

(English Translation)
Winbond Electronics Corporation

2026 Annual General Shareholders Meeting
Agenda Handbook¹

Date: May 29, 2026

Time: 9:00 A.M.

Shareholders meeting will be held by means of physical shareholders meeting

**Place: 1F., No.539, Sec. 2, Wenxing Rd., Jhubei City, Hsinchu County, Taiwan,
R.O.C. (Auditorium Hall)**

¹ This translation is for reference only. In the event of any discrepancy between the Chinese version and this translation, the Chinese version shall prevail.

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Procedure and Agenda for the 2026 Annual General Meeting of Shareholders

- I. Announcement of the Commencement of the Meeting
- II. Opening Speech of the Chairman
- III. Meeting Agenda
 - A. Matters to be reported
 1. Business report for Fiscal Year 2025
 2. Audit Committee's review report on 2025 audited financial statements and report
 3. Report on distribution of employee and director compensation for 2025
 4. Report on distribution of cash dividends for Fiscal Year 2025
 5. Other matters to be reported
 - B. Matters to be recognized and discussed and election of directors
 1. To recognize business report and financial statements for Fiscal Year 2025
 2. To recognize the proposal for distribution of the 2025 profit
 3. To discuss the Company's plan for long-term capital raising
 4. To elect the directors (including independent directors) of the 14th term
Voting by poll for Proposal Nos. 1 to 3 and to proceed with the election of directors:
 5. To discuss the release of the Company's directors (including independent directors) and their representatives from non-competition restrictions
 - (1) To discuss the release of the Company's directors (including independent directors) and their representatives from non-competition restrictions. (Director: Mr. Arthur Yu-Cheng Chiao)
 - (2) To discuss the release of the Company's directors (including independent directors) and their representatives from non-competition restrictions. (Director: Ms. Yung Chin)
 - (3) To discuss the release of the Company's directors (including independent directors) and their representatives from non-competition restrictions. (Director: Mr. Lin, Chih-Chen)
 - (4) To discuss the release of the Company's directors (including independent directors) and their representatives from non-competition restrictions. (Director: Mr. Yi-Bing Lin)
 - (5) To discuss the release of the Company's directors (including independent directors) and their representatives from non-competition restrictions. (Corporate Director: Walsin Lihwa Corporation)
 - (6) To discuss the release of the Company's directors (including independent directors) and their representatives from non-competition restrictions. (Representative of Walsin Lihwa Corporation: Ms. Chiao Tzu Yi)
 - (7) To discuss the release of the Company's directors (including independent directors) and their representatives from non-competition restrictions. (Corporate Director: Chin-Xin Investment Co., Ltd.)
 - (8) To discuss the release of the Company's directors (including independent directors) and their representatives from non-competition restrictions. (Representative of Chin-Xin Investment Co., Ltd.: Mr. Tung-Yi Chan)
 - (9) To discuss the release of the Company's directors (including independent directors) and their representatives from non-competition restrictions. (Independent Director: Mr. Chung-Ming Kuan)
 - (10) To discuss the release of the Company's directors (including independent directors) and their representatives from non-competition restrictions. (Independent Director: Mr. LI-JONG PEIR)
 - (11) To discuss the release of the Company's directors (including independent directors) and their representatives from non-competition restrictions. (Independent Director: Mr. Chiang, Shang-Yi)
- Voting by poll for the above Proposals.
- IV. Other Extemporaneous Matters and Motions
- V. Adjournment

Matters to be reported

1. Business report for Fiscal Year 2025
Both the Company's business report and financial statements for Fiscal Year 2025 are hereby presented (please refer to Attachment 1 for details). Please review and approve the same. To be reported by the President.
2. Audit Committee's review report on 2025 audited financial statements and report
The Audit Committee's review report is hereby presented (please refer to Attachment 3 for details). Please review and approve the same.
3. Report on distribution of employee and director compensation for 2025
According to the Company's 2025 earnings audited by the certified public accountants, it is proposed to, in accordance with Article 22 of the Company's Articles of Incorporation, allot 1% of the balance to be the remuneration of directors, which is NT\$51,474,691 in total, and allot 2% of the balance to be the remuneration of employees, which is NT\$102,949,384 in total. The above amounts will all be paid in cash. The aforesaid ratios and amounts for allocation have been approved respectively by the Company's Compensation Committee and Board of Directors.
4. Report on the Distribution of Cash Dividends for Fiscal Year 2025
 - (1) Pursuant to Article 240 of the Company Act and the authorization under the Company's Articles of Incorporation, the Board of Directors of the Company resolved at its meeting held on February 10, 2026, to distribute cash dividends for Fiscal Year 2025 in the aggregate amount of NT\$2,250,000,096, representing a cash dividend of NT\$0.50 per common share.
 - (2) The calculation of cash dividends under this proposal is rounded down to the nearest New Taiwan Dollar, with any fractional amounts of less than one New Taiwan Dollar arising from the distribution of cash dividends to be recorded as other income of the Company.
 - (3) The cash dividends were fully distributed on May 4, 2026.
5. Other matters to be reported:
 - (1) Report on the shareholdings of all directors of the Company:
 - a. According to Article 26 of the Securities and Exchange Act and the Rules and Review Procedures for Share Ownership Ratios of Directors and Supervisors of Public Companies, the minimum combined shareholdings of all directors of the Company should be 108,000,005 shares. The Company has set up an Audit Committee and thus the requirement on the minimum shareholdings of all supervisors is not applicable.
 - b. Please refer to Attachment 4 for the shareholding of each director and the shareholdings of all directors as of the record date for determining the shareholders eligible to attend this annual general shareholders meeting.
 - c. The aggregate shareholdings of all directors of the Company meet the minimum shareholding required by laws and regulations.
 - (2) During the period for accepting shareholders' proposals, no shareholder submitted any written proposal to the Company for the Company's 2026 annual general shareholders meeting in accordance with Article 172-1 and Article 192-1 of the Company Act.
 - (3) Report on Related Party Major Transactions of the Company for 2025 (please refer to Attachment 5 for details).
 - (4) To meet the funding needs for the procurement of machinery and equipment in foreign currencies for the purpose of expansion of production capacity and enhancement of process, the Company issued its fourth unsecured overseas convertible bonds. Details of the issuance are as follows:

Type/Issue	The Fourth Issuance of Unsecured Overseas Convertible Bonds
Approval Date	2026/03/24
Issue Date	2026/03/31
Maturity Date	2027/03/31
Total amount issued	US\$750,000,000
Face value per bond	US\$200,000
Issue Price	100% of the Bonds' par value
Place of offering and transaction	Singapore Exchange Securities Trading Limited
Initial Conversion Price	NT\$109.45 per share
Issue coupon/interest rate	0% per annum
Repayment method	Unless the Bonds have been redeemed, repurchased and canceled, or converted, the Bonds will be redeemed on the Maturity Date, March 31,2027, at the par value plus a yield based on an annual interest rate of -1.50% (calculated semi-annually)
Trustees of the corporate bonds	Citicorp International Limited
Agent for payment of the principal and interest	Citibank, N.A., London Branch
Status of Fund Utilization	In line with the planned schedule

Matters to be recognized and discussed and election of directors

Motion 1: (proposed by the Board of Directors)

Proposal: The business report and financial statements for Fiscal Year 2025 are hereby presented. Please acknowledge and recognize the same.

Explanation:

1. Please refer to Attachment 1 for the business report and financial statements of fiscal year 2025.
2. The aforementioned financial statements had been approved by the Board of Directors. After being audited by the certified public accountants, such financial statements, together with the business report, had been submitted to and reviewed by the Audit Committee.

Motion 2: (proposed by the Board of Directors)

Proposal: The proposal for distribution of the 2025 profit is hereby presented. Please acknowledge and recognize the same.

Explanation:

1. It is conducted in accordance with Article 228 of the Company Act and Article 21 of the Company's Articles of Incorporation.
2. The Company's profit distribution table is as follows.
3. The proposal was approved by the Board of Directors.

Winbond Electronics Corporation
Statement of Profit Distribution
For the year ended December 31, 2025

(Unit : NT\$)

Items	Total
Unappropriated Earnings, Beginning of Year	\$23,161,218,512
Plus: Net Income for 2025	\$3,961,928,563
Loss on Disposals of Investments in Equity Instruments Designated as at Fair Value through Other Comprehensive Income for 2025	(\$243,993,044)
Gains on Remeasurement of Defined Benefit Plans for 2025	54,073,549
Difference Between Consideration and Carrying Amount of Subsidiaries Acquired or Disposed for 2025	(\$64,224,205)
Subtotal	3,707,784,863
Minus: 10% Legal Reserve Appropriated	(\$370,778,486)
Earnings Available for Distribution as of December 31, 2025	\$26,498,224,889
Distributable items:	
Cash Dividends to Common Shareholders (NT\$ 0.5 per share)	(\$2,250,000,096)
Unappropriated Earnings, End of Year	\$24,248,224,793

(Note 1: Cash dividends will be calculated and distributed in whole New Taiwan Dollar. Any fractional amount accounted in the Company's other income.)

