our audit

Our principal audit procedures included testing the Company's controls surrounding the revenue recognition and cash collection for key manual and system based controls, tracing general ledger to sales systems and reconciling the differences; understanding the types of revenue, contract provisions and transaction terms to evaluate the accuracy of the timing of revenue recognition; and assessing the appropriateness in applying accounting policies to revenue recognition process.

2. Inventory valuation

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

Description of the key audit matter

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

How the matter was addressed in our audit

In relation to the key audit matter above, our audit procedures included the examining the inventory aging report, analyzing the variation in inventories, and evaluating the selling price used for the Company's inventory valuation and the changes on fair values of the inventories subsequently; selecting samples to assess the reasonableness of the net realizable values by comparing them to the original documents; as well as considering the adequacy of the Company's disclosure in this area.

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 auditing standards generally accepted in 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 auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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

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

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

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

KPMG

Taipei, Taiwan (Republic of China)
March 16, 2022

Notes to Readers

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

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

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

Parent Company Only Statements of Comprehensive Income

For the years ended December 31, 2021 and 2020

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

	2021		2020	
	Amount	%	Amount	%
4000 Net revenues (notes 6(u) and 7)	\$ 670,440,580	100	687,686,152	100
5000 Cost of sales (notes 6(g)(i)(j)(k)(n)(p)(s)(w), 7 and 12)	650,976,729	97	666,864,786	97
5900 Gross profit	19,463,851	3	20,821,366	3
5910 Realized (unrealized) profit from sales	192,083	-	(146,080)	-
5950 Net gross profit	19,655,934	3	20,675,286	3
6000 Operating expenses (notes 6(e)(f)(i)(j)(k)(n)(p)(s)(w), 7 and 12):				
6100 Selling	3,300,880	-	2,915,782	-
6200 Administrative	3,455,148	1	2,527,625	-
6300 Research and development	14,671,035	2	13,564,223	2
Total operating expenses	21,427,063	3	19,007,630	2
6900 Operating income	(1,771,129)	-	1,667,656	1
7000 Non-operating income and expenses (notes 6(h)(l)(n)(o)(v)(x), 7 and 12):				
7100 Interest income	74,049	-	81,898	-
7010 Other income	224,836	-	118,941	-
7020 Other gains and losses	257,314	-	23,097	-
7050 Finance costs	(970,365)	-	(1,270,967)	-
7070 Recognized share of subsidiaries, associates and joint ventures accounted for equity method	12,948,376	2	8,041,587	1
Total non-operating income and expenses	12,534,210	2	6,994,556	1
7900 Profit before tax	10,763,081	2	8,662,212	2
7950 Less: Income tax expenses (benefit) (note 6(q))	295,051	-	(19,550)	-
8200 Net profit	10,468,030	2	8,681,762	2
8300 Other comprehensive income (notes 6(h)(p)(q)(r)(x))				
8310 Components of other comprehensive income (loss) that will not be reclassified to profit or loss				
8311 Losses on remeasurements of defined benefit plans	(109,843)	-	(250,843)	-
8316 Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	(232,514)	-	(121,421)	-
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	649,709	-	69,763	-
8349 Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	13,592	-	(2,345)	-
	293,760	-	(300,156)	-
8360 Components of other comprehensive income (loss) that will be reclassified to profit or loss				
8361 Exchange differences on translation of foreign financial statements	(2,094,753)	(1)	(3,878,882)	(1)
8380 Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss	(118,726)	-	320,170	-
8399 Less: Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
	(2,213,479)	(1)	(3,558,712)	(1)
Other comprehensive income	(1,919,719)	(1)	(3,858,868)	(1)
8500 Total comprehensive income	\$ 8,548,311	1	4,822,894	1
Earnings per share (in dollars) (note 6(t))				
9750 Basic earnings per share	\$ 3.76		3.10	
9850 Diluted earnings per share	\$ 3.64		3.03	

See accompanying notes to parent company only financial statements.

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

Statements of Changes in Equity

For the years ended December 31, 2021 and 2020
(Expressed in Thousands of New Taiwan Dollars)

	Share capital			Retained earnings			Other equity				Total equity	
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income	Deferred compensation arising from issuance of restricted shares	Treasury shares		
Balance at January 1, 2020	28,406,121	24,681,872	8,470,524	4,128,234	11,706,957	24,398,715	(2,952,181)	(383,943)	-	(3,556,124)	-	73,950,584
Net profit	-	-	-	-	8,681,792	8,681,792	-	-	-	-	-	8,681,792
Other comprehensive income	-	-	-	-	(208,765)	(208,765)	(3,573,602)	(76,501)	-	(3,650,103)	-	(3,858,868)
Total comprehensive income	-	-	-	-	8,472,997	8,472,997	(3,573,602)	(76,501)	-	(3,650,103)	-	4,822,894
Appropriation and distribution of retained earnings:												
Legal reserve	-	-	680,077	-	(680,077)	-	-	-	-	-	-	-
Special reserve	-	-	-	(592,110)	592,110	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	(5,681,224)	(5,681,224)	-	-	-	-	-	(5,681,224)
Changes in equity of associates and joint ventures accounted for using equity method	-	-	-	-	-	-	-	-	-	-	-	-
Purchase of treasury shares	-	(27,576)	-	-	6,872	6,872	-	-	-	-	(1,607,259)	(20,704)
Changes in ownership interests in subsidiaries	-	(15,028)	-	-	(4,487)	(4,487)	-	-	-	-	(19,515)	(19,515)
Share-based payment transactions	-	1,118,242	-	-	-	-	-	-	(999,742)	(999,742)	-	118,500
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	(339,706)	(339,706)	-	339,706	-	339,706	-	-
Others	-	2,501	-	-	-	-	-	-	-	-	-	2,501
Balance at December 31, 2020	28,406,121	25,760,011	9,150,601	3,536,124	14,166,442	26,853,167	(6,525,783)	(320,738)	(999,742)	(7,846,263)	(1,607,259)	71,565,777
Net profit	-	-	-	-	10,468,030	10,468,030	-	-	-	-	-	10,468,030
Other comprehensive income	-	-	-	-	(81,478)	(81,478)	(2,216,978)	378,737	-	(1,838,241)	-	(1,919,719)
Total comprehensive income	-	-	-	-	10,386,552	10,386,552	(2,216,978)	378,737	-	(1,838,241)	-	8,548,311
Appropriation and distribution of retained earnings:												
Legal reserve	-	-	813,568	-	(813,568)	-	-	-	-	-	-	-
Special reserve	-	-	-	3,310,397	(3,310,397)	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	(6,258,655)	(6,258,655)	-	-	-	-	-	(6,258,655)
Changes in equity of associates and joint ventures accounted for using equity method	-	-	-	-	-	-	-	-	-	-	-	-
Changes in ownership interests in subsidiaries	-	349,390	-	-	-	-	-	-	-	-	-	349,390
Partial disposal of the investment in the subsidiary	-	(13,657)	-	-	(130)	(130)	-	-	-	-	-	(13,787)
Share-based payment transactions	-	3,354,164	-	-	-	-	11,335	4	-	11,339	-	3,365,503
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	(626,400)	-	-	528	528	-	-	348,855	348,855	-	349,383
Others	-	-	-	-	117,225	117,225	-	(117,225)	-	(117,225)	-	-
Balance at December 31, 2021	29,032,521	28,834,524	9,964,169	6,846,321	14,287,997	31,098,687	(8,731,426)	(59,222)	(650,887)	(9,441,535)	(1,607,259)	77,916,938

See accompanying notes to parent company only financial statements.

