



# **CyberLink Corp.**

## **Articles of Incorporation**

### **Chapter 1 General Provisions**

Article 1: The Company is duly incorporated under the Company Act, and it's name shall be 訊連科技股份有限公司. (English name: CyberLink Corp.)

Article 2: The businesses operated by the Company are as follows:

1. Research, design, and sale of computer peripherals equipment, software, and hardware.
2. Design of computer peripherals equipment, and design and maintenance of circuit boards services.
3. Trading of computers, electronics, mechanical equipment, and books.
4. Import, export, and trading of the aforementioned products.
5. Planning of computer and electronic information systems and related consultancy services.
6. I401010 General Advertising Services.
7. I501010 Product Designing.
8. ZZ99999 Other business not prohibited or restricted by law, except any business requiring special approval.

Article 3: The Company is headquartered in New Taipei City, and may establish branches within or outside the territory of the Republic of China, if necessary, subject to the resolution of the Board of Directors.

Article 4: The Company may make endorsements or guarantees for the reasons of business dealing.

Article 5: The Company may invest outwardly and is free of the restriction set forth in Article 13 of the Company Act, which reads: "The Company's total investment shall not exceed 40% of the Company's paid-in capital."

### **Chapter 2 Shares**

Article 6: The total capital stock of the Company shall be in the amount of NT\$1,610,000,000, divided into 161,000,000 shares, at per value of NT\$10, and may be issued in installments. The board of directors is authorized to issue unissued shares if needed. In addition, the aforementioned capital stock shall be set aside NT\$ 10,000,000, divided into 1,000,000 shares, at per value of NT\$10, as reserved for subscription by employees of the company, which may be issued in installments, subject to the resolution of the board of directors. In the circumstance that a company shall buy back its shares under the laws, the board of directors is authorized to act in accordance with the regulations.

Article 7: The Company stocks are registered with names. Issuance has to be signed or sealed the Company representative. Stock issued by the Company don't have to be printed.

Article 8: The Company shall comply with “The Company Act” and “Regulations Governing the Administration of Shareholder Services of Public Companies” for stock transferring, inheriting, gifting, pledges, lost reporting, destroying, and other shareholder services.

Article 9: No transfers of shares shall be handled within 60 days prior to the shareholders meeting, 30 days prior to the special shareholders meeting, or 5 days prior to the record date for the distribution of dividends, bonuses or other interests..

### **Chapter 3 Shareholders' Meeting**

Article 10: The shareholders' meeting hereof is in two categories, i.e. the regular meeting of shareholders and the special meeting of shareholders. The regular meeting of shareholders shall be convened within six months after close of each fiscal year. The special meeting of shareholders shall be convened when necessary.

The Company's shareholders' meetings can be held by means of visual communication network or other methods promulgated by the Ministry of Economic Affairs.

Article 11: For a shareholders' meeting convened by the board of directors, the chairman of the meeting shall be the chairman of directors. If the chairman of directors is absent, the chairman shall designate one of the directors to act on his behalf. In the absence of such a designation, the directors shall elect from among themselves an acting chairman of the meetings. If a shareholders' meeting convened by any other person having the convening right, he/she shall act as the chairman of that meeting provided, however, that if there are two or more persons having the convening right, the chairman of the meeting shall be elected from among themselves.

Article 12: If a shareholder is unable to attend the shareholders' meeting for any cause, the shareholder may appoint a proxy to attend the meeting on behalf of the shareholder by executing a power of attorney printed by the Company, stating the scope of power authorized to the proxy. Other than measures specified in Article 177 of the Company Act, a shareholder may appoint a proxy in accordance with the provisions set forth in the “Regulations Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies.”

Article 13: A shareholders shall have one voting power in respect of each share in his/her/its possession, except for the circumstances of no voting power set forth in Paragraph 2 of Article 179 of the Company Act.

Article 14: Resolutions at a shareholders' meeting shall, unless otherwise provided for in other applicable legislation, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares.

Article 15: Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the company within twenty (20) days after the close of the meeting. The distribution of the aforementioned minutes of shareholders' meeting may be effected by means of a public notice.

## Chapter 4 Directors and the Audit Committees

Article 16: The Company has five to seven directors, who shall be elected by the shareholders' meetings among the persons of disposing capacity. The term of office of a director shall not exceed three years, and he/she may be eligible for re-election. A single juristic person shareholder's authorized representative may also be elected as a director of the Company. If there is a plural number of such authorized representatives, each of them may be so elected, and may, owing to the change of his/her functional duties, be replaced by a person to be authorized by the company so as to fulfill the unexposed term of office of the predecessor. After the Company publicly issued stocks, the percentage of shareholdings of all the directors shall be in accordance with the provisions prescribed by the competent authority in charge of securities affairs.

Article 17: A Company may appoint independent directors, not less than three in number and not less than one-fifth of the total number of directors, in accordance with the regulations. If the election of the directors of the Company, the number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates. A candidate to whom the ballots cast represent a prevailing number of votes in sequence shall be deemed a director elect. The independent and non-independent directors shall be elected at the same time, but in separately calculated numbers.

Article 18: The candidates nomination system is adopted by the Company for election of the directors of the Company. Any shareholder holding 1% or more of the total number of outstanding shares issued by the Company may submit to the Company in writing a roster of director candidates. After examining the qualification of the director is satisfied, the board of directors shall submit it to shareholder's meeting. The shareholders shall elect the directors from among the nominees listed in the roster of director candidates. For the matters regarding the public announcement and accepting the nomination of director candidates shall be subject to the Company Act, Securities and Exchange Act, and relevant laws and regulations in light thereof.

Article 19: The board of directors shall be formed by directors; the board of directors shall elect a chairman of the board directors from among the directors by a majority vote at a meeting attended by over two-thirds of the directors; the chairman of directors can represent the Company externally.

Article 20: In case the chairman of the board of directors is on leave or absent or cannot exercise his power and authority for any cause, the provisions of Article 208 of the Company Act shall apply to an acting.

Article 21: In calling a meeting of the board of directors of the Company, a notice shall be given to each director in accordance with the regulations; in the case of emergency, the Company may convene a meeting of the board of directors at any time. The notice of calling a meeting of the board of directors of the Company may be effected by writing or means of electronic transmission.

Unless otherwise regulated by The Company Act, a board of directors resolution is passed with more than half of the board present in a meeting, and supported by

more than half of attending directors. If a director is unable to attend the meeting, another director can be appointed to attend on behalf by issuing a proxy form detailing the scope of delegated authority. One director can only represent the presence of one other director.

Article 22: The Company shall establish an audit committee in accordance with Article 14-4 of the Securities and Exchange Act. The exercise of powers of supervisors under the Company Act and Securities and Exchange Act, and other regulations, shall now be carried out by the audit committee and its members. The audit committee shall be composed of the entire number of independent directors.

Article 23: The board of directors is authorized to determine the remuneration for all directors based on the extent of their performance at a level consistent with general practices in the industry..

Article 24: When the number of vacancies in the board of directors of a company equals to one third of the total number of directors or all independent directors have been dismissed, the board of directors shall call, within 60 days, a special meeting of shareholders to elect succeeding directors to fill the vacancies; they shall only serve the tenure term of office remaining by the predecessor.

## **Chapter 5 Managers**

Article 25: The Company may have one president and several managerial personnel; appointment, discharge, and the remuneration of the managerial personnel shall be decided in accordance with section 29 of the Company Act.

## **Chapter 6 Accounting**

Article 26: At the close of Company's each fiscal year, the board of directors shall prepare the following statements and records and shall forward the same to audit committees for their auditing not later than the 30th day prior to the meeting date of a general meeting of shareholders:

1. Business report.
2. Financial statements.
3. the surplus earning distribution or loss off-setting proposals.

Article 27: If the Company records a profit (the income before tax that undistributed employee's compensation and director's remuneration) in a year, the Company shall allocate no less than 3% of the profits earned during the current year for the purpose of employee's compensation (of which no less than 20% shall be designated for frontline employees) and no more than 1.5% of the same for the director's remuneration; provided, however, that the Company shall first reserve a sufficient amount to compensate its accumulated deficits (including adjusted for the amount of undistributed surplus earnings).

A company may have the profit distributable as employees' compensation in the preceding paragraphs distributed in the form of shares or in cash; qualification requirements of employees who may receive employee compensation, including the

employees of subsidiaries of the company meeting certain specific requirements.

A company shall only have the profit distributable as director's remuneration in the preceding paragraphs distributed in cash.

A company may, by a resolution adopted by a majority vote at a meeting of board of directors, have the profit distributable in the preceding two paragraphs; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.

**Article 28:** After closing of accounts, if there is earnings during this period, it shall make up for the cumulative losses of the previous years (including adjusted for the amount of undistributed surplus earnings); the remaining amount, if any, shall be used for an appropriation of 10% legal reserve in accordance with the law, unless the legal reserve is already equal to the Company's capital contribution, and recognize or reverse special reserve return earnings in accordance with laws and regulations. The remaining amount together with undistributed earnings at the beginning of this period (including adjusted for the amount of undistributed surplus earnings), shall be distributed as the shareholder dividend if it is proposed by the board of directors and resolved in the shareholder meeting before implementation.

The Company's dividend policy would in line with the current and future development plan, and consider the investment environment, capital needs and domestic and international competition, and take into account the interests of shareholders and other factors. The annual dividend distribution to shareholders shall be based on the principle of not less than 50% of the distributable earnings for the current year, and the principle of matching stock dividends with cash dividends. Twenty percent is the principle in the current stage; however, if the Company has major capital expenditure plans, the distribution of cash dividends may be less than 20% of the annual dividend with the approval of the shareholders' meeting.

## **Chapter 7 Bylaws**

**Article 29:** Any matters inadequately provided for herein shall be subject to The Company Act.

**Article 30:** The Articles of Incorporation duly enacted on August 2, 1990; and the 1st amendment was made on June 17, 1992; the 2nd amendment was made on May 22, 1993; the 3rd amendment was made on February 2, 1996; the 4th amendment was made on April 5, 1996; the 5th amendment was made on November 28, 1996; the 6th amendment was made on June 5, 1998; the 7th amendment was made on April 8, 1999; the 8th amendment was made on May 18, 2000; the 9th amendment was made on May 4, 2001; the 10th amendment was made on May 27, 2002. The 11th amendment was made on May 15, 2003. The 12th amendment was made on May 18, 2004. The 13th amendment was made on May 18, 2005. The 14th amendment was made on May 18, 2005. The 15th amendment was made on June 14, 2006. The 16th amendment was made on June 21, 2007. The 17th amendment was made on June 13, 2008. The 18th amendment was made on June 17, 2010. The 19th amendment was made on June 22, 2011. The 20th amendment was made on June 22, 2012. The 21st amendment was made on June 23, 2016. The 22nd amendment was made on June 19, 2018. The 23rd amendment was made on June 23, 2020. The

24th amendment was made on June 21, 2022. The 25th amendment was made on June 19, 2025.