(Note 2: Distribution of the Company's profit or make up its losses for the end of half of 2025: None.)

Chairman: Arthur Yu-Cheng Chiao

Manager: Pei-Ming Chen

Chief Accountant: Chin-Feng Yang

Motion 3: (proposed by the Board of Directors)

Proposal: The Company's plan to carry out a long-term capital raising is hereby presented. Please review and approve the same.

Explanation:

1. This proposal is conducted in accordance with Item 4 of Paragraph 1 of Article 17 of the Company's Articles of Incorporation.
2. To meet the Company's capital needs for its long-term strategic development and operational growth (including but not limited to replenishment of working capital, overseas procurement of raw materials, repayment of bank loans, purchase of machinery and equipment, reinvestment, strengthening of the Company's financial structure, or other funding purposes related to the Company's long-term strategic development), and taking into consideration the internationalization and diversification of fund-raising methods, it is proposed that the shareholders' meeting authorize the Board of Directors to, at an appropriate time and by selecting suitable fund-raising instruments, raise long-term funds by conducting either a capital increase for cash through issuing common shares to be offered in the form of overseas depositary receipts, or a capital increase for cash through issuing common shares by way of competitive auction or book-building for public underwriting, or a combination of the above methods (hereinafter collectively referred to as the "Long-Term Fund Raising"). The fund-raising methods and the principles for conducting the fund-raising are set forth in Attachment 6.
3. The total number of common shares authorized to be issued under the Long-Term Fund Raising (including common shares underlying overseas depositary receipts or common shares issued through a capital increase for cash and publicly underwritten by way of competitive auction or book-building) shall, as a principle, not exceed 200,000,000 shares.
4. The common shares to be issued under the Long-Term Fund Raising shall have a par value of NT\$10 per share and, upon issuance, shall carry the same rights and obligations as the Company's issued common shares. The Long-Term Fund Raising will help enhance the Company's financial

structure and competitiveness for long-term development and is expected to have a positive impact on shareholders' rights and interests. With respect to the interests of existing shareholders, assuming that the maximum number of 200,000,000 common shares is issued under the Long-Term Fund Raising, representing approximately 4.44% of the Company's current paid-in capital of 4,500,000,193 shares, such issuance is not expected to have a material adverse impact on the rights and interests of the existing shareholders.

5. It is proposed that the shareholders' meeting authorize the Board of Directors to, depending on prevailing market conditions, adjust, determine, and handle the key contents of the issuance plan for the Long-Term Fund Raising, including but not limited to the actual issue price, number of shares to be issued, issuance conditions, fund-raising amount, record date for the capital increase, project items, expected schedule, and expected benefits, as well as all other matters relating to the issuance plan. In the event that any of the foregoing matters are required to be amended or adjusted due to changes in laws or regulations, instructions by the competent authority, or objective or subjective circumstances (including applying to the competent authority for an extension or cancellation of the issuance plan), the Board of Directors is also authorized to handle such matters with full power and authority in accordance with applicable laws and regulations.
6. To facilitate the issuance operations under the Long-Term Fund Raising, it is proposed that the shareholders' meeting authorize the Chairman of the Board or his designated representative to sign all contracts and documents relating to the Long-Term Fund Raising and to handle all other related matters on behalf of the Company.
7. This proposal has been approved by the Company's Board of Directors.

Proposal 4 : Election Matters (proposed by the Board of Directors)

Proposal: Election of the Company's Board of Directors (Including Independent Directors) of the 14th term.

Explanation:

1. The term of office of the Company's Board of Directors (including Independent Directors) of the 13th term will expire on May 29, 2026. It is proposed that a full re-election of directors be conducted at the Company's 2026 Annual Shareholders' Meeting.
2. Pursuant to Article 13 of the Company's Articles of Incorporation, the Company shall have nine to eleven directors, of whom no fewer than three shall be Independent Directors, and the number of Independent Directors shall be not less than one-fifth of the total number of directors. The term of office shall be three years. The Company's Board of Directors of the 13th term, at its 23rd meeting, resolved that the Company's Board of Directors of the 14th term shall consist of eleven directors, including four Independent Directors. The term of office of the newly elected directors shall commence on May 29, 2026 and end on May 28, 2029, for a term of three years, and shall take effect immediately upon election at the Annual Shareholders' Meeting.
3. The list of director candidates has been approved by the Company's Board of Directors of the 13th term at its 23rd meeting. Please refer to Attachment 7 for details.

Voting on Proposals No. 1, No. 2 and No. 3, and Voting on the Election Proposal

Proposal 5 (proposed by the Board of Directors)

Proposal: Proposal to release the Company's Directors (including Independent Directors) and their Representatives from the non-competition restrictions. Please review and approve the same.

Explanation:

1. This proposal is made in accordance with Article 209, Paragraph 1 of the Company Act.
2. The Company's Directors are Mr. Arthur Yu-Cheng Chiao, Ms. Yung Chin, Mr. Chih-Chen Lin, Mr. Yi-Bing Lin, Walsin Lihwa Corporation, and Chin Xin Investment Co., Ltd.; the Independent Directors are Mr. Chung-Ming Kuan, Mr. Li-Jong Peir, and Mr. Shang-Yi Chiang; the representatives appointed by the corporate directors are Ms. Tzu-Yi Chiao, appointed by Walsin

Lihwa Corporation, and Mr. Tung-Yi Chan, appointed by Chin Xin Investment Co., Ltd.

The aforementioned Directors (including Independent Directors) and the representatives appointed by the corporate directors concurrently serve as directors or managerial officers of other companies engaging in business activities that are the same as those conducted by the Company. Detailed information regarding such concurrent positions is set forth in Attachment 8 of this handbook.

3. It is hereby proposed that approval be granted to release the aforementioned Directors (including Independent Directors) and their Representatives from the restrictions on engaging in competitive activities within the scope of the Company's business, and that the Company shall not exercise its right of disgorgement with respect to any benefits derived by such Directors (including Independent Directors) and their Representatives from the date they commenced serving as directors or managerial officers of such competing companies.
4. This proposal has been approved by a resolution of the Company's Board of Directors.

Voting on the Above-mentioned Proposal

Other Extemporaneous Matters and Motions:

Meeting Adjourned.

Attachment

Winbond Electronics Corporation 2025 Business Report

2025 saw explosive growth in artificial intelligence (AI) technology, driving demand for memory products with record-breaking momentum. This has led to structural shifts in the memory industry, and opened an opportunity to capitalize on the resulting market gap. Winbond seized this opportunity in the second half of 2025, building on years of accumulated R&D investments and expertise to deliver significant results. We will continue to leverage the latest AI trends, strengthen R&D in advanced technologies, and ramp up production capacity to help pioneer a new era of our operations.

Financial Performance

Winbond reported a consolidated revenue of NT\$ 89.406 billion in 2025, up 9.55% from the previous year. The increase in revenue can primarily be attributed to rising memory product prices driven by a structural change in market demand. Based on our consolidated income statement, memory products made up 66% of revenue, and logic IC made up 34%. We achieved a gross margin of 35% and an operating margin of 6.2%, and reported a consolidated net income of NT\$ 3.18 billion after tax (of which NT\$ 3.96 billion is attributed to the parent company), with an EPS of NT\$ 0.88.

Market and Product Applications

Our memory product line is headlined by Code Storage Flash Memory and Customized Memory Solution (CMS) design, fabrication, service, and distribution; our logic IC line focuses on microcontroller technologies, hardware security, image sensing, battery and motor solutions, and semiconductor devices. We offer a combination of memory and logic IC products, which, in turn, provides our global clientele with comprehensive solutions across a wide range of products and services.

When it comes to applications, our memory IC products are evenly distributed across communication, automobile/industrial, consumer, and computer/peripheral products. In 2025, these four product categories accounted for 24%, 27%, 29%, and 20% of memory IC revenue, respectively. For our logic IC business, the revenue share of computer/peripheral products rose to 27% thanks to stable demand. Other product categories followed slightly behind, with automobile and industrial control parts accounting for 40% of logic IC revenue, followed by smartphones with 20% and consumer products with 13%.

Product Innovation and Technology Development

We have incorporated green design philosophy as a core aspect of our product development process, utilizing our competitive values to fuel and fulfill our commitment to sustainability. In our memory business, our world-leading NOR Flash business has expanded its product lineup with 45nm process technology, and our 24nm SLC NAND Flash products have entered mass production. Furthermore, our 20nm CMS DRAM has become one of our primary technologies, while our next-generation 16nm technology has completed development and is expected to hit mass production in 2026. In terms of new products, we launched 8Gb LPDDR4 and 8Gb DDR4 to respond to the hottest demand from our clients.

We have also achieved several significant breakthroughs with our logic IC business. We optimized the M55M1 microcontroller platform with NuML Toolkit, a high-performance AI MCU deployment tool, to accelerate the implementation of AI applications. The product is currently used in smart lamps, posture recognition, voice recognition, image sensing, and a wide range of other use cases. At the 2025 OCP Global Summit, we announced our Arbel BMC System-in-Package and showcased our integrated BMC subsystems, which have the capability to support next-generation AI servers and data center infrastructures. In automobile applications, our 4th generation Gerda™ HMI Display IC Series has entered mass production. The series integrates image processing, security safeguards, and display safety functionality, allowing it to be used in smart rear view mirrors, AR-enabled head-up displays, and e-dashboards for enhanced driver safety and user experience. Meanwhile, our battery monitor IC products hit mass production for the first time thanks to orders from American automobile manufacturers, opening up new possibilities for the future of our logic IC business.