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

WISTRON CORPORATION

Parent Company Only Statements of Cash Flows

For the years ended December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars)

	2021	2020
Cash flows used in operating activities:		
Profit before tax	\$ 10,763,081	8,662,212
Adjustments:		
Adjustments to reconcile profit		
Depreciation expense	1,031,497	652,187
Amortization expense	275,567	244,840
Expected credit loss	25,156	32,216
Net loss (gain) on financial assets or liabilities at fair value through profit or loss	218,246	(122,216)
Interest expense	970,365	1,270,967
Interest income	(74,049)	(81,898)
Dividend income	(183,476)	(85,050)
Compensation cost arising from share-based payments	348,855	118,500
Recognized share of associates and joint ventures accounted for equity method	(12,948,376)	(8,041,587)
Gain on disposal of property, plant and equipment	(16,737)	(7,178)
Property, plant and equipment reclassified as expenses	-	3,307
Other assets reclassified as expenses	-	4,973
Loss on disposal of investments	1,654	3,495
Other investment loss (gains)	86,540	(265)
Unrealized (realized) profit from sales	(192,083)	146,080
Lease modification loss	507	68
Gain on foreign currency exchange arising from loans and guarantee deposits	(2,333,234)	(3,121,990)
Amortization on bank arrangement fees	16,937	16,425
Total adjustments to reconcile profit	(12,772,631)	(8,967,126)
Changes in operating assets and liabilities:		
Changes in operating assets:		
Decrease (increase) in trade receivables	(5,468,273)	17,346,740
Decrease (increase) in trade receivables-related parties	(36,461,555)	22,702,623
Decrease (increase) in other receivables-related parties	1,439,942	(1,632,721)
Increase in inventories	(7,500,893)	(8,370,926)
Decrease (increase) in other current assets	(1,150,277)	1,062,656
Total changes in operating assets	(49,141,056)	31,108,372
Changes in operating liabilities:		
Increase in current contract liabilities	547,531	170,699
Decrease in note and trade payables	(2,391,631)	(14,101,753)
Increase (decrease) in trade payables-related parties	28,628,258	(58,050,674)
Increase (decrease) in other payables-related parties	(140,479)	98,239
Increase in current refund liability	873,819	3,382,943
Increase (decrease) in other current liabilities	(1,645,270)	5,327,258
Decrease in other non-current liabilities	(136,866)	(210,964)
Total changes in operating liabilities	25,735,362	(63,384,252)
Net changes in operating assets and liabilities	(23,405,694)	(32,275,880)
Total changes in operating assets and liabilities	(36,178,325)	(41,243,006)
Cash inflow used in operations	(25,415,244)	(32,580,794)
Interest received	70,088	80,663
Dividends received	4,542,114	2,176,225
Interest paid	(944,003)	(1,313,521)
Income taxes paid	(872,713)	(364,016)
Net cash flows used in operating activities	(22,619,758)	(32,201,443)
Cash flows used in investing activities:		
Increase in other receivables-related parties	(923,160)	(530,210)
Acquisition of financial assets at fair value through other comprehensive income	(192,228)	(254,979)
Proceeds from disposal of financial assets at fair value through other comprehensive income	81,996	12,772
Return of financial assets at fair value through other comprehensive income	40,491	6,801
Acquisition of financial assets at amortized cost	(1,404,046)	-
Acquisition of financial assets at fair value through profit or loss	-	(20,000)
Proceeds from disposal of financial assets at fair value through profit or loss	20,065	50,406
Proceeds from capital reduction of investments accounted for using equity method	10,677,340	668,266
Addition to equity-accounted investees	(3,828,227)	(7,760,104)
Proceeds from disposal of equity-accounted investees	9,350	124,004
Partial disposal of the investment in the subsidiary	3,900,940	-
Acquisition of property, plant and equipment	(924,671)	(1,400,895)
Proceeds from disposal of property, plant and equipment	150,412	3,465
Increase in refundable deposits	(102,799)	(83,224)
Increase in intangible assets	(344,980)	(288,204)
Increase in other non-current assets	(244,363)	(213,517)
Net cash flows generated from (used in) investing activities	6,916,120	(9,685,419)
Cash flows generated from financing activities:		
Increase in short-term loans	477,516,265	679,489,732
Repayments of short-term loans	(459,871,001)	(631,796,685)
Increase in long-term loans	28,337,440	28,658,993
Repayments of long-term loans	(23,574,935)	(25,781,843)
Decrease in guarantee deposits received	(315,761)	(320,680)
Repayments of lease liabilities	(584,479)	(207,924)
Cash dividends paid	(6,258,127)	(5,681,224)
Payments to acquire treasury shares	-	(1,607,259)
Others	11,016	2,501
Net cash flows generated from financing activities	15,260,418	42,755,611
Net increase (decrease) in cash and cash equivalents	(443,220)	868,749
Cash and cash equivalents at beginning of year	3,907,196	3,038,447
Cash and cash equivalents at end of year	\$ 3,463,976	3,907,196

See accompanying notes to parent company only financial statements.

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, 2021 and 2020, the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2021 and 2020, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards (“IFRSs”), International Accounting Standards (“IASs”), Interpretations developed by the International Financial Reporting Interpretations Committee (“IFRIC”) or the former Standing Interpretations Committee (“SIC”) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the auditing standards generally accepted in 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 Certified Public Accountants Code of Professional Ethics in Republic of China (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. Based on our audits and the reports of other auditors, 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. Income recognition

Please refer to Note 4(r) “Revenue from contracts with customers” for accounting policy, and Note 6(z) 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.

How the matter was addressed in our audit

Our principal audit procedures included testing the Group's controls surrounding the revenue recognition and cash collection for key manual and system based controls, tracing general ledger to sales systems and reconciling the differences; understanding the types of revenue, contract provisions and transaction terms to evaluate the accuracy of the timing of revenue recognition; and assessing the appropriateness in applying accounting policies to revenue recognition process.

2. Inventory valuation

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 consolidated financial statements.

Description of key audit matter

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

How the matter was addressed in our audit

In relation to the key audit matter above, our audit procedures included the examining the inventory aging report, analyzing the variation in inventories, and evaluating the selling price used for the Company's inventory valuation and the changes on fair values of the inventories subsequently; selecting samples to assess the reasonableness of the net realizable values by comparing them to the original documents; as well as considering the adequacy of the Company's disclosure in this area.

