

Fitipower Integrated Technology Inc.

Articles of Incorporation

Chapter I General

Article 1

The Company is organized under the Company Act and is named **Fitipower Integrated Technology Inc.**

Article 2

The Company's scope of business is as follow:

1. CC01080 Electronics Components Manufacturing
2. F401010 International Trade

Research, development, production, manufacturing and sales of:

- (1). integrated circuits for Integrated Services Digital Network (ISDN) system.
- (2). Memory Integrated Circuits (IC) for communication.
- (3). Analog/Digital Hybrid ICs.
- (4). Customized design, Consumer ICs, and Microcomputer Peripheral ICs.
- (5). Import and export trading related to the Company's business

Article 3

The Company has the headquarters in Hsinchu Science Park, and may establish branch offices in appropriate locations in Taiwan and abroad if necessary, by resolution of the board of directors.

Article 4

The Company may provide external guarantees.

Article 5

The Company may, by resolution of the board of directors, engage in domestic and foreign reinvestments, and when the Company is a limited liability shareholder of another company, the total amount of all investments shall not be limited to 40% of the paid-in capital under Article 13 of the Company Act.

Article 6

The announcement method of the Company shall be in accordance with Article 28 of the Company Act.

Chapter II Shares

Article 7

The total capital of the Company is set at NT\$3 billion, divided into 300 million shares (including 30 million shares for share subscription warrants) at NT\$10 per share, with unissued shares authorized to be issued by the board of directors in installments.

Article 8

To transfer shares to employees at less than the average actual share repurchase price, the Company must have obtained the consent of at least two-thirds of the voting rights present at the most recent shareholders' meeting attended by shareholders representing a majority of total issued shares.

Qualification requirements of employees, including the employees of parents or subsidiaries of

the Company meeting certain specific requirements, entitled to receive shares, receive share subscription warrant, and receive restricted stock for employees may be specified by the board of directors.

Article 9

To issue employee stock warrants that are not subject to the exercise price restriction set out in Regulations Governing the Offering and Issuance of Securities by Securities Issuers, an issuer is required to obtain the consent of at least two-thirds of the voting rights represented at a shareholders' meeting attended by shareholders representing a majority of the total issued shares. The issuer is allowed to register multiple issues over a period of 1 year from the date of the shareholders resolution.

Article 10

The Company's shares shall be issued as registered shares, and shall be registered by the competent authority or its approved issuing agency. The Company may issue shares without printing the certificates, but shall register them with the centralized securities depository.

Article 11

Except as otherwise provided by laws and regulations, the Company's shareholder services are governed by the "Regulations Governing the Administration of Shareholder Services of Public Companies" issued by the competent authorities.

Article 12

The entries in the shareholders roster shall not be altered within 60 days prior to the convening date of a annual shareholders meeting, or within 30 days prior to the convening date of a special shareholders' meeting, or within 5 days prior to the target date fixed by the issuing company for distribution of dividends, bonus or other benefits.

Chapter III Shareholders Meeting

Article 13

There shall be two kinds of shareholders meetings, ordinary and interim. Ordinary meetings shall be convened once a year by the board of directors, within six months after the end of each fiscal year; interim meetings shall be convened as required by law. The Company's shareholders' meetings may be held by video conference or other means announced by the central competent authority.

Article 14

For a shareholders' meeting convened by the board of directors, the chairman of the meeting shall be the chairman of the board of directors. In case the chairman of the board of directors is on leave or absent or can not exercise his power and authority for any cause, his/her proxy shall be in accordance with the relevant provisions of Article 208 of the Company Act. When 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 15

The shareholders shall be notified of the date, place and the cause(s) or subject(s) of the meeting no later than 30 days prior to the scheduled annual meeting date and 15 days prior to the scheduled special meeting date. The notice may, as an alternative, be given by means of

electronic transmission, after obtaining a prior consent from the recipient(s) thereof.

Article 16

In the event that a shareholder is unable to attend the general meeting for any reason, he/she may appoint a proxy to attend the meeting by issuing a letter of proxy issued by the Company specifying the scope of the authority. In addition to the provisions of Article 177 of the Company Act, the method of shareholders' proxy attendance shall be in accordance with the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" prescribed by the competent authority.

Article 17

Each shareholder of the Company shall have one voting right per share, unless otherwise provided in the relevant laws and regulations.

Article 18

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

In accordance with the regulations prescribed by the competent authority, the shareholders of the Company who exercises his/her voting power by way of electronic transmission shall be deemed to have attended the said shareholders' meeting in person, and all related matters are prescribed by law.

Chapter IV Directors

Article 19

The Company has five to nine directors with a three-year term of office, who are nominated under a candidate nomination system and elected by the shareholders' meeting from a list of candidates and are eligible for re-election. The total number of shares of the Company held by all directors shall not be less than the number prescribed by the competent authority.

Article 20

The number of independent directors shall not be less than three and shall not be less than one-fifth of the number of directorships. Regulations governing the professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination and election, and other matters for compliance with respect to independent directors shall be prescribed by the competent authority in charge of securities affairs.

Article 21

The Company has established an audit committee in accordance with Article 14-4 of the Securities and Exchange Act. The audit committee shall be composed of the entire number of independent directors. It shall not be fewer than three persons in number, one of whom shall be convener, and at least one of whom shall have accounting or financial expertise. A resolution of the audit committee shall have the concurrence of one-half or more of all members. The audit committee and its members are responsible for carrying out the duties and responsibilities of supervisors as stipulated in the relevant laws and regulations.