Corporate Sustainability

Faced with global climate risks, Winbond is adopting a “digitally driven” and “sustainably innovative” two-pronged

approach that converts ESG outcomes into market competitiveness and financial gains. We are sticking to our annual power conservation target of 2–3% while actively seeking to diversify our renewable energy resources. We aim to reach our target of 50% renewable energy usage by 2030 across our Taiwan plants, with the goal of net-zero carbon emissions by 2050.

At the management level, Winbond pioneered a carbon accounting management system, making carbon footprint tracking a transparent and data-based process. This carbon footprint data portal not only improves the efficiency of internal decision-making, but also helps us build stronger green supply chain relationships with our clients. We have already successfully transformed our technological strengths into low-carbon differentiated value. In 2025 alone, we shipped 451 million units of products made with 100% renewable energy, contributing to over 60% reductions of carbon emissions. Our efforts to meet market demand for sustainable products have earned us a spot in the S&P Global Sustainability Yearbook, where we ranked sixth globally in our industry.

Honors and Awards

Winbond’s pursuit of product innovation, quality excellence, and sustainable development garnered extensive recognition in 2025. In terms of product innovation, we were named a Top 100 Global Innovator by Clarivate for the third consecutive years, a tribute to our continued dedication to innovative thinking and the improvement of R&D capabilities during product and technology development. As for quality excellence, we won one gold, three silver, and one bronze awards at the 2025 Taiwan Continuous Improvement Awards in recognition of our team efforts in optimizing fabrication process yields. In addition, our NuMicro® M2354 Series, which is equipped with chip-level physical security, was crowned the MCU/Driver IC of the Year at the 2025 EE Awards Asia, and our NPCM8mnx BMC System-in-Package received OCP S.A.F.E. accreditation, indicating the highest level of conformity to hardware/firmware security, openness, and supply chain trust.

When it comes to sustainable development, we place great importance on corporate governance and environmental sustainability, as evidenced by the long list of awards we received in 2025. Winbond’s Kaohsiung plant took home the silver award when it competed at the Ministry of Environment’s seventh annual National Enterprise Environmental Protection Award for the first time. It also received the gold award at the Ministry of Economic Affairs’ Energy Conservation Benchmark Awards. In addition, we received “A” ratings in “climate change” and “water security” from the Carbon Disclosure Project (CDP), making the CDP A List. Other honors that demonstrate our sustainable governance efforts include a number one ranking in Taiwan’s semiconductor industry based on CommonWealth Magazine’s Temperature Rising Index for Pathways; a consecutive platinum award in ESG Reporting at the Taiwan Corporate Sustainability Awards; and consecutive platinum certifications (highest level of certification) under RBA’s Validated Assessment Program. Our subsidiary, Nuvoton Technology, represented our logic IC business at the Net Zero Industry Competitiveness Awards organized by NCU’s Research Center for Taiwan Economic Development and the 21st Century Foundation. Nuvoton was also selected for *Business Weekly*’s “2025 Top 100 Carbon Competitive Corporations,” marking the third consecutive year the company was chosen.

Future Prospects

The continued growth of AI applications has set the stage for limitless possibilities in technology integration and creative solutions on a global scale, kicking off a new cycle of growth for the memory industry. Adhering to our vision of “being a hidden champion in providing sustainable semiconductors to enrich human life,” Winbond and our network of global locations will continue to create sustainable value for generations to come.

Chairman: Arthur Yu-Cheng Chiao

President: Pei-Ming Chen

CAO: Chin-Feng Yang

WINBOND ELECTRONICS CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars)

ASSETS	2025		2024	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 15,733,774	8	\$ 14,100,396	8
Current financial assets at fair value through profit or loss (Notes 4 and 7)	196,442	-	201,804	-
Current financial assets at fair value through other comprehensive income (Notes 4 and 8)	13,150,290	7	8,318,400	5
Accounts receivable, net (Notes 4 and 9)	16,038,146	8	10,010,017	6
Accounts receivable due from related parties, net (Note 31)	33,008	-	28,329	-
Finance lease receivables - current (Notes 4, 10 and 31)	-	-	22,506	-
Other receivables (Notes 11 and 31)	678,355	-	700,684	-
Inventories (Notes 4, 5 and 12)	25,758,040	14	24,201,163	13
Other current assets (Note 31)	1,603,074	1	1,932,190	1
Total current assets	73,191,129	38	59,515,489	33
NON-CURRENT ASSETS				
Non-current financial assets at fair value through profit or loss (Notes 4 and 7)	248,357	-	-	-
Non-current financial assets at fair value through other comprehensive income (Notes 4 and 8)	2,985,536	2	3,442,851	2
Investments accounted for using equity method (Notes 4 and 13)	16,031,734	8	7,390,428	4
Property, plant and equipment (Notes 4 and 14)	93,800,188	49	100,252,092	56
Right-of-use assets (Notes 4, 15 and 31)	1,997,192	1	1,984,623	1
Investment properties (Notes 4 and 16)	1,188,544	1	1,369,827	1
Intangible assets (Notes 4 and 17)	864,491	-	815,589	1
Deferred income tax assets (Notes 4 and 25)	599,652	-	1,665,713	1
Other non-current assets (Notes 6 and 31)	1,285,244	1	1,347,536	1
Total non-current assets	119,000,938	62	118,268,659	67
TOTAL	\$ 192,192,067	100	\$ 177,784,148	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Note 18)	\$ 2,739,451	1	\$ 2,119,990	1
Current financial liabilities at fair value through profit or loss (Notes 4 and 7)	135,470	-	142,481	-
Notes and accounts payable	6,906,840	4	5,506,722	3
Accounts payable due to related parties (Note 31)	1,316,751	1	1,554,595	1
Payables on machinery and equipment	1,067,378	-	2,064,502	1
Other payables (Note 31)	9,459,694	5	8,170,293	5
Current tax liabilities (Notes 4 and 25)	206,028	-	280,031	-
Lease liabilities - current (Notes 4, 15 and 31)	297,218	-	287,101	-
Long-term borrowings and bonds payable - current portion (Notes 18 and 19)	22,991,607	12	19,960,335	11
Other current liabilities (Note 31)	1,494,787	1	1,675,665	1
Total current liabilities	46,615,224	24	41,761,715	23
NON-CURRENT LIABILITIES				
Non-current financial liabilities at fair value through profit or loss (Notes 4 and 7)	10,277	-	-	-
Bonds payable (Notes 4 and 19)	4,865,294	3	-	-
Long-term borrowings (Notes 18 and 28)	21,533,637	11	31,127,718	18
Provisions - non-current (Notes 4 and 20)	1,628,075	1	1,970,859	1
Lease liabilities - non-current (Notes 4, 15 and 31)	1,809,324	1	1,803,971	1
Net defined benefit liabilities - non-current (Notes 4 and 21)	1,135,838	1	1,278,185	1
Other non-current liabilities	464,267	-	682,279	-
Total non-current liabilities	31,446,712	17	36,863,012	21
Total liabilities	78,061,936	41	78,624,727	44
EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT (Notes 4 and 22)				
Share capital	45,000,002	23	45,000,002	25
Capital surplus	13,751,860	7	13,699,048	8
Retained earnings				
Legal reserve	4,823,815	3	4,772,874	3
Unappropriated earnings	26,869,003	14	23,212,159	13
Exchange differences on translation of the financial statements of foreign operations	(1,264,774)	(1)	(906,715)	-
Unrealized gains on financial assets measured at fair value through other comprehensive income	18,756,061	10	5,874,120	3
Total equity attributable to owners of the parent	107,935,967	56	91,651,488	52
NON-CONTROLLING INTERESTS (Note 22)	6,194,164	3	7,507,933	4
Total equity	114,130,131	59	99,159,421	56
TOTAL	\$ 192,192,067	100	\$ 177,784,148	100

The accompanying notes are an integral part of the consolidated financial statements.