Other Matter

Wistron Corporation has prepared its parent-company-only financial statements as of and for the years ended December 31, 2021 and 2020, on which we have issued an unmodified opinion.

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

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

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in 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 auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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

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

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

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

KPMG

Taipei, Taiwan (Republic of China)

March 16, 2022

Notes to Readers

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

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

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

Consolidated Balance Sheets

December 31, 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars)

	December 31, 2021		December 31, 2020		December 31, 2021		December 31, 2020						
	Amount	%	Amount	%	Amount	%	Amount	%					
Assets													
Current assets:													
1100	Cash and cash equivalents (note 6(a))	\$	70,154,241	14	66,203,801	15	2100	Short-term loans (notes 6(j)(d)(f))	\$	140,899,659	29	102,040,205	24
1110	Current financial assets at fair value through profit or loss (note 6(b))		12,085,449	3	14,003,636	3	2120	Current financial liabilities at fair value through profit or loss (note 6(b))		28,954	-	23,007	-
1136	Current financial assets at amortized cost, net (note 6(c))		1,405,046	-	-	2130	Current contract liabilities (note 6(z))		5,655,399	1	4,040,436	1	
1170	Note and trade receivables, net (notes 6(c)(z) and 7)		161,012,134	32	127,226,803	30	2170	Notes and trade payables		167,293,973	34	113,854,541	27
1180	Trade receivables-related parties (notes 6(e)(z) and 7)		153,371	-	308,155	-	2180	Trade payables-related parties (note 7)		1,010,591	-	836,331	-
1210	Other receivables-related parties (notes 6(f) and 7)		13,689	-	14,657	-	2220	Other payables-related parties (note 7)		79,584	-	30,734	-
1220	Current tax assets		754,750	-	1,440,522	-	2260	Liabilities related to non-current assets classified as held for sale (note 6(k))		-	-	33,662,861	8
130X	Inventories (note 6(g))		161,378,122	33	95,053,647	22	2280	Current lease liabilities (notes 6(i)(d) and 7)		1,684,637	-	1,674,394	-
1460	Non-current assets classified as held for sale, net (note 6(k))		-	-	45,681,090	11	2322	Current portion of long-term loans (note 6(q)(a)(f))		1,218,360	-	-	-
1470	Other current assets (notes 6(h)(g) and 8)		14,830,749	3	11,970,036	3	2365	Current refund liability (note 6(z))		10,918,128	2	9,560,522	2
	Total current assets		<u>421,785,551</u>	<u>85</u>	<u>361,950,447</u>	<u>84</u>	<u>2399</u>	Other current liabilities (note 6(ab))		35,793,154	8	47,976,458	11
	Non-current assets:							Total current liabilities		<u>365,583,339</u>	<u>74</u>	<u>313,699,489</u>	<u>73</u>
1510	Non-current financial assets at fair value through profit or loss (note 6(b))		584,803	-	74,754	-	2550	Bonds payable (notes 6(r)(d)(f))		9,436,448	2	4,991,783	1
1517	Non-current financial assets at fair value through other comprehensive income (note 6(d))		6,613,497	1	5,776,152	1	2540	Long-term loans (notes 6(q)(a)(f))		23,237,238	5	20,332,308	5
1550	Equity-accounted investees (note 6(h))		7,107,549	2	7,024,318	2	2570	Deferred tax liabilities (note 6(v))		3,053,770	-	2,963,661	1
1600	Property, plant and equipment (notes 6(i)(m) and 7)		42,209,556	9	36,572,242	9	2580	Non-current lease liabilities (notes 6(s)(d) and 7)		1,591,385	-	1,122,922	-
1755	Right-of-use assets (notes 6(j)(c) and 7)		6,858,206	1	5,608,766	1	2600	Other non-current liabilities (notes 6(i)(a)(b))		1,510,827	-	1,786,203	-
1780	Intangible assets (notes 6(j)(o))		1,730,173	-	1,104,234	-		Total non-current liabilities		39,229,668	7	31,196,877	7
1840	Deferred tax assets (note 6(v))		6,181,969	1	6,120,938	2		Total liabilities		<u>404,813,027</u>	<u>81</u>	<u>344,896,366</u>	<u>80</u>
1900	Other non-current assets (notes 6(j)(c) and 8)		4,225,502	1	4,580,534	1		Equity attributable to owners of parent (notes 6(o)(v)(x)(y)):					
	Total non-current assets		<u>75,511,255</u>	<u>15</u>	<u>66,852,098</u>	<u>16</u>	<u>3110</u>	Ordinary shares		29,032,521	6	28,406,121	7
								Capital surplus		28,834,524	6	25,760,011	6
								Retained earnings		31,098,687	6	26,835,167	6
								Other equity		(9,441,535)	(2)	(7,846,263)	(2)
								Treasury shares		(1,607,259)	-	(1,607,259)	-
								Total equity attributable to owners of parent		<u>77,916,938</u>	<u>16</u>	<u>71,565,777</u>	<u>17</u>
								Non-controlling interests (notes 6(i)(w))		14,567,841	3	12,350,302	3
								Total equity		<u>92,484,779</u>	<u>19</u>	<u>83,916,079</u>	<u>20</u>
								Total liabilities and equity		<u>\$ 497,297,806</u>	<u>100</u>	<u>\$ 428,822,445</u>	<u>100</u>

See accompanying notes to financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese.)
WISTRON CORPORATION AND SUBSIDIARIES
Consolidated Statement of Comprehensive Income
For the years ended December 31, 2021 and 2020
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Share)

	2021		2020	
	Amount	%	Amount	%
4000 Net revenues (notes 6(z) and 7)	\$ 862,082,848	100	845,011,844	100
5000 Cost of sales (notes 6(g)(m)(n)(o)(s)(u)(x)(ab), 7 and 12)	<u>810,948,132</u>	<u>94</u>	<u>798,958,664</u>	<u>95</u>
5900 Gross profit	<u>51,134,716</u>	<u>6</u>	<u>46,053,180</u>	<u>5</u>
Operating expenses (notes 6(c)(f)(m)(n)(o)(s)(u)(x)(ab), 7 and 12):				
6100 Selling	9,467,427	1	8,866,295	1
6200 Administrative	4,531,156	1	3,666,552	-
6300 Research and development	<u>20,761,495</u>	<u>2</u>	<u>19,049,271</u>	<u>2</u>
Total operating expenses	<u>34,760,078</u>	<u>4</u>	<u>31,582,118</u>	<u>3</u>
6900 Operating income	<u>16,374,638</u>	<u>2</u>	<u>14,471,062</u>	<u>2</u>
Non-operating income and expenses (notes 6(h)(k)(r)(s)(t)(aa) and 7):				
7100 Interest income	1,306,757	-	1,888,042	-
7010 Other income	499,624	-	210,312	-
7020 Other gains and losses	2,816,161	-	2,177,004	-
7050 Finance costs	(1,880,091)	-	(2,348,171)	-
7060 Shares of associates and joint ventures accounted for equity method	117,188	-	447,126	-
Total non-operating income and expenses	<u>2,859,639</u>	<u>-</u>	<u>2,374,313</u>	<u>-</u>
7900 Profit before tax	<u>19,234,277</u>	<u>2</u>	<u>16,845,375</u>	<u>2</u>
7950 Less: Income tax expenses (note 6(v))	<u>4,506,466</u>	<u>-</u>	<u>3,937,479</u>	<u>-</u>
8200 Net profit	<u>14,727,811</u>	<u>2</u>	<u>12,907,896</u>	<u>2</u>
8300 Other comprehensive income (notes 6(h)(u)(v))				
Components of other comprehensive income (loss) that will not be reclassified to profit or loss:				
8310 Losses on remeasurements of defined benefit plans	(92,369)	-	(260,057)	-
8316 Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	414,501	-	(48,126)	-
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	(11,071)	-	(2,664)	-
8349 Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	<u>19,225</u>	<u>-</u>	<u>(8,282)</u>	<u>-</u>
	<u>291,836</u>	<u>-</u>	<u>(302,565)</u>	<u>-</u>
Components of other comprehensive income (loss) that will be reclassified to profit or loss:				
8360 Exchange differences on translation of foreign financial statements	(2,241,595)	(1)	(3,698,533)	-
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	(68,547)	-	(5,513)	-
8399 Less: Income tax related to components of other comprehensive income that will be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>(2,310,142)</u>	<u>(1)</u>	<u>(3,704,046)</u>	<u>-</u>
Total other comprehensive income, net of tax	<u>(2,018,306)</u>	<u>(1)</u>	<u>(4,006,611)</u>	<u>-</u>
8500 Total comprehensive income	<u>\$ 12,709,505</u>	<u>1</u>	<u>8,901,285</u>	<u>2</u>
Net profit attributable to (notes 6(l)(w)):				
8610 Owners of parent	\$ 10,468,030	1	8,681,762	1
8620 Non-controlling interests	<u>4,259,781</u>	<u>1</u>	<u>4,226,134</u>	<u>1</u>
	<u>\$ 14,727,811</u>	<u>2</u>	<u>12,907,896</u>	<u>2</u>
Comprehensive income attributable to (notes 6(l)(w)):				
8710 Owners of parent	\$ 8,548,311	1	4,822,894	1
8720 Non-controlling interests	<u>4,161,194</u>	<u>-</u>	<u>4,078,391</u>	<u>1</u>
	<u>\$ 12,709,505</u>	<u>1</u>	<u>8,901,285</u>	<u>2</u>
Earnings per share (in dollars)(note 6(y))				
9750 Basic earnings per share	<u>\$ 3.76</u>		<u>3.10</u>	
9850 Diluted earnings per share	<u>\$ 3.64</u>		<u>3.03</u>	

See accompanying notes to financial statements.

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

Consolidated Statement of Changes in Equity

For the years ended December 31, 2021 and 2020
 (Expressed in Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent												
	Retained earnings				Other equity								
Share capital	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income	Deferred compensation arising from issuance of restricted shares	Treasury shares	Total equity attributable to owners of parent	Non-controlling interests	Total equity
Balance at January 1, 2020	\$ 28,406,121	24,681,872	8,470,524	4,128,234	11,799,957	24,398,715	(2,952,181)	(583,943)	-	-	73,950,584	9,950,490	83,901,074
Net profit	-	-	-	-	8,681,762	8,681,762	-	-	-	-	8,681,762	4,226,134	12,907,896
Other comprehensive income	-	-	-	-	(208,765)	(208,765)	(3,573,602)	(76,501)	-	-	(3,858,868)	(147,743)	(4,006,611)
Total comprehensive income	-	-	-	-	8,472,997	8,472,997	(3,573,602)	(76,501)	-	-	4,822,894	4,078,391	8,901,285
Appropriation and distribution of retained earnings:													
Legal reserve	-	-	680,077	(592,110)	(680,077)	-	-	-	-	-	-	-	-
Special reserve	-	-	-	(592,110)	592,110	-	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	(5,681,224)	(5,681,224)	-	-	-	-	(5,681,224)	-	(5,681,224)
Changes in equity of associates and joint ventures accounted for using equity method	-	(27,576)	-	-	6,872	6,872	-	-	-	-	(20,704)	-	(20,704)
Purchase of treasury shares	-	(15,028)	-	-	(4,487)	(4,487)	-	-	-	(1,607,259)	(1,607,259)	-	(1,607,259)
Changes in ownership interests in subsidiaries	-	1,118,242	-	-	-	-	-	-	(999,742)	-	118,500	-	(19,515)
Share-based payment transactions	-	-	-	-	-	-	-	-	-	-	-	-	118,500
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	2,501	-	-	(339,706)	(339,706)	-	339,706	-	-	2,501	-	2,501
Others	-	-	-	-	-	-	-	-	-	-	-	-	-
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	(1,668,579)	(1,668,579)
Balance at December 31, 2020	28,406,121	25,760,011	9,150,601	3,536,124	14,166,442	26,853,167	(6,525,783)	(320,738)	(999,742)	(1,607,259)	71,565,777	12,360,302	83,926,079
Net profit	-	-	-	-	10,468,030	10,468,030	-	-	-	-	10,468,030	4,259,781	14,727,811
Other comprehensive income	-	-	-	-	(81,478)	(81,478)	(2,216,978)	378,737	-	-	(1,919,719)	(98,587)	(2,018,306)
Total comprehensive income	-	-	-	-	10,386,552	10,386,552	(2,216,978)	378,737	-	-	8,548,311	4,161,194	12,709,505
Appropriation and distribution of retained earnings:													
Legal reserve	-	-	813,568	-	(813,568)	-	-	-	-	-	-	-	-
Special reserve	-	-	-	3,310,397	(3,310,397)	-	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	(6,258,655)	(6,258,655)	-	-	-	-	(6,258,655)	-	(6,258,655)
Changes in equity of associates and joint ventures accounted for using equity method	-	349,390	-	-	-	-	-	-	-	-	349,390	-	349,390
Changes in ownership interests in subsidiaries	-	(13,657)	-	-	(130)	(130)	-	-	-	-	(13,787)	-	(13,787)
Disposal of part of the equity of the subsidiary company	-	3,354,164	-	-	11,335	11,335	-	4	-	-	3,365,503	-	3,365,503
Share-based payment transactions	-	(626,400)	-	-	528	528	-	-	348,855	-	349,383	-	349,383
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	117,225	117,225	-	(117,225)	-	-	11,016	-	11,016
Others	-	11,016	-	-	-	-	-	-	-	-	-	-	-
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	(1,953,655)	(1,953,655)
Balance at December 31, 2021	\$ 29,032,521	28,834,524	9,964,169	6,846,521	14,287,997	31,098,687	(8,731,426)	(59,222)	(650,887)	(1,607,259)	77,916,938	14,567,841	92,484,779

See accompanying notes to financial statements.

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

Consolidated Statement of Cash Flows
For the years ended December 31, 2021 and 2020
(Expressed in Thousands of New Taiwan Dollars)

	2021	2020
Cash flows used in operating activities:		
Profit before tax	\$ 19,234,277	16,845,375
Adjustments:		
Adjustments to reconcile profit		
Depreciation expense	8,866,390	9,736,831
Amortization expense	358,719	323,032
Expected credit losses (gains of reversal)	(22,057)	6,610
Net losses (gains) on financial assets or liabilities at fair value through profit or loss	1,322,249	(815,798)
Interest expenses	1,880,091	2,348,171
Interest income	(1,306,757)	(1,888,042)
Dividend income	(253,965)	(127,355)
Compensation cost arising from share-based payments	353,496	118,726
Shares of profit of associates and joint ventures accounted for using equity method	(117,188)	(447,126)
Gains on disposal of property, plant and equipment	(661,743)	(40,266)
Property, plant and equipment reclassified as expenses	70,191	19,317
Other non-current assets reclassified as expenses	7,374	13,107
Gains on disposal of investments	(2,294,821)	(4,652)
Impairment loss on non-financial assets	760,735	-
Other investment losses	89,411	391
Lease modification gains	(2,741)	(4,577)
Other income	(229)	(2,755)
Amortization of bank arrangement fees	16,937	16,425
Total adjustments to reconcile profit	9,066,092	9,252,039
Changes in operating assets and liabilities:		
Changes in operating assets:		
Decrease (increase) in note and trade receivables	(34,916,877)	1,704,598
Decrease in trade receivables-related parties	152,733	116,518
Decrease (increase) in other receivables-related parties	609	(10,871)
Increase in inventories	(68,003,436)	(32,799,201)
Increase in other current assets	(3,028,196)	(960,157)
Total changes in operating assets	(105,795,167)	(31,949,113)
Changes in operating liabilities:		
Increase in current contract liabilities	1,615,963	1,611,302
Increase (decrease) in note and trade payables	54,692,305	(12,369,107)
Increase (decrease) in trade payables-related parties	195,092	(37,676)
Increase in other payables-related parties	48,949	5,853
Increase in current refund liability	1,357,606	3,382,943
Increase in other current liabilities	2,586,424	7,034,095
Decrease in other non-current liabilities	(142,452)	(180,021)
Total changes in operating liabilities	60,353,887	(552,611)
Net changes in operating assets and liabilities	(45,441,280)	(32,501,724)
Total adjustments	(36,375,188)	(23,249,685)
Cash used in operations	(17,140,911)	(6,404,310)
Interest received	1,644,851	2,082,619
Dividends received	652,654	474,400
Interest paid	(2,049,224)	(2,708,726)
Income taxes paid	(4,643,279)	(4,126,630)
Net cash used in operating activities	(21,535,909)	(10,682,647)
Cash flows used in investing activities:		
Acquisition of financial assets at fair value through other comprehensive income	(935,663)	(343,133)
Proceeds from disposal of financial assets at fair value through other comprehensive income	450,432	12,772
Return of financial assets at fair value through other comprehensive income	57,890	16,701
Acquisition of financial assets at amortized cost	(1,404,046)	-
Acquisition of financial assets at fair value through profit or loss	(18,409,564)	(32,190,666)
Proceeds from disposal of financial assets at fair value through profit or loss	18,457,904	18,645,590
Proceeds from capital reduction of investments accounted for using equity method	-	30,789
Addition to equity-accounted investees	(313,743)	(487,849)
Proceeds from disposal of equity-accounted investees	15,508	-
Net cash flow from acquisition of subsidiaries	(2,108,639)	(37,248)
Proceeds from disposal of subsidiaries	1,505,919	-
Acquisition of property, plant and equipment	(10,496,324)	(9,838,227)
Proceeds from disposal of property, plant and equipment	674,881	1,223,765
Increase in receipts in advance due to disposal of assets	-	12,899,819
Increase in refundable deposits	(332,538)	(57,984)
Increase in intangible assets	(683,971)	(470,795)
Net cash inflows from business combination	181,351	567,013
Decrease in other financial assets	63,538	-
Increase in other non-current assets	(3,320,335)	(6,236,523)
Net cash flows used in investing activities	(16,597,400)	(16,265,976)
Cash flows generated from financing activities:		
Increase in short-term loans	645,122,074	870,314,450
Repayments of short-term loans	(603,585,094)	(815,924,974)
Proceeds from issuing bonds	4,442,325	4,991,500
Increase in long-term loans	28,208,148	28,658,993
Repayments of long-term loans	(23,501,491)	(25,781,843)
Decrease in guarantee deposits received	(289,750)	(327,383)
Repayments of lease liabilities	(1,111,490)	(1,687,779)
Cash dividends paid	-	(5,681,224)
Payments to acquire treasury shares	-	(1,607,259)
Disposal of ownership interests in subsidiaries (without losing control)	4,028,293	-
Change in non-controlling interests	(2,473,198)	(1,934,175)
Others	11,016	2,501
Net cash flows generated from financing activities	44,592,706	51,022,807
Effect of exchange rate changes on cash and cash equivalents	(2,508,957)	(1,940,057)
Net decrease (increase) in cash and cash equivalents	3,950,440	22,134,127
Cash and cash equivalents at beginning of year	66,203,801	47,411,947
Cash and cash equivalents at end of year	\$ 70,154,241	69,546,074
Components of cash and cash equivalents:		
Cash and cash equivalents reported in the statement of financial position	\$ 70,154,241	66,203,801
Non-current assets or disposal groups classified as held for sale	-	3,342,273
Cash and cash equivalents at end of year	\$ 70,154,241	69,546,074

See accompanying notes to financial statements.

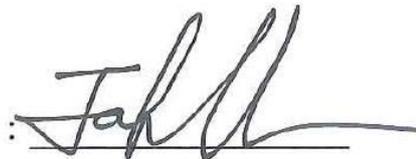
Attachment 2

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2021 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 :

A handwritten signature in black ink, appearing to be 'Jahll', written over a horizontal line.

March 16, 2022

Attachment 3

Wistron Corporation
Profit Appropriation Statement for 2021

Unit: NT\$

Unappropriated retained earnings at the beginning of the year		3,783,822,840
Plus (Less):		
Remeasurements of defined benefit obligation	(81,478,397)	
Changes in ownership interests in subsidiaries	(130,624)	
Disposal of investments in equity instruments designated at fair value through other comprehensive income	117,225,305	
Share-based payment transaction	528,000	
Net Profit of 2021	10,468,029,912	
Legal Reserve	(1,050,417,420)	
Special Reserve	(1,944,126,417)	
Retained Earnings Available for Distribution		11,293,453,199
Distribution Items:		
Stock Dividends to Common Shareholders	0	
Cash Dividends to Common Shareholders	(6,257,862,710)	(6,257,862,710)
Unappropriated Retained Earnings		5,035,590,489

Note 1: Stock dividend: NT\$0.

Note 2: Cash dividend: NT\$2.2 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 and David Shen

Controller: Stone Shih

Attachment 4

**Comparison between Original and Amendments to
“Rules and Procedures of Shareholders’ Meeting”**

Items	Original Version	Amended Version	Reason
Article 2	<p>The Company shall be set forth in the meeting notice the shareholder sign-in time, location of the meeting and other precautions.</p> <p>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.</p> <p>Shareholders attending the Meeting shall sign in. The sign-in procedure is performed by submitting an attendance card.</p> <p>The number of shares represented by attending shareholders shall be calculated in accordance with the attendance card submitted by shareholders. The shares of shareholders exercising voting rights in written form or by electronic means shall also be included.</p> <p>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.</p>	<p>The Company shall be set forth in the meeting notice the shareholder sign-in time, location of the meeting and other precautions.</p> <p>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. <u>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.</u></p> <p>Shareholders attending the Meeting shall sign in. The sign-in procedure is performed by submitting an attendance card.</p> <p>The number of shares represented by attending shareholders shall be calculated in accordance with the attendance card submitted by shareholders <u>or by the number of shares reported on the video conferencing platform.</u> The shares of shareholders exercising voting rights in written form or by electronic means shall also be included.</p> <p>Shareholders or their proxies (hereinafter referred to as “shareholders”) with an</p>	To comply with the Regulation update.

Items	Original Version	Amended Version	Reason
Article 2		<p>attendance card shall be allowed to attend the Meeting; registered proxy solicitors shall also bring identification documents for verification.</p> <p><u>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.</u></p> <p><u>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.</u></p>	To comply with the Regulation update.
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.	<p>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.</p> <p><u>When the Company convenes the Meeting via video conferencing, the previous paragraph with regards to meeting location does not apply.</u></p>	To comply with the Regulation update.
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	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	To comply with the Regulation update.

Items	Original Version	Amended Version	Reason
Article 7	<p>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.</p>	<p>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.</p> <p><u>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.</u></p> <p><u>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.</u></p> <p><u>If the Shareholders' Meeting is convened by video conference, the Company shall record the background operation interface of the video conferencing platform.</u></p>	To comply with the Regulation update.
Article 11	<p>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.</p>	<p>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.</p> <p><u>If the Shareholders' Meeting is</u></p>	To comply with the Regulation update.

Items	Original Version	Amended Version	Reason
Article 11		<p><u>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.</u></p> <p><u>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.</u></p>	To comply with the Regulation update.
Article 16	<p>.....</p> <p>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, 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</p>	<p>.....</p> <p>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 <u>or via video conferencing</u>, 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</p>	To comply with the Regulation update.

Items	Original Version	Amended Version	Reason
Article 16	<p>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.</p> <p>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.</p>	<p>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.</p> <p>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.</p> <p><u>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.</u></p> <p><u>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</u></p>	To comply with the Regulation update.

Items	Original Version	Amended Version	Reason
Article 16		<u>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.</u>	To comply with the Regulation update.
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.	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.	Only modified the words used in the Chinese version, and the English version has not been changed.
Article 20	(Newly added)	<u>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</u>	To comply with the Regulation update.

Items	Original Version	Amended Version	Reason
Article 20		<p><u>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.</u></p> <p><u>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.</u></p> <p><u>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.</u></p>	To comply with the Regulation update.
<p><u>Article 21</u> Article 20</p>	<p>..... The 4th amendment was made on July 20, 2021.</p>	<p>..... The 4th amendment was made on July 20, 2021. <u>The 5th amendment was made on June 17, 2022.</u></p>	Correspondence to the amendment date.

**Comparison between Original and Amendments to
“Procedures of Asset Acquisition and Disposal”**

Items	Original Version	Amended Version	Reason
Article 3	<p>.....</p> <p>9. Over-the-counter venue: “Domestic OTC venue” refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; “foreign OTC venue” refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business.</p>	<p>.....</p> <p>9. Over-the-counter venue: “Domestic OTC venue” refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; “foreign OTC venue” refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business.</p> <p><u>10. Professional appraisers and their officers, accountants, attorneys and security underwriters that provide the Company with appraisal reports or opinion papers shall meet the following requirements:</u></p> <p><u>(1) Has not been sentenced to a term of imprisonment of one year or more for violations of the Securities and Exchange Act, the Company Act, the Insurance Act, the Financial Holding Company Act or the Business Entity Accounting Act, or for committing fraud, breach of trust, misappropriation, or forgery, or offenses related to their profession. However, this provision does not apply if at least 3 years have passed since the completion of the sentence, expiration of the probation period for a suspended sentence, or</u></p>	<p>To comply with the Regulation update.</p>

Items	Original Version	Amended Version	Reason
Article 3		<p><u>receipt of a pardon.</u></p> <p><u>(2) Is not a related party or de facto related party of any party to the transaction.</u></p> <p><u>(3) If the Company is required to obtain appraisal reports from two or more professional appraisers, the professional appraisers or appraisal officers for each of the reports may not be related parties or de facto related parties of each other.</u></p> <p><u>When issuing an appraisal report or opinion paper, the personnel referred to in the preceding paragraph shall comply with the following:</u></p> <p><u>(1) Prior to accepting a case to provide an appraisal report or opinion paper, they shall prudently assess their own professional capabilities, practical experience, and independence.</u></p> <p><u>(2) When writing an appraisal report or opinion paper, they shall plan and implement suitable working procedures in order to formulate a conclusion and use said conclusion as the basis for issuing the report or opinion paper. The working procedures, data collected, and conclusion shall be fully and accurately specified in the working papers of the report or opinion paper.</u></p> <p><u>(3) They shall undertake an item-by-item evaluation of the suitability and appropriateness of the data sources, parameters and</u></p>	To comply with the Regulation update.

Items	Original Version	Amended Version	Reason
Article 3		<p><u>information used in writing the appraisal report or opinion paper.</u></p> <p><u>(4) They shall issue a statement attesting to the professional competence and independence of all personnel who helped prepare the appraisal report or opinion paper, and that the information used in the report/book has been evaluated to be suitable and appropriate and complies with applicable laws and regulations.</u></p>	To comply with the Regulation update.
Article 5	<p>.....</p> <p>2. Amount and Level of License</p> <p>In-charge department of the Company shall decide within its authority on the acquisition and disposition of assets in the following situations, provided, however, that matters governed by Article 185 of the Company Law shall be approved at the shareholders' meeting in advance:</p> <p>(1)Unless otherwise provided below, the acquisition or disposition of securities shall be approved by the Board of Directors before its execution:</p> <p>(a) The chairman of the board is authorized by the Board of Directors to decide and execute a project if the amount is not more than NT\$300 million, the executed project will be reported to the Board of Directors thereafter.</p> <p>(b) For the acquisition or disposition of securities purchased and sold on</p>	<p>.....</p> <p>2. Amount and Level of License</p> <p>In-charge department of the Company shall decide within its authority on the acquisition and disposition of assets in the following situations, provided, however, that matters governed by Article 185 of the Company Law shall be approved at the shareholders' meeting in advance:</p> <p>(1)Unless otherwise provided below, the acquisition or disposition of securities shall be approved by the Board of Directors before its execution:</p> <p>(a)The chairman of the board is authorized by the Board of Directors to decide and execute a project if the amount is <u>less</u> not more than NT\$300 million, the executed project will be reported to the Board of Directors thereafter.</p> <p>(b)For the acquisition or disposition of securities purchased and sold on the centralized exchange market</p>	To comply with the Company's operational needs.

Items	Original Version	Amended Version	Reason
Article 5	<p>the centralized exchange market or OTC exchange, the chairman of the board is authorized by the Board of Directors to decide and execute a project that amount is not more than NT\$300 million, the executed project will be reported to the Board of Directors thereafter. However, for related party transactions subject to the Article 12 of these procedures, the provisions of Article 12 shall prevail.</p> <p>(c) Short-term idle funds invested in short-term securities such as domestic government bonds, domestic bond funds, financial bonds, american government bond and oversea bond fund with good credit rating, domestic money market funds, whereby the Director of Finance/the finance manager is authorized to execute for each single transaction or the daily total amount not exceeding NT\$1 billion; the approval of vice president of finance/CFO is required for amounts between NT\$ 1 and 2 billion; and the approval of the chairman of the board is required for amount exceeding NT\$ 2 billion.</p> <p>(2)The acquisition or disposition of real estate or right-of-use assets shall be approved by the Board of Directors before its execution, except that the</p>	<p>or OTC exchange, the chairman of the board is authorized by the Board of Directors to decide and execute a project that amount is not more than NT\$300 million, the executed project will be reported to the Board of Directors thereafter. However, for related party transactions subject to the Article 12 of these procedures, the provisions of Article 12 shall prevail.</p> <p>(be)Short-term idle funds invested in short-term securities such as domestic government bonds, domestic bond funds, financial bonds, american government bond <u>or foreign bonds with a credit rating not lower than the sovereign rating of the ROC.</u> and oversea bond fund with good credit rating, domestic money market funds, whereby the <u>Executive Director and Director of Finance/the finance manager</u> is authorized to execute for each single transaction or the daily total amount not exceeding NT\$1 billion; the approval of vice president of finance/CFO is required for amounts between NT\$ 1 and 2 billion; and the approval of the chairman of the board is required for amount exceeding NT\$ 2 billion.</p> <p>(2)The acquisition or disposition of real estate or right-of-use assets shall be approved by the Board of Directors before its</p>	To comply with the Company's operational needs.

Items	Original Version	Amended Version	Reason
Article 5	<p>chairman of the board is authorized by the Board of Directors to execute a project that is not more than NT\$300 million, and it will be reported to the Board of Directors thereafter.</p> <p>However, the acquisition or disposition of real property or right-of-use assets to a related party, is not in the scope of this authorization, but shall apply the provisions of Article 12 paragraph 2.</p> <p>(3) Acquisition or disposition of the Company and its subsidiary or transaction between the subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital of the Company equipment or right-of-use assets used for operating purposes and real property right-of-use assets used for operating purposes, to authorize the Chairman of the Board of Directors or its authorized personnel decisions NT\$300 million, and afterwards would then be sent the most recent of the Board for ratification. Otherwise, the acquisition or disposition of equipment or right-of-use assets; for any projects the amount is more than NT\$300 million, must be approved by the Board of Directors, the chairman of the Board or his authorized officers decides for other projects before its executions.</p> <p>(4) The acquisition or disposition of derivative products shall be authorized to relevant personnel in</p>	<p>execution, except that the chairman of the board is authorized by the Board of Directors to execute a project that is <u>less not more</u> than NT\$300 million, and it will be reported to the Board of Directors thereafter. However, the acquisition or disposition of real property or right-of-use assets to a related party, is not in the scope of this authorization, but shall apply the provisions of Article 12 paragraph 2.</p> <p>(3) Acquisition or disposition of the Company and its subsidiary or transaction between the subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital of the Company equipment or right-of-use assets used for operating purposes and real property right-of-use assets used for operating purposes, to authorize the Chairman of the Board of Directors or its authorized personnel decisions NT\$300 million, and afterwards would then be sent the most recent of the Board for ratification. <u>Other than the first two paragraphs</u> Otherwise, the acquisition or disposition of equipment or right-of-use assets, <u>memberships, patents, copyrights, trademarks, franchise rights, and other intangible assets or right-of-use assets</u> for any projects the amount is <u>less not more</u> than NT\$300 million, must be approved by the Board of Directors, the chairman of the Board or his authorized officers decides for other projects before its executions.</p>	To comply with the Company's operational needs.

Items	Original Version	Amended Version	Reason
Article 5	<p>accordance with the “Rules and Procedures of Derivative Transactions,” which formulated by the Company, and shall report to the soonest meeting of Board of Directors.</p> <p>.....</p>	<p><u>(4)Acquisition or disposition of the Company and its subsidiary or transaction between the subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital of the Company equipment or right-of-use assets used for operating purposes and real property right-of-use assets used for operating purposes, to authorize the Chairman of the Board of Directors or its authorized personnel decisions less than NT\$300 million, and afterwards would then be sent the most recent of the Board for ratification.</u></p> <p><u>(5)The acquisition or disposition of derivative products shall be authorized to relevant personnel in accordance with the “Rules and Procedures of Derivative Transactions,” which formulated by the Company, and shall report to the soonest meeting of Board of Directors.</u></p> <p><u>(6) If Article 12 of this procedure is applicable to the transaction counterparty in the preceding five paragraphs, the rules of Article 12 shall be adopted.</u></p> <p>.....</p>	To comply with the Company’s operational needs.
Article 6	<p>Procedures of Announcement and Filing</p> <p>1. The acquisition or disposition of the Company’s assets, provided below, shall be announced and filed to the FSC’s designated website in accordance to its nature and the stipulated form, within two days commencing immediately of its occurrence, with the relevant data and information:</p> <p>.....</p>	<p>Procedures of Announcement and Filing</p> <p>1. The acquisition or disposition of the Company’s assets, provided below, shall be announced and filed to the FSC’s designated website in accordance to its nature and the stipulated form, within two days commencing immediately of its occurrence, with the relevant data and information:</p> <p>.....</p>	To comply with the Regulation update.

Items	Original Version	Amended Version	Reason
Article 6	<p>(6)Except for asset transactions provided in the preceding five items, or an investment in the mainland China area, where the transaction amount reaching 20% of the Company's paid-in capital or in exceeds NT\$300 million; however, not included otherwise provided below:</p> <p>(a)purchase and sale of domestic government bonds,</p> <p>(b)purchase and sale of bonds with put or call conditions, or subscription or repurchase of money market funds issued by domestic securities investment trust enterprises.</p> <p>.....</p>	<p>(6)Except for asset transactions provided in the preceding five items, or an investment in the mainland China area, where the transaction amount reaching 20% of the Company's paid-in capital or in exceeds NT\$300 million; however, not included otherwise provided below:</p> <p>(a)purchase and sale of domestic government bonds, <u>or foreign bonds with a credit rating not lower than the sovereign rating of the ROC.</u></p> <p>(b)purchase and sale of bonds with put or call conditions, or subscription or repurchase of money market funds issued by domestic securities investment trust enterprises.</p> <p>.....</p>	To comply with the Regulation update.
Article 10	<p>Appraisal Report from Professional Appraisal Institutions</p> <p>.....</p> <p>3.An accountant's opinions on the differentiation and appropriateness of the transaction price is required if any one of the conditions below has occurred, and the accountant shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF), unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount:</p> <p>(1)the difference between the appraisal amount of the appraisal institutions and</p>	<p>Appraisal Report from Professional Appraisal Institutions</p> <p>.....</p> <p>3.An accountant's opinions on the differentiation and appropriateness of the transaction price is required if any one of the conditions below has occurred, and the accountant shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF), unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount:</p> <p>(1)the difference between the appraisal amount of the appraisal institutions and transaction amount is 20% of transaction amount or more;</p> <p>(2)the difference between the appraisal amounts of two or more appraisal institutions</p>	To comply with the Regulation update.

Items	Original Version	Amended Version	Reason
Article 10	<p>transaction amount is 20% of transaction amount or more; (2)the difference between the appraisal amounts of two or more appraisal institutions reaches 10% of transaction amount or more.</p> <p>.....</p>	<p>reaches 10% of transaction amount or more.</p> <p>.....</p>	<p>To comply with the Regulation update.</p>
Article 11	<p>Certified Accountant’s Opinions</p> <p>1. The Company acquiring or disposing of marketable securities, where the transaction amount reaches 20% of the Company’s paid-in capital or exceeds NT\$300 million, an accountant shall, prior to the date of occurrence of the event, be retained for opinions on the reasonableness of the transaction price. If the accountant needs to use the report of an expert as evidence, the accountant shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF). This requirement does not apply to the securities which are publicly quoted in an active market or otherwise provided by the regulations of FSC.</p> <p>.....</p> <p>2. In acquiring or disposing membership certificate or intangible assets or right-of-use assets by the Company, and the transaction amount reaching 20% of the Company’s paid-in capital or in exceeding NT\$300 million, except in transactions with a government agency, an</p>	<p>Certified Accountant’s Opinions</p> <p>1. The Company acquiring or disposing of marketable securities, where the transaction amount reaches 20% of the Company’s paid-in capital or exceeds NT\$300 million, an accountant shall, prior to the date of occurrence of the event, be retained for opinions on the reasonableness of the transaction price. If the accountant needs to use the report of an expert as evidence,the accountant shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF). This requirement does not apply to the securities which are publicly quoted in an active market or otherwise provided by the regulations of FSC.</p> <p>.....</p> <p>2. In acquiring or disposing membership certificate or intangible assets or right-of-use assets by the Company, and the transaction amount reaching 20% of the Company’s paid-in capital or in exceeding NT\$300 million, except in transactions with a government agency, an accountant shall, prior to the date of occurrence of the event, be</p>	<p>To comply with the Regulation update.</p>

Items	Original Version	Amended Version	Reason
Article 11	<p>accountant shall, prior to the date of occurrence of the event, be retained to express opinions on the reasonableness of the transaction price, and the accountant shall handle the matter pursuant to Article 13 of the statements of Financial Accounting Standards No. 20 promulgated by Accounting Research and Development Foundation.</p> <p>.....</p>	<p>retained to express opinions on the reasonableness of the transaction price, and the accountant shall handle the matter pursuant to Article 13 of the statements of Financial Accounting Standards No. 20 promulgated by Accounting Research and Development Foundation.</p> <p>.....</p>	To comply with the Regulation update.
Article 12	<p>.....</p> <p>The calculation of the transaction amounts referred to in this Article shall be made in accordance with Article 6, paragraph 2 herein, and “within the preceding year” as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the Audit Committee and the Board of Directors need not be counted toward the transaction amount. With respect to the types of transactions listed below when to be conducted between the Company and its subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital and when the transaction is within the authorized amount, the Chairman of the Board may, pursuant to Article 5, paragraph 2, subparagraph 3, decide such matters and have the decisions subsequently submitted to and ratified at the next Board of Directors meeting:</p> <ol style="list-style-type: none"> 1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use. 	<p>.....</p> <p>The calculation of the transaction amounts referred to in this Article shall be made in accordance with Article 6, paragraph 2 herein, and “within the preceding year” as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the Audit Committee and the Board of Directors need not be counted toward the transaction amount.</p> <p>With respect to the types of transactions listed below when to be conducted between the Company and its subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital and when the transaction is within the authorized amount, the Chairman of the Board may, pursuant to Article 5, paragraph 2, subparagraph 43, decide such matters and have the decisions subsequently submitted to and ratified at the next Board of Directors meeting:</p> <ol style="list-style-type: none"> 1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use. 2. Acquisition or disposal of real property right-of-use assets held 	To comply with the Regulation update.

Items	Original Version	Amended Version	Reason
Article 12	2. Acquisition or disposal of real property right-of-use assets held for business use.	<p>for business use.</p> <p><u>If the Company or any of its subsidiaries that are not domestic public companies conduct the type of transaction listed in paragraph 2, and the amount of the transaction exceeds 10% of the Company’s total assets, the Company shall submit all information listed in the subparagraphs under paragraph 2 to the Shareholders Meeting for approval before signing the transaction contract and sending payment. However, transactions between the Company and its subsidiaries or transactions between the Company’s subsidiaries are exempt from this requirement. The calculation of the transaction amounts referred to in this Article shall be made in accordance with Article 6, paragraph 2 herein, and “within the preceding year” as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the Audit Committee and the Board of Directors need not be counted toward the transaction amount.</u></p>	To comply with the Regulation update.
Article 29	<p>.....</p> <p>The 11th amendment was made on June 12, 2019.</p>	<p>.....</p> <p>The 11th amendment was made on June 12, 2019.</p> <p><u>The 12th amendment was made on June 17, 2022.</u></p>	Correspondence to the amendment date.