Article 22

The board of directors shall be organized by the directors, and a chairman shall be elected by and from among the directors by a majority vote at a meeting attended by over two-thirds of

the directors. The chairman shall represent the Company and shall execute the powers and duties in accordance with the laws and regulations, the Articles of Incorporation, and the resolutions of the shareholders' meeting and the board of directors. In case the chairman of the board of directors is on leave or absent or can not exercise his/her power and authority for any cause, his/her proxy shall be in accordance with the relevant provisions of Article 208 of the Company Act.

Article 23

In calling a meeting of the board of directors, a notice shall set forth therein the subject(s) to be discussed at the meeting and shall be given to the directors seven days in advance. In the case of emergency, a meeting of the board of directors may be convened at any time. Notice of a meeting of the board of directors may be given in writing, by e-mail, or by facsimile.

Each director shall attend the meeting of the board of directors in person. In case a meeting of the board of directors is proceeded via visual communication network, then the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person. In case a director is unable to attend a meeting for any reason, he/she shall appoint another director to attend the board of directors' meeting in his/her behalf. A director may accept the appointment to act as the proxy referred to in the preceding Paragraph of one other director only.

Article 24

The compensation to directors of the Company is authorized to be determined by the board of directors based on their participation in the Company's operations and the value of their contributions, and with reference to the usual domestic and foreign industry standards. The Company may purchase liability insurance for its directors in accordance with relevant laws and regulations, and the scope of such insurance is authorized to be determined by the board of directors.

Chapter V Managerial Officers

Article 25

The Company may have one or more managerial officers. Appointment, discharge and the compensation of the managerial officers shall be in compliance with Article 29 of the Company Act.

Chapter VI Accounting

Article 26

The Company's fiscal year is from January 1 to December 31. The Board of Directors shall prepare the following statements at the end of each fiscal year and submit them to the shareholders' meeting for recognition in accordance with the statutory procedures:

1. Business Report
2. Financial Statement
3. Proposal on Distribution of Surplus and Recovery of Losses

Article 27

If the Company makes a profit in a year, the Company shall distribute not less than 5% as compensation to employees, of which at least 10% shall be allocated to rank and file employees, and not more than 1% as compensation to directors. However, if the Company has accumulated losses, the Company shall reserve the amount to cover them in advance.

Employees entitled to receive shares or cash in accordance with the provisions mentioned above may include employees of parents or subsidiaries of the Company meeting certain specific requirements. The aforementioned compensation to directors may be made in cash only.

The first two items shall be resolved by the board of directors and reported to the shareholders' meeting.

Article 28

If there is any net profit after tax for the current period, the Company shall first make up the accumulated deficit and set aside 10% of the legal reserve in accordance with the law; except when the accumulated legal reserve has reached the total paid-in capital of the Company. The Company may next set aside or reverse the special reserve in accordance with the law or the regulations prescribed by the competent authority. The board of directors shall prepare a proposal for the distribution of the remaining earnings, together with the undistributed earnings at the beginning of the period, and submit it to the shareholders' meeting for resolution on the distribution of dividends to shareholders.

The Company hereby authorizes the Board of Directors—by the attendance of at least two-thirds of all directors and the affirmative vote of a majority of those present—to distribute all or part of dividends, legal surplus reserves, and capital surplus in cash, and to report such distribution to the shareholders' meeting.

The Company's dividend policy, aligned with current and future development plans and taking into account the investment environment, funding requirements, and domestic and international competitive conditions while safeguarding shareholder interests, provides that annual dividend distributions shall be no less than 50% of the year's newly distributable earnings, of which cash dividends shall comprise at least 10% of the total dividend.

Chapter VII Supplementary Provision

Article 29

All matters not provided for in these Articles of Incorporation shall be governed by the Company Act and other laws and regulations.

Article 30

These Articles of Incorporation were established on June 22, 1995.

The 1st amendment was made on March 18, 1997.

The 2nd amendment was made on June 30, 1998.

The 3rd amendment was made on November 5, 1998.

The 4th amendment was made on March 30, 1999.

The 5th amendment was made on March 30, 1999.

The 6th amendment was made on July 2, 1999.

The 7th amendment was made on June 5, 2000.

The 8th amendment was made on September 13, 2000.

The 9th amendment was made on June 26, 2001.

The 10th amendment was made on June 28, 2002.

The 11th amendment was made on June 20, 2003.

The 12th amendment was made on June 24, 2005.

The 13th amendment was made on March 30, 2006.

The 14th amendment was made on June 2, 2006.

The 15th amendment was made on June 22, 2007.

The 16th amendment was made on April 16, 2010.

The 17th amendment was made on June 30, 2011.

The 18th amendment was made on May 25, 2012.

The 19th amendment was made on May 24, 2013.

The 20th amendment was made on May 28, 2015.

The 21st amendment was made on June 16, 2016.

The 22nd amendment was made on June 21, 2018.

The 23rd amendment was made on June 25, 2019.

The 24th amendment was made on May 18, 2021.

The 25th amendment was made on June 22, 2022.

The 26th amendment was made on May 31, 2024.

The 27th amendment was made on May 26, 2025.