

Wistron Corporation

Notice of 2024 Annual General Shareholders' Meeting

The 2024 Annual General Shareholders' Meeting of Wistron Corporation will be convened at **9:00a.m., May 30, 2024 at Chang Yung-Fa Foundation International Convention Center (located at 11F, No. 11, Zhongshan S. Rd., Zhongzheng Dist., Taipei City, Taiwan).**

I. The agenda for the Meeting is as follows:

(I) Report Items

1. Report the business of 2023.
2. Audit Committee's Review Report.
3. Report the compensation for employees and directors of 2023.

(II) Election Item

Election of the 10th Directors, including Independent Directors.

(III) Ratification Items and Discussion Items

1. Ratification of the Business Report and Financial Statements of 2023.
2. Ratification of the proposal for distribution of 2023 profits.
3. Discussion of the issuance of new common shares for cash to sponsor the issuance of GDR and/or the issuance of new common shares for cash through public offering and/or the issuance of new common shares for cash through private placement and/or the issuance of new common shares for cash to sponsor the issuance of GDR through private placement.
4. Discussion of amendments to the "Articles of Incorporation."
5. Discussion of the release of the prohibition on newly-elected directors and their corporate representatives from participation in competitive business.

(IV) Extemporary Motions

II. The proposal for distribution of 2023 profits was resolved by the Board of Directors. Dividends to be allocated to the shareholders is NT\$2,600 per thousand shares in cash. After adoption by this Annual General Shareholders' Meeting, the record date for the shareholders' cash dividend distribution will be set separately.

III. For the purpose of fulfilling the funding needs of the Company to purchase overseas materials, or increase working capital, or repay bank loans or other needs for its future development and competitiveness enhancement, it is proposed to authorize the Board of Directors to issue up to 250 million common shares of new common shares for cash to sponsor the issuance of GDR and/or the issuance of new common shares for cash through public offering and/or the issuance of new common shares for cash through private placement and/or the issuance of new common shares for cash to sponsor the issuance of GDR through private placement. If the fundraising is

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

1. The basis and rationale to determine the private placement price:
 - (1) The common stock price per share shall be set at no less than 85% of the reference price. The reference price is set as the higher of the following two basis prices:
 - A. The simple average closing price of the common shares of the Company for either the one, three, or five business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction.
 - B. The simple average closing price of the common shares of the Company for the thirty business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction.
 - (2) The pricing date, actual reference price, theoretical price, and actual issuance price are proposed to be authorized to the Board of Directors to determine within the range approved by the shareholders meeting, after taking into consideration the market status, objective conditions, and qualification of specific parties. Considering that the Securities and Exchange Act has set the restrictions on transfers of the privately placed securities for three full years, the price determination above shall be reasonable.
2. The method to determine specific parties:

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

IV. Nine Directors (including five Independent Directors) will be elected via the candidate nomination system. Candidates for Director include Simon Lin (Hsien-Ming Lin), Haydn Hsieh (Hong-Po Hsieh) (Legal Representative of Wistron NeWeb Corporation), Philip Peng (Chin-Bing Peng) and Jeff Lin (Jiann-Shiun Lin). Candidates for Independent Director include Jack

Chen (Yu-Liang Chen), S. J. Paul Chien (Shyur-Jen Chien), Peipei Yu (Pei-Pei Yu), Frank Juang (Chain-Shinn Juang) and Mei-Ling Chen. For information on their education and experience, please refer to relevant announcements on the MOPS (<http://mops.twse.com.tw/>) website.

- V. The proposal to release the restriction on directors' non-compete agreements is based on Article 209 of the Company Act, which proposes the release of non-compete restrictions for newly appointed directors or their representatives.
- VI. Pursuant to Article 172 of the Company Act, essential content on the election of the 10th Board of Directors (including Independent Directors), amendment to “Articles of Incorporation”, and the release of the prohibition on newly-elected directors and their corporate representatives from participation in competitive business will be posted on the Market Observation Post System (MOPS) (website: <http://mops.twse.com.tw>). Click on "Electronic Books" → “Shareholders meetings” to access the information.
- VII. Pursuant to Article 165 of the Company Act, stock transfer registration will be suspended between April 1, 2024 and May 30, 2024.
- VIII. One copy of the attendance notification form and proxy form are attached to this meeting notice. For any shareholder who wants to assign a proxy to attend the meeting, please sign or stamp on the proxy form and deliver it to Wistron's Shareholder Service Office by mail or in person five days prior to the meeting. After the information is confirmed to be correct, the attendance notification form will be issued and sent to the proxy, based on which the proxy can attend the meeting. For any shareholder who wants to attend the meeting in person, please bring the attendance notification form (signed or stamped) on the day of the meeting.
- IX. If a proxy is solicited by a shareholder(s), the Company is required to compile details on the proxy solicitation parties and disclose such information on the Securities & Future Institute (SFI) website no later than April 29, 2024. Shareholder(s) can obtain the aforementioned information via the SFI website (<https://free.sfi.org.tw>).
- X. Wistron's Shareholder Service Office is the proxy tallying and verification institution for the Meeting.
- XI. **Shareholders may exercise their voting rights electronically through the STOCKVOTE platform of Taiwan Depository & Clearing Corporation (<https://stockservices.tdcc.com.tw>) during the period from April 30, 2024 to May 27, 2024.**
- XII. Please be informed of the aforementioned.

Board of Directors

Wistron Corporation