

# Articles of Incorporation of VisEra Technologies Company Ltd.

## Articles of Incorporation

### Chapter 1. General Provisions

Article 1. The Company is incorporated in accordance with the Company Act and is named 采鈺科技股份有限公司; the English name of the Company is VisEra Technologies Company Ltd.

Article 2. The scope of business of the Company is as follows:

1. CC01080 Electronic parts and components manufacture.
2. I501010 Product designing.
3. F401010 International trade.
4. CE01030 Instruments Manufacturing
5. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.

Research, design, development, manufacture and sale of:

- (1) Color Filter and microlens
- (2) Image sensing components and modules
- (3) Micro-Optical Elements and modules
- (4) Design and packaging and testing of the above products

Concurrently in the import and export trade business related to the Company's business.

Article 3. The Company is headquartered in the Hsinchu Science Park, and may establish branches abroad if necessary, subject to the resolution of the Board of Directors and approval of the competent authority.

Article 4. The total amount of investments in other companies by the Company may exceed 40% of its own paid-in capital. The Board of Directors is authorized to make operational decisions for such investments.

Article 4-1. The company may act as the guarantor.

### Chapter 2. Shares

Article 5. The total capital amount of the Company is four billion New Taiwan Dollars, divided into four hundred million shares, at ten New Taiwan Dollars each and may be issued in installments. The Company may issue employee stock options. Among the aforementioned total capital stock, 20,000,000 shares should be reserved for issuing employee stock options.

- Article 6. The Company are exempted from issuing any share certificate. Where the Company prints the shares, such shares shall be registered shares, and the printing of such shares shall be conducted in accordance with the Company Act of R.O.C and other relevant regulations.

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

- Article 7. Share assignment/transfer shall be recorded in accordance with Article 165 of the Company Act and other relevant laws and regulations.
- Article 8. Shareholders' meetings of the Company are of two types, regular meetings and special meetings. Regular meetings shall be convened at least once every year within six months after the end of each fiscal year, while special meetings shall be convened whenever necessary. Shareholders' meetings of the Company can be held by means of video conferencing or other methods promulgated by the central competent authority.
- Article 9. Unless otherwise provided in the Company Act, each share of stock shall be entitled to one vote.
- Article 10. If a shareholder is unable to attend a shareholders' meeting, he/she may appoint a proxy to attend it and exercise his/her rights in accordance with Article 177 of the Company Act.
- Article 10-1. According to the regulations of the competent authorities, after Company's shares have been listed on the Taiwan Stock Exchange (TWSE), the Company's shareholders may exercise the voting power at a shareholders' meeting by way of electronic transmission. A shareholder who exercises one's voting power at a shareholders meeting by way of electronic transmission shall be deemed to have attended the said shareholders' meeting in person, and the relevant matters shall be conducted in accordance with applicable laws and regulations.

### **Chapter 4. Director**

- Article 11. The Company shall have five to seven directors who shall be elected from among the persons with disposing capacity by the shareholders' meeting. The term of office of a director shall be three years and shall be eligible for re-election. The aforesaid Board of Directors must have at least three Independent Directors. Election of directors shall be conducted in accordance with Article 192-1 of the Company Act where the system of candidate nomination shall be adopted. The relevant implementations shall be governed by the Company Act, Securities and Exchange Act, and other relevant laws and regulations.
- Article 12. In case no election of new directors is effected after the expiry of the term of office of existing directors, the term of office of out-going directors shall be extended until the time new directors

have been elected and assumed their office. However, the competent authority may, ex officio, order the Company to elect new directors within a given time limit. If no re-election is effected after expiry of the given time limit, the directors shall be discharged ipso facto from such expiration date

Article 13. 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.

Article 13-1. The Company establishes the Audit Committee in accordance with the laws. The Company may also establish other functional committees in accordance with the laws and regulations.

Article 14. Unless otherwise provided in the Company Act, the Chairman of the Board shall be the chairperson of shareholders' meetings and meetings of the Board of Directors, and shall represent the Company. In case the Chairman is absent or otherwise cannot perform his/her duty for any reason, his/her proxy shall be appointed in accordance with Article 208 of the Company Act.

Article 15. Save for the first meeting of each term of the Board of Directors which shall be convened by the director who received the ballots representing the largest number of votes at the election of directors, meetings of the Board of Directors shall be convened by the Chairman of the Board pursuant to the Company Act. Unless otherwise provided in the Company Act, each director shall attend the meeting of the Board of Directors in person. A Director may appoint other directors as proxy to attend the meetings of the Board of Directors on his/her behalf with a written proxy, stating therein the scope of authority with reference to the subjects to be discussed at the meeting. A director may only be appointed to act as a proxy by one other director. The resolutions of the Board of directors shall be conducted in accordance with the provisions provided in the Company Act.

Article 15-1. The chairman of the Board of Directors and the Board of Directors is authorized to decide the rates of remuneration to directors, based on the extent of their participation in and value of the contribution to the Company's operations and concerning domestic and overseas industry standards.

## **Chapter 5. Managers**

Article 16. The Company establishes managers whose appointment, discharge, and remuneration shall be decided in accordance with Article 29 of the Company Act.

## Chapter 6. Accounting

Article 17. After the end of each fiscal year, the Board of Directors shall prepare the business report, financial statements, and proposal concerning the distribution of earnings or covering of losses and submit the same to the annual shareholders' meeting for acceptance.

Article 18. The Company shall not pay dividends or bonuses, if there is no surplus earnings. When allocating earnings, the Company shall first estimate and retain a portion of its earnings for taxation and reimbursement of previous losses. The residual balance plus non-net income items is then added to unappropriated earnings in the current year, and the sum of which is subject to a 10% provision for statutory reserves, unless the Company has already accumulated statutory reserves to an amount equal to paid-up capital. Next, provisions for special reserve are to be made according to laws or instructions of the authority.

When allocating earnings, the Company shall allocate no more than 2% of current period profit as director remuneration, and no less than 1% of current period profit as employee remuneration (of which no less than 30% shall be allocated as remuneration for entry-level employees); however, profits must first be taken to offset cumulative losses if any. Distribution of employee remuneration is subject to resolution in a board meeting with more than two-thirds of the board present, and voted in favor by more than half of all attending directors. This decision shall be reported in shareholders' meeting.

After the Company set aside the reserve pursuant to paragraphs 1 and 2 of this Article, in case of any balance left over, together with the retained earnings from previous years, the Board of Directors shall prepare a surplus earnings distribution proposal and submit the same to the shareholders' meeting for review and approval by a resolution for distributing the dividends and bonuses.

The Company may choose to distribute all distributable earnings after taking into account financial, business, and operational factors. Dividends from earnings can be paid in cash or in shares. Cash distribution should take precedence, and while dividends can be paid in shares, stock dividends should not amount to more than 50% of total dividends.

The Company may distribute all or part of its capital surplus, subject to compliance with laws and the authority's instructions, in situations where the Company has no earning to distribute, or if the amount of earnings is far less than the amount distributed in the previous year, or for whatever financial, business, and operational concerns the Company may have. Where distribution is made in cash, the Board of Directors may resolve and execute the decision according to Article 241 of the Company Act and report the decision in a subsequent shareholders' meeting without seeking shareholders' acknowledgment.

## **Chapter 7. Supplemental Provisions**

Article 19. These Articles of Incorporation is effective upon the approval for registration. Any matters not provided in these Articles of Incorporation shall be conducted in accordance with the Company Act and other relevant laws and regulations.

Article 20. These Articles of Incorporation were resolved on November 19, 2003. The first amendment was made on June 10, 2005, the second amendment was made on May 26, 2006, the third amendment was made on October 13, 2006, the fourth amendment was made on June 11, 2008, the fifth amendment was made on June 5, 2009, the sixth amendment was made on June 29, 2016, the seventh amendment was made on June 19, 2020, and the eighth amendment was made on March 4, 2021. The ninth amendment was made on May 24, 2022. ; the tenth amendment was made on May 22, 2025.