WINBOND ELECTRONICS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2025		2024	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 23 and 31)	\$ 89,406,171	100	\$ 81,609,768	100
OPERATING COSTS (Notes 12 and 31)	<u>58,210,043</u>	<u>65</u>	<u>57,608,659</u>	<u>71</u>
GROSS PROFIT	<u>31,196,128</u>	<u>35</u>	<u>24,001,109</u>	<u>29</u>
OPERATING EXPENSES (Note 31)				
Selling expenses	2,448,236	3	2,283,103	3
General and administrative expenses	4,903,701	6	4,792,444	6
Research and development expenses	18,186,458	20	16,406,503	20
Expected credit (gain) loss (Note 9)	<u>123,277</u>	<u>-</u>	<u>11,576</u>	<u>-</u>
Total operating expenses	<u>25,661,672</u>	<u>29</u>	<u>23,493,626</u>	<u>29</u>
INCOME FROM OPERATIONS	<u>5,534,456</u>	<u>6</u>	<u>507,483</u>	<u>-</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income (Note 31)	356,544	-	334,399	-
Dividend income (Note 31)	216,299	-	363,064	-
Other income (Notes 15, 28 and 31)	474,463	1	377,018	1
Share of profit (loss) of associates	119,769	-	221,165	-
Gains (losses) on disposal of property, plant and equipment (Note 31)	467	-	1,019,587	1
Gains (losses) on disposal of intangible assets	1,073	-	-	-
Gains (losses) on foreign exchange (Note 34)	(478,369)	-	596,702	1
Gains (losses) on financial instruments at fair value through profit or loss	47,680	-	(758,204)	(1)
Interest expense (Notes 15, 28 and 31)	(1,387,102)	(2)	(1,206,792)	(1)
Other expenses (Note 31)	<u>(274,795)</u>	<u>-</u>	<u>(342,758)</u>	<u>-</u>
Total non-operating income and expenses	<u>(923,971)</u>	<u>(1)</u>	<u>604,181</u>	<u>1</u>
INCOME BEFORE INCOME TAX	4,610,485	5	1,111,664	1
INCOME TAX EXPENSE (Notes 4 and 25)	<u>1,433,037</u>	<u>1</u>	<u>402,043</u>	<u>-</u>
NET INCOME	<u>3,177,448</u>	<u>4</u>	<u>709,621</u>	<u>1</u>

(Continued)

WINBOND ELECTRONICS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2025		2024	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME (LOSS)				
Components of other comprehensive income (loss) that will not be reclassified to profit or loss:				
Gains on remeasurement of defined benefit plans (Note 21)	\$ 72,518	-	\$ 62,332	-
Unrealized gains (losses) from investments in equity instruments at fair value through other comprehensive income	3,737,035	4	(4,360,223)	(5)
Share of other comprehensive income (loss) of associates accounted for using equity method	8,601,008	10	(3,641,686)	(5)
Income tax related to items that will not be reclassified (Note 25)	81,628	-	(563)	-
Components of other comprehensive income (loss) that will be reclassified to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	<u>(542,477)</u>	<u>(1)</u>	<u>73,888</u>	<u>-</u>
Other comprehensive income (loss)	<u>11,949,712</u>	<u>13</u>	<u>(7,866,252)</u>	<u>(10)</u>
TOTAL COMPREHENSIVE INCOME (LOSS)	<u>\$ 15,127,160</u>	<u>17</u>	<u>\$ (7,156,631)</u>	<u>(9)</u>
NET INCOME (LOSS) ATTRIBUTABLE TO:				
Owners of the parent	\$ 3,961,929	5	\$ 601,001	1
Non-controlling interests	<u>(784,481)</u>	<u>(1)</u>	<u>108,620</u>	<u>-</u>
	<u>\$ 3,177,448</u>	<u>4</u>	<u>\$ 709,621</u>	<u>1</u>
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO:				
Owners of the parent	\$ 16,295,891	18	\$ (7,252,894)	(9)
Non-controlling interests	<u>(1,168,731)</u>	<u>(1)</u>	<u>96,263</u>	<u>-</u>
	<u>\$ 15,127,160</u>	<u>17</u>	<u>\$ (7,156,631)</u>	<u>(9)</u>
EARNINGS PER SHARE (Note 26)				
Basic	<u>\$ 0.88</u>		<u>\$ 0.14</u>	
Diluted	<u>\$ 0.88</u>		<u>\$ 0.14</u>	

The accompanying notes are an integral part of the consolidated financial statements. (Concluded)

WINBOND ELECTRONICS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Parent								
	Share Capital	Capital Surplus	Retained Earnings		Other Equity		Total	Non-controlling Interests	Total Equity
			Legal Reserve	Unappropriated Earnings	Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unrealized Gains (Losses) on Financial Assets Measured at Fair Value Through Other Comprehensive Income			
BALANCE AT JANUARY 1, 2024	\$ 41,800,002	\$ 10,135,865	\$ 4,772,874	\$ 22,702,753	\$ (1,007,855)	\$ 13,893,178	\$ 92,296,817	\$ 8,163,361	\$ 100,460,178
Net income for the year ended December 31, 2024	-	-	-	601,001	-	-	601,001	108,620	709,621
Other comprehensive income (loss) for the year ended December 31, 2024	-	-	-	65,270	101,140	(8,020,305)	(7,853,895)	(12,357)	(7,866,252)
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	666,271	101,140	(8,020,305)	(7,252,894)	96,263	(7,156,631)
Issuance of ordinary shares for cash	3,200,000	3,503,392	-	-	-	-	6,703,392	-	6,703,392
Share-based payment (Notes 24 and 27)	-	60,712	-	-	-	-	60,712	-	60,712
Changes in ownership interests in subsidiaries	-	(921)	-	-	-	-	(921)	941	20
Adjustments of the difference between the carrying amount and consideration in disposal or acquisition of interests in subsidiaries	-	-	-	(155,618)	-	-	(155,618)	(138,200)	(293,818)
Disposal of investments in equity instruments designated at fair value through other comprehensive income (Note 13)	-	-	-	(1,247)	-	1,247	-	-	-
Cash dividends distributed by subsidiaries to non-controlling interests	-	-	-	-	-	-	-	(614,432)	(614,432)
BALANCE AT DECEMBER 31, 2024	45,000,002	13,699,048	4,772,874	23,212,159	(906,715)	5,874,120	91,651,488	7,507,933	99,159,421
Appropriation of 2024 earnings Legal reserve appropriated	-	-	50,941	(50,941)	-	-	-	-	-
Net income (loss) for the year ended December 31, 2025	-	-	-	3,961,929	-	-	3,961,929	(784,481)	3,177,448
Other comprehensive income (loss) for the year ended December 31, 2025	-	-	-	54,074	(358,059)	12,637,947	12,333,962	(384,250)	11,949,712
Total comprehensive income (loss) for the year ended December 31, 2025	-	-	-	4,016,003	(358,059)	12,637,947	16,295,891	(1,168,731)	15,127,160
Changes in ownership interests in subsidiaries	-	53,150	-	-	-	-	53,150	49,077	102,227
Adjustments of the difference between the carrying amount and consideration in disposal or acquisition of interests in subsidiaries	-	-	-	(64,224)	-	-	(64,224)	(114,831)	(179,055)
Changes in equity of associates accounted for using equity method	-	(338)	-	-	-	-	(338)	-	(338)
Disposal of investments in equity instruments designated at fair value through other comprehensive income (Note 8)	-	-	-	(243,994)	-	243,994	-	-	-
Cash dividends distributed by subsidiaries to non-controlling interests	-	-	-	-	-	-	-	(79,284)	(79,284)
BALANCE AT DECEMBER 31, 2025	\$ 45,000,002	\$ 13,751,860	\$ 4,823,815	\$ 26,869,003	\$ (1,264,774)	\$ 18,756,061	\$ 107,935,967	\$ 6,194,164	\$ 114,130,131

The accompanying notes are an integral part of the consolidated financial statements.

WINBOND ELECTRONICS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars)

	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 4,610,485	\$ 1,111,664
Adjustments for:		
Depreciation expense	12,308,228	12,272,420
Amortization expense	374,605	414,563
Carbon offset	43	54
Expected credit (gain) loss recognized on accounts receivable	123,277	11,576
Interest expense	1,387,102	1,206,792
Interest income	(356,544)	(334,399)
Dividend income	(216,299)	(363,064)
Share-based payment	-	60,712
Share of (profit) loss of associates	(119,769)	(221,165)
(Gains) losses on disposal of property, plant and equipment	(467)	(1,019,587)
(Gains) losses on disposal of intangible assets	(1,073)	-
(Gains) on lease modification	(3,303)	(9,372)
Other income under government grants	(255,747)	(70,304)
Others	-	2,133
Changes in operating assets and liabilities		
(Increase) decrease in financial assets and liabilities at fair value through profit or loss	(7,304)	358,348
(Increase) decrease in accounts receivable	(6,249,490)	(676,774)
(Increase) decrease in accounts receivable due from related parties	(4,679)	16,378
(Increase) decrease in other receivables	39,622	56,248
(Increase) decrease in inventories	(1,556,877)	(331,194)
(Increase) decrease in other current assets	208,203	(537,965)
(Increase) decrease in other non-current assets	17,670	52,487
Increase (decrease) in notes and accounts payable	1,532,805	329,649
Increase (decrease) in accounts payable due to related parties	(237,844)	240,121
Increase (decrease) in other payables	1,295,881	397,026
Increase (decrease) in other current liabilities	(220,256)	(84,466)
Increase (decrease) in other non-current liabilities	(310,994)	(680,941)
Cash flows generated by (used in) operations	12,357,275	12,200,940
Interest received	359,517	342,963
Dividends received	216,299	454,485
Interest paid	(1,387,749)	(1,349,720)
Income taxes paid	(362,580)	(522,788)
Net cash flows generated by (used in) operating activities	<u>11,182,762</u>	<u>11,125,880</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisitions of financial assets at fair value through profit or loss	(248,357)	-
Acquisitions of financial assets at fair value through other comprehensive income	(888,074)	(136,792)

(Continued)

WINBOND ELECTRONICS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars)

	2025	2024
Proceeds from disposal of financial assets at fair value through other comprehensive income	\$ 164,847	\$ 30,000
Proceeds from capital reduction of financial assets at fair value through other comprehensive income	800	450
Acquisitions of property, plant and equipment	(6,496,025)	(17,056,675)
Proceeds from disposal of property, plant and equipment	3,870	1,030,341
Increase (decrease) in unearned receipts - disposal of assets	-	(95,862)
Acquisitions of government grants	151,425	21,000
(Increase) decrease in refundable deposits	(4,216)	(40,922)
(Increase) decrease in other receivables - time deposits	7,662	(278)
Acquisitions of intangible assets	(373,767)	(476,202)
(Increase) decrease in finance lease receivables	<u>23,989</u>	<u>67,120</u>
Net cash flows generated by (used in) investing activities	<u>(7,657,846)</u>	<u>(16,657,820)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase (decrease) in short-term borrowings	776,567	1,105,310
Proceeds from long-term borrowings	13,896,990	5,000,000
Repayments of long-term borrowings	(10,538,128)	(8,980,184)
Proceeds from issuance of bonds payable	4,883,290	-
Repayments of bonds payable	(10,000,000)	-
Change in non-controlling interests	(79,284)	(614,432)
Proceeds from issuance of ordinary shares	-	6,703,392
Acquisitions of additional interests in subsidiaries	(179,055)	(293,818)
Repayments of lease liabilities	(328,066)	(314,823)
Increase (decrease) in guarantee deposits	<u>6,275</u>	<u>(78,529)</u>
Net cash flows generated by (used in) financing activities	<u>(1,561,411)</u>	<u>2,526,916</u>
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS		
	<u>(330,127)</u>	<u>142,822</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		
	1,633,378	(2,862,202)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		
	<u>14,100,396</u>	<u>16,962,598</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		
	<u>\$ 15,733,774</u>	<u>\$ 14,100,396</u>

The accompanying notes are an integral part of the consolidated financial statements.

(Concluded)

WINBOND ELECTRONICS CORPORATION

PARENT COMPANY ONLY BALANCE SHEETS

DECEMBER 31, 2025 AND 2024

(In Thousands of New Taiwan Dollars)

ASSETS	2025		2024	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 7,045,172	4	\$ 6,740,151	4
Current financial assets at fair value through profit or loss (Notes 4 and 7)	15,466	-	15,467	-
Current financial assets at fair value through other comprehensive income (Notes 4 and 8)	13,150,290	8	8,318,400	5
Accounts receivable, net (Notes 4 and 9)	7,659,214	4	4,037,218	3
Accounts receivable due from related parties, net (Note 27)	3,169,019	2	1,294,578	1
Other receivables (Note 27)	403,942	-	371,737	-
Inventories (Notes 4, 5 and 10)	19,547,650	12	17,087,143	11
Other current assets	960,180	1	1,149,784	1
Total current assets	<u>51,950,933</u>	<u>31</u>	<u>39,014,478</u>	<u>25</u>
NON-CURRENT ASSETS				
Non-current financial assets at fair value through profit or loss (Notes 4 and 7)	248,357	-	-	-
Non-current financial assets at fair value through other comprehensive income (Notes 4 and 8)	717,022	-	647,991	-
Investments accounted for using equity method (Notes 4 and 11)	25,710,511	15	18,136,381	12
Property, plant and equipment (Notes 4 and 12)	87,143,361	52	93,531,107	60
Right-of-use assets (Notes 4 and 13)	1,365,873	1	1,405,180	1
Investment properties (Notes 4 and 14)	616,892	-	323,344	-
Intangible assets (Notes 4 and 15)	5,973	-	7,525	-
Deferred income tax assets (Notes 4 and 21)	314,000	-	1,345,000	1
Other non-current assets (Notes 6 and 27)	834,452	1	874,942	1
Total non-current assets	<u>116,956,441</u>	<u>69</u>	<u>116,271,470</u>	<u>75</u>
TOTAL	<u>\$ 168,907,374</u>	<u>100</u>	<u>\$ 155,285,948</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Note 16)	\$ 1,133,052	1	\$ -	-
Current financial liabilities at fair value through profit or loss (Notes 4 and 7)	122,173	-	104,448	-
Accounts payable	5,549,965	3	4,055,351	3
Accounts payable due to related parties (Note 27)	511,117	-	534,484	-
Payables on machinery and equipment	808,271	-	1,785,948	1
Other payables (Note 27)	6,347,362	4	4,855,631	3
Lease liabilities - current (Notes 4 and 13)	108,645	-	90,465	-
Long-term borrowings and bonds payable - current portion (Notes 16 and 17)	22,991,607	14	19,674,621	13
Other current liabilities	136,339	-	119,862	-
Total current liabilities	<u>37,708,531</u>	<u>22</u>	<u>31,220,810</u>	<u>20</u>
NON-CURRENT LIABILITIES				
Long-term borrowings (Notes 16 and 24)	21,533,637	13	30,556,289	20
Lease liabilities - non-current (Notes 4 and 13)	1,353,344	1	1,406,281	1
Net defined benefit liabilities - non-current (Notes 4 and 18)	194,536	-	220,515	-
Other non-current liabilities (Note 27)	181,359	-	230,565	-
Total non-current liabilities	<u>23,262,876</u>	<u>14</u>	<u>32,413,650</u>	<u>21</u>
Total liabilities	<u>60,971,407</u>	<u>36</u>	<u>63,634,460</u>	<u>41</u>
EQUITY (Note 19)				
Share capital	45,000,002	27	45,000,002	29
Capital surplus	13,751,860	8	13,699,048	9
Retained earnings				
Legal reserve	4,823,815	3	4,772,874	3
Unappropriated earnings	26,869,003	16	23,212,159	15
Exchange differences on translation of the financial statements of foreign operations	(1,264,774)	(1)	(906,715)	(1)
Unrealized gains on financial assets measured at fair value through other comprehensive income	18,756,061	11	5,874,120	4
Total equity	<u>107,935,967</u>	<u>64</u>	<u>91,651,488</u>	<u>59</u>
TOTAL	<u>\$ 168,907,374</u>	<u>100</u>	<u>\$ 155,285,948</u>	<u>100</u>

The accompanying notes are an integral part of the parent company only financial statements.

WINBOND ELECTRONICS CORPORATION

PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2025		2024	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4 and 27)	\$ 56,491,482	100	\$ 47,479,392	100
OPERATING COSTS (Notes 10 and 27)	<u>39,114,657</u>	<u>69</u>	<u>37,929,203</u>	<u>80</u>
GROSS PROFIT	<u>17,376,825</u>	<u>31</u>	<u>9,550,189</u>	<u>20</u>
OPERATING EXPENSES (Note 27)				
Selling expenses	1,234,347	2	1,127,350	2
General and administrative expenses	1,759,000	3	1,354,083	3
Research and development expenses	8,218,049	15	7,168,491	15
Expected credit (gain) loss (Note 9)	<u>72,910</u>	<u>-</u>	<u>10,000</u>	<u>-</u>
Total operating expenses	<u>11,284,306</u>	<u>20</u>	<u>9,659,924</u>	<u>20</u>
INCOME (LOSS) FROM OPERATIONS	<u>6,092,519</u>	<u>11</u>	<u>(109,735)</u>	<u>-</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income	130,077	-	147,154	-
Dividend income (Note 27)	147,206	-	294,622	1
Other income (Notes 24 and 27)	279,926	1	187,714	-
Share of profit (loss) of subsidiaries and associates	(352,468)	(1)	664,614	1
Gains (losses) on disposal of property, plant and equipment (Note 27)	177	-	925,413	2
Gains (losses) on foreign exchange (Note 30)	(110,613)	-	487,743	1
Gains (losses) on financial instruments at fair value through profit or loss	120,796	-	(618,624)	(1)
Interest expense (Notes 13, 24 and 27)	(1,203,660)	(2)	(1,157,313)	(3)
Other expenses	<u>(110,915)</u>	<u>-</u>	<u>(171,712)</u>	<u>-</u>
Total non-operating income and expenses	<u>(1,099,474)</u>	<u>(2)</u>	<u>759,611</u>	<u>1</u>
INCOME BEFORE INCOME TAX	4,993,045	9	649,876	1
INCOME TAX EXPENSE (Notes 4 and 21)	<u>1,031,116</u>	<u>2</u>	<u>48,875</u>	<u>-</u>
NET INCOME	<u>3,961,929</u>	<u>7</u>	<u>601,001</u>	<u>1</u>

(Continued)

WINBOND ELECTRONICS CORPORATION

PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2025		2024	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME (LOSS)				
Components of other comprehensive income (loss) that will not be reclassified to profit or loss:				
Gains on remeasurement of defined benefit plans (Note 18)	\$ 31,910	-	\$ 68,704	-
Unrealized gains (losses) from investments in equity instruments at fair value through other comprehensive income	4,458,230	8	(4,435,160)	(9)
Income tax of subsidiaries and associates accounted for using equity method related to items that will not be reclassified	42,715	-	-	-
Share of other comprehensive income (loss) of subsidiaries and associates accounted for using equity method	8,159,166	15	(3,588,579)	(7)
Components of other comprehensive income (loss) that will be reclassified to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	(86,633)	-	32,013	-
Share of other comprehensive income (loss) of subsidiaries and associates accounted for using equity method	<u>(271,426)</u>	<u>(1)</u>	<u>69,127</u>	<u>-</u>
Other comprehensive income (loss)	<u>12,333,962</u>	<u>22</u>	<u>(7,853,895)</u>	<u>(16)</u>
TOTAL COMPREHENSIVE INCOME (LOSS)	<u>\$ 16,295,891</u>	<u>29</u>	<u>\$ (7,252,894)</u>	<u>(15)</u>
EARNINGS PER SHARE (Note 22)				
Basic	<u>\$ 0.88</u>		<u>\$ 0.14</u>	
Diluted	<u>\$ 0.88</u>		<u>\$ 0.14</u>	

The accompanying notes are an integral part of the parent company only financial statements. (Concluded)

WINBOND ELECTRONICS CORPORATION

PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars)

	Share Capital	Capital Surplus	Retained Earnings		Other Equity		Total Equity
			Legal Reserve	Unappropriated Earnings	Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unrealized Gains (Losses) on Financial Assets Measured at Fair Value Through Other Comprehensive Income	
BALANCE AT JANUARY 1, 2024	\$ 41,800,002	\$ 10,135,865	\$ 4,772,874	\$ 22,702,753	\$ (1,007,855)	\$ 13,893,178	\$ 92,296,817
Net income for the year ended December 31, 2024	-	-	-	601,001	-	-	601,001
Other comprehensive income (loss) for the year ended December 31, 2024	-	-	-	65,270	101,140	(8,020,305)	(7,853,895)
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	666,271	101,140	(8,020,305)	(7,252,894)
Issuance of ordinary shares for cash	3,200,000	3,503,392	-	-	-	-	6,703,392
Share-based payment (Notes 20 and 23)	-	60,712	-	-	-	-	60,712
Changes in ownership interests in subsidiaries	-	(921)	-	-	-	-	(921)
Adjustments of the difference between the carrying amount and consideration in disposal or acquisition of interests in subsidiaries	-	-	-	(155,618)	-	-	(155,618)
Disposal of investments in equity instruments designated at fair value through other comprehensive income (Note 11)	-	-	-	(1,247)	-	1,247	-
BALANCE AT DECEMBER 31, 2024	45,000,002	13,699,048	4,772,874	23,212,159	(906,715)	5,874,120	91,651,488
Appropriation of 2024 earnings	-	-	-	-	-	-	-
Legal reserve appropriated	-	-	50,941	(50,941)	-	-	-
Net income for the year ended December 31, 2025	-	-	-	3,961,929	-	-	3,961,929
Other comprehensive income (loss) for the year ended December 31, 2025	-	-	-	54,074	(358,059)	12,637,947	12,333,962
Total comprehensive income (loss) for the year ended December 31, 2025	-	-	-	4,016,003	(358,059)	12,637,947	16,295,891
Changes in ownership interests in subsidiaries	-	53,150	-	-	-	-	53,150
Adjustments of the difference between the carrying amount and consideration in disposal or acquisition of interests in subsidiaries	-	-	-	(64,224)	-	-	(64,224)
Changes in equity of associates accounted for using equity method	-	(338)	-	-	-	-	(338)
Disposal of investments in equity instruments designated at fair value through other comprehensive income (Note 11)	-	-	-	(243,994)	-	243,994	-
BALANCE AT DECEMBER 31, 2025	\$ 45,000,002	\$ 13,751,860	\$ 4,823,815	\$ 26,869,003	\$ (1,264,774)	\$ 18,756,061	\$ 107,935,967

The accompanying notes are an integral part of the parent company only financial statements.

WINBOND ELECTRONICS CORPORATION

**PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars)**

	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 4,993,045	\$ 649,876
Adjustments for:		
Depreciation expense	10,835,360	10,979,476
Amortization expense	23,215	39,141
Expected credit (gain) loss recognized on accounts receivable	72,910	10,000
Interest expense	1,203,660	1,157,313
Interest income	(130,077)	(147,154)
Dividend income	(147,206)	(294,622)
Share-based payment	-	58,769
Share of (profit) loss of subsidiaries and associates	352,468	(664,614)
(Gains) losses on disposal of property, plant and equipment	(177)	(925,413)
Unrealized profit (loss) on the transactions with subsidiaries	(3,754)	10,464
Carbon offset	43	54
(Gains) on lease modification	-	(2)
Other income under government grants	(196,316)	(58,831)
Changes in operating assets and liabilities		
(Increase) decrease in financial assets and liabilities at fair value through profit or loss	17,726	300,532
(Increase) decrease in accounts receivable	(3,694,906)	(609,946)
(Increase) decrease in accounts receivable due from related parties	(1,874,441)	(173,002)
(Increase) decrease in other receivables	(5,959)	18,288
(Increase) decrease in inventories	(2,460,507)	(963,064)
(Increase) decrease in other current assets	133,134	(402,838)
(Increase) decrease in other non-current assets	22,891	(32,316)
Increase (decrease) in accounts payable	1,569,569	124,384
Increase (decrease) in accounts payable due to related parties	(23,367)	(20,313)
Increase (decrease) in other payables	1,527,695	805,974
Increase (decrease) in other current liabilities	40,446	27,756
Increase (decrease) in other non-current liabilities	3,897	(77,402)
Cash flows generated by (used in) operations	12,259,349	9,812,510
Interest received	133,276	150,881
Dividends received	235,827	1,048,455
Interest paid	(1,307,918)	(1,301,557)
Income taxes paid	(3,103)	(160,475)
Net cash flows generated by (used in) operating activities	<u>11,317,431</u>	<u>9,549,814</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisitions of investments accounted for using equity method	(179,055)	(293,818)
Acquisitions of financial assets at fair value through profit or loss	(248,357)	-
Acquisitions of financial assets at fair value through other comprehensive income	(442,691)	(57,614)
Acquisitions of property, plant and equipment	(5,472,594)	(15,461,997)
Proceeds from disposal of property, plant and equipment	1,185	930,008

(Continued)

WINBOND ELECTRONICS CORPORATION

PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars)

	2025	2024
Acquisitions of government grants	\$ 97,425	\$ -
Increase (decrease) in unearned receipts - disposal of assets	-	(95,862)
(Increase) decrease in refundable deposits	<u>(884)</u>	<u>(29,910)</u>
Net cash flows generated by (used in) investing activities	<u>(6,244,971)</u>	<u>(15,009,193)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase (decrease) in short-term borrowings	1,133,052	-
Proceeds from long-term borrowings	13,896,990	5,000,000
Repayments of long-term borrowings	(9,680,985)	(8,837,327)
Repayments of bonds payable	(10,000,000)	-
Repayments of lease liabilities	(117,786)	(103,231)
Proceeds from issuance of ordinary shares	-	6,703,392
Increase (decrease) in guarantee deposits	<u>1,290</u>	<u>(100)</u>
Net cash flows generated by (used in) financing activities	<u>(4,767,439)</u>	<u>2,762,734</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	305,021	(2,696,645)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>6,740,151</u>	<u>9,436,796</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 7,045,172</u>	<u>\$ 6,740,151</u>

The accompanying notes are an integral part of the parent company only financial statements. (Concluded)

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Winbond Electronics Corporation

Opinion

We have audited the accompanying consolidated financial statements of Winbond Electronics Corporation (the “Company”) and its subsidiaries (collectively referred as the “Group”), which comprise the consolidated balance sheets as of December 31, 2025 and 2024, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the “consolidated financial statements”).

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, 2025 and 2024, 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 International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (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 Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of 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 Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. 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 consolidated financial statements for the year ended December 31, 2025. 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 this matter.

Occurrence of Sales Revenue from Specific Series of Flash Memory Products

The sales revenue of Winbond Electronics Corporation and its subsidiaries is mainly derived from the sale of Customized Memory Solution products, Flash Memory products and Logic IC products. As the gross profit and the proportion of sales revenue from the specific series of Flash Memory products are higher than those of other product series, and given that the net income of the specific series is significant to the net income for the year ended December 31, 2025, we considered the occurrence of sales revenue from the specific series of products a key audit matter of the Company's consolidated financial statements for the year ended December 31, 2025.

The audit procedures that we have performed in response to the above-mentioned key audit matter included evaluating the design and implementation of internal controls of the specific series of Flash Memory products and testing their operating effectiveness. In addition, we have performed test of details of the specific series of Flash Memory products by selecting samples to examine customer orders, shipping documents, and payment records. We also assessed whether any significant subsequent returns of the specific series of Flash Memory products had occurred to verify the occurrence of revenue.

Other Matter

We have also audited the parent company only financial statements of Winbond Electronics Corporation as of and for the years ended December 31, 2025 and 2024, 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 IFRS, IAS, IFRIC, and 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 Standards on Auditing of 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 the Standards on Auditing of 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 statements 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 for the year ended December 31, 2025 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 audits resulting in this independent auditors' report are Kuo-Tyan Hong and Wen-Yea Shyu.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 11, 2026

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with 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 applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Winbond Electronics Corporation

Opinion

We have audited the accompanying parent company only financial statements of Winbond Electronics Corporation (the "Company"), which comprise the parent company only balance sheets as of December 31, 2025 and 2024, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the parent company only financial statements, including material accounting policy information (collectively referred to as the "parent company only financial statements").

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Company as of December 31, 2025 and 2024, and its parent company only financial performance and its parent company only 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 audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. 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 parent company only financial statements for the year ended December 31, 2025. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

Occurrence of Sales Revenue from Specific Series of Flash Memory Products

The sales revenue of Winbond Electronics Corporation is mainly derived from the sale of Customized Memory Solution products and Flash Memory products. As the gross profit and the proportion of sales revenue from the specific series of Flash Memory products are higher than those of other product series, and given that the net income of the specific series is significant to the net income for the year ended December 31, 2025, we considered the occurrence of sales revenue from the specific series of products a key audit matter of the parent company only financial statements for the year ended December 31, 2025.

The audit procedures that we have performed in response to the above-mentioned key audit matter included evaluating the design and implementation of internal controls of the specific series of Flash Memory products and testing their operating effectiveness. In addition, we have performed test of details of the specific series of Flash Memory products by selecting samples to examine customer orders, shipping documents, and payment records. We also assessed whether any significant subsequent returns of the specific series of Flash Memory products had occurred to verify the occurrence of revenue.

Responsibilities of Management and Those Charged with Governance for the Parent Company Only Financial Statements

Management is responsible for the preparation and fair presentation of the parent company only 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 parent company only financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company only 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 Parent Company Only Financial Statements

Our objectives are to obtain reasonable assurance about whether the parent company only 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 Standards on Auditing of 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 parent company only financial statements.

As part of an audit in accordance with the Standards on Auditing of 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 parent company only 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 parent company only 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 parent company only financial statements, including the disclosures, and whether the parent company only 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 Company to express an opinion on the parent company only 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 parent company only financial statements for the year ended December 31, 2025 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 audits resulting in this independent auditors' report are Kuo-Tyan Hong and Wen-Yea Shyu.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 11, 2026

Notice 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 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 applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying parent company only financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and parent company only financial statements shall prevail.

Audit Committee's Review Report

To: The 2026 Annual General Meeting of Shareholders

The Board of Directors has prepared the Company's 2025 Business Report, the financial statements (including the consolidated financial statements) and proposal for distribution of earnings. The financial statements have been audited by Kuo-Tyan Hong and Wen-Yea Shyu from Deloitte & Touche, which has been retained by the Board of Directors as independent auditors. The independent auditors have issued an unmodified opinion. The Audit Committee has reviewed and determined the above Business Report, the financial statements, and proposal for distribution of earnings to be correct and accurate. According to relevant requirements of the Securities and Exchange Act and the Company Law, it is hereby submitted for your review and perusal.

Winbond Electronics Corporation

Chairman of the Audit Committee : Allen Hsu

Date: February 11 ,2026

Winbond Electronics Corporation
Shareholdings of All Directors

Book closure date: March 31, 2026

Position	Name	Current shareholding (Shares)	Shareholding ratio (%)
Chairman	Arthur Yu-Cheng Chiao	68,635,673	1.53%
Vice Chairman	Chin-Xin Investment Co., Ltd (Representative: Tung-Yi Chan)	284,000,493	6.31%
Independent Director	Allen Hsu	0	0.00%
Independent Director	Stephen T. Tso	0	0.00%
Independent Director	Chung-Ming Kuan	0	0.00%
Independent Director	LI -JONG PEIR	0	0.00%
Director	Yung Chin	14,000,630	0.31%
Director	Walsin Lihwa Corporation (Representative: Fred Pan)	979,145,540	21.76%
Director	Lin, Chih-Chen	0	0.00%
Director	Wei-Hsin Ma	0	0.00%
Director	Elaine Shihlan Chang	0	0.00%
Shareholdings of All Directors		1,345,782,336	29.91%

Note: This Company had a total of 4,500,000,193 issued shares as of March 31, 2026

Winbond Electronics Corporation
Report on Related Party Major Transactions of the Company for 2025

Unit: New Taiwan Dollars

Transaction Type	Subject	Counterparty	Announcement Date	Transaction Amount	Transaction Terms	Purpose of Transaction	Restrictions/ Other Important Agreements
Acquisition	Common Shares of Walsin Lihwa Corporation	Walsin Lihwa Corporation	2025/06/17	NTD 373,317,491	Execute according to the conditions of cash capital increase	Long-term investment	None

Note: For detailed information, please refer to the announcement on the Market Observation Post System

Fund Raising Methods and Principles for Conducting Fund Raising

I. Capital Increase by Cash through Issuing New Common Shares to be Offered in the form of Global Depository Shares (“GDSs”):

- (I) Under this capital increase by cash through issuing new shares (this “Capital Increase”), 10% of the total new shares to be issued will be reserved for subscription by the employees of the Company and those of its controlling or affiliated companies meeting certain conditions pursuant to Article 267 of the Company Act. It is proposed that the shareholders’ meeting resolve to approve that shareholders of the Company waive their preemptive rights in accordance with Article 28-1 of the Securities and Exchange Act and that all the remaining shares be offered to the public in the form of underlying shares for the issuance of GDSs. For any shares unsubscribed or undersubscribed by the employees, it is proposed that the shareholders’ meeting authorize the Chairman of the Board to arrange specific persons to subscribe for those shares at the issue price, or, depending on market demand, included as underlying securities represented by the GDSs to be offered.
- (II) The issue price shall be determined in accordance with the Self-Regulatory Rules for Assistance Offered by Member Underwriters of the Taiwan Securities Association to Issuers for Offering and Issuance of Securities (the “Self-Regulatory Rules”), and shall not be less than 90% of the closing price of the Company’s common shares on the pricing date, or the simple arithmetic average of the closing prices of the Company’s common shares on either one, three, or five business days prior to the pricing date, as selected, after adjustments for stock dividends (or any shares decreased due to capital reduction) and cash dividends. Notwithstanding the foregoing, if there is any change to the relevant domestic laws and regulations, the pricing method may be adjusted accordingly. It is proposed to authorize the Chairman of the Board, within the aforesaid scope, to determine the actual issue price jointly with the securities underwriters in accordance with international practice, taking into account international capital market conditions, domestic share prices, and the results of the book-building process. The method for determining the issue price for this capital increase is in compliance with applicable laws and regulations and prevailing primary market practices, and is therefore considered reasonable.

II. Capital Increase for Cash through Issuing New Common Shares Domestically:

(I) By Competitive Auction

1. According to Article 267 of the Company Act, 10% of the total new shares to be issued shall be reserved for subscription by the employees of the Company and those of its controlling or affiliated companies meeting certain conditions. It is proposed that the shareholders’ meeting resolve to approve that shareholders waive their preemptive rights pursuant to Article 28-1 of the Securities and Exchange Act, and that all remaining shares be publicly underwritten through a competitive auction. It is proposed to authorize the Chairman of the Board to arrange specific persons to subscribe for the shares unsubscribed or undersubscribed by employees at the issue price.

2. The issue price shall be determined in accordance with Article 7 of the Self-Regulatory Rules, and shall not be less than 90% of the simple arithmetic average of the closing prices of the Company's common shares on either one, three, or five business days, as selected, prior to the filing of the capital increase with the Financial Supervisory Commission (the "FSC") and the filing of the competitive auction announcement with the Taiwan Securities Association, after adjustments for stock dividends (or any shares decreased due to capital reduction) and cash dividends. Notwithstanding the foregoing, if there is any change to the relevant domestic laws and regulations, the pricing method may be adjusted accordingly. After the capital increase has become effective upon filing with the FSC, the Chairman of the Board is proposed to be authorized to determine the actual issue price jointly with the securities underwriters, taking into account market conditions and the results of the competitive auction, in accordance with the Self-Regulatory Rules and other applicable laws and regulations. The method for determining the issue price is consistent with relevant laws and regulations and prevailing primary market practices, and is therefore considered reasonable.

(II) By Book-Building

1. According to Article 267 of the Company Act, 10% of the total new shares to be issued shall be reserved for subscription by the employees of the Company and those of its controlling or affiliated companies meeting certain conditions. It is proposed that the shareholders' meeting resolve to approve that shareholders waive their preemptive rights pursuant to Article 28-1 of the Securities and Exchange Act, and that all remaining shares be publicly underwritten through the book-building process. It is proposed to authorize the Chairman of the Board to arrange specific persons to subscribe for the shares unsubscribed or undersubscribed by employees.
2. The issue price shall be determined in accordance with Article 7 of the Self-Regulatory Rules, and shall not be less than 90% of the simple arithmetic average of the closing prices of the Company's common shares on either one, three, or five business days, as selected, prior to the filing of the capital increase with the FSC and the filing of the book-building agreement and underwriting agreement with the Taiwan Securities Association, after adjustments for stock dividends (or any shares decreased due to capital reduction) and cash dividends. Notwithstanding the foregoing, if there is any change to the relevant domestic laws and regulations, the pricing method may be adjusted accordingly. After the capital increase has become effective upon filing with the FSC, the Chairman of the Board is proposed to be authorized to determine the actual issue price jointly with the securities underwriters, taking into account market conditions and the results of the book-building process, in accordance with the Self-Regulatory Rules and other applicable laws and regulations. The method for determining the issue price is consistent with relevant laws and regulations and prevailing primary market practices, and is therefore considered reasonable

Winbond Electronics Corporation

List of Candidates for the Board of Directors (Including Independent Directors) of the 14th term

Title	Name	Education	Work Experience	Current Job	Shareholding (Unit:Share)	Has s/he served three consecutive terms as Independent Director / Reason
Director	Arthur Yu-Cheng Chiao	University of Washington Master's in Electrical Engineering and Business Administration	Chairman, Walsin Lihwa Corporation Chairman, Nuvoton Technology Corporation Supervisor, MiTAC Holdings Corporation Chairman, Taiwan Electrical and Electronic Manufacturers' Association	Chairman and CEO, Winbond Electronics Corporation Director, Nuvoton Technology Corporation Director, Walsin Lihwa Corporation Director, Taiwan Cement Corporation	68,635,673	N/A
Director	Yung Chin	Master in Applied Mathematics, University of Washington	Chief Auditor, Walsin Lihwa Corporation Vice President, Winbond Electronics Corporation	Director, Winbond Electronics Corporation Chairman and CEO, Theaceae Conservation Corporation	14,000,630	N/A
Director	Lin,Chih-Chen	MBA, New York University Stern School of Business BS, Chemical Engineering (minor in economics), National Taiwan University	Co-founder & GM of Great China, Intumit Independent Director, Kingwaytek Technology Co., Ltd.	Director & President, Taiwan Mobile Co., Ltd. Chairman & Partner, AppWorks Chairman, Fubon Green Power Co., Ltd. Director, momo.com Inc. Director, Winbond Electronics Corporation Member, Executive Yuan Smart Nation 2.0 Taskforce and its Private Sector Advisory Committee	0	N/A
Director	ELAINE SHIHLAN CHANG	THE WHARTON SCHOOL, UNIVERSITY OF PENNSYLVANIA Master of Business Administration Candidate; Major in Marketing & Operations and major Finance Philadelphia,PA WELLESLEY COLLEGE Bachelor of Arts in Economics, Wellesley,MA	Time Inc (New York) Magazine Business Manager Google Inc (New York, Singapore) Financial Manager of Greater China Region General Manager of the Overseas Business Division at Chia Hsin R.M.C. Corporation Vice President of LDC Hotels & Resorts Group	Vice President of LDC Hotels & Resorts Group Director, Winbond Electronics Corporation	0	N/A
Director	Yi-Bing Lin	Ph.D. in Computer Science University of Washington, Seattle	Chairman, Department of Computer Science and Information Engineering (CSIE), NCTU Adjunct Research Fellow, Academia Sinica Dean (VP), Office of Research and Development, NCTU Dean, College of Computer Science, NCTU Senior Vice President, NCTU Deputy Minister, Ministry of Science and Technology, Taiwan Vice Chancellor, University System of Taiwan Chair Professor, Chung Hua University Honorary Chair Professor, Tung Hai University Chair Professor, Miin Wu School of Computing, National Cheng Kung University Adjunct Chair Professor, China Medical University Adjunct Chair Professor, Asia University	Lifetime Chair Professor, National Yang Ming Chiao Tung University Professor, Department of Biomedical Informatic, China Medical University	0	N/A

Director	Walsin Lihwa Corporation	Not applicable	Director , HannStar Display Corporation Director , Walsin Technology Corporation Director , Walton Advanced Engineering, Inc. Director , Winbond Electronics Corporation Director , Chin Xin Investment Co., Ltd. Director , Tsai Yi Corporation Director , Concord II Venture Capital Co., Ltd. Director , Walsin Energy Cable System Co., Ltd. Director , Walsin Info-Electric Corp. Director , Chin-Cherng Construction Corp. Director , Universal Venture Capital Investment Corp. Director , Kuang Tai Metal Industrial Co., Ltd. Director , Theaceae Conservation Corporation Director , Waltuo Green Resources Corp. Director , Min Maw Precision Industry Corp.	Director , HannStar Display Corporation Director , Walsin Technology Corporation Director , Walton Advanced Engineering, Inc. Director , Winbond Electronics Corporation Director , Chin Xin Investment Co., Ltd. Director , Tsai Yi Corporation Director , Concord II Venture Capital Co., Ltd. Director , Walsin Energy Cable System Co., Ltd. Director , Walsin Info-Electric Corp. Director , Chin-Cherng Construction Corp. Director , Universal Venture Capital Investment Corp. Director , Kuang Tai Metal Industrial Co., Ltd. Director , Theaceae Conservation Corporation Director , Waltuo Green Resources Corp. Director , Min Maw Precision Industry Corp.	979,145,540	N/A
Director	Chin Xin Investment Co., Ltd.	Not applicable	Director, Walsin Lihwa Corporation Director, Nuvoton Technology Corporation Director, HannStar Board Corporation Director, Global Investment Holdings Co., Ltd. Director, Whitestone Corporation	Vice-Chairman, Winbond Electronics Corporation Director, Walsin Lihwa Corporation Director, Nuvoton Technology Corporation Director, HannStar Board Corporation Director, Global Investment Holdings Co., Ltd. Director, Whitestone Corporation	284,000,493	N/A
Independent Director	Stephen T. Tso	Ph.D & MS From Materials Science and Engineering U.C Berkeley	President, WaferTech General Manager, MCVD Applied Mate CIO & Sr. V.P, TMSC	Independent Director, AOPEN Incorporated Independent Director, Winbond Electronics Corporation	0	Yes (Note1)
Independent Director	Chung-Ming Kuan	Ph.D. in Economics, University of California (San Diego)	Associate Professor (with tenure), University of Illinois, Urbana-Champaign. Professor, National Taiwan University, Director, Social Science Research Center, National Science Council. Research Fellow, Director, Distinguished Research Fellow, Institute of Economics, Academia Sinica. Chairman of the Board, Taiwan Economic Association. Member of the Executive Council, Central Bank of the Republic of China (Taiwan). Founder and Chairman of the Board,, Taiwan Econometric Society. Director, Center for Research in Econometric Theory and Applications (CRETA), National Taiwan University. Chairman, Board of Directors, Commerce Development Research Institute (CDRI). Minister without Portfolio, Executive Yuan. Minister, Council for Economic Planning and Development. Minister, National Development Council. Dean, Institute for Advanced Studies in Humanities and Social Sciences, National Taiwan University. President, National Taiwan University	NTU University Chair Professor, Department of Finance, National Taiwan University Vice Chairman of the Board, Sun Yat Sen Academic and Cultural Foundation Director, Fair Winds Foundation Director, Lung Yingtai Cultural Foundation Director, China Foundation for the Promotion of Education and Culture Director, Cross-Straits Common Market Foundation Director, Zhao Ting Jian Culture Foundation Director, YU Kuo-Hwa Cultural and Educational Foundation Independent Director, Winbond Electronics Corporation Independent Director, aetherAI Co., Ltd. Independent Director, MiTAC Holdings Co., Ltd. Chairman of the Board, Asia-Pacific Policy Studies Association Councilor, Academia Sinica	0	No
Independent Director	LI -JONG PEIR	Ph.D. Management of Information Systems, National Chengchi University Johns Hopkins U., M.S. The George Washington U. MBA	President, Taiwan Cement Corporation CEO & President, HSBC Bank (Taiwan) Limited	Chairman, VIDEOLAND INC. Chairman, TCC INFORMATION SYSTEMS CORP. Chairman, ZW ENM CO., LTD. Chairman, Yunji Holdings Co., Ltd. Chairman & Chief Strategy Officer, CITIESOCIAL CO., LTD. Chairman, FW IT CO., LTD.	0	No

				Chairman, aQuaveeva Biotech CO., LTD. Chairman, 1 Production Digital Co. Director & CEO, 1 PRODUCTION FILM CO. Representative Director, Citisocial Co., Ltd Director, TAIWAN TRANSPORT & STORAGE CORP. Director, TA-HO MARITIME CORPORATION Director, KGI Life Insurance Co., Ltd. Director, KGI Financial Holding Co., Ltd. Director, LAND & SEA CAPITAL CORP Independent Director, Winbond Electronics Corporation Independent Director, KKCompany Technologies Inc. Independent Director, Tatung Company		
Independent Director	Chiang, Shang-Yi	Doctor, Stanford University, U.S. Master, Princeton University, U.S. Bachelor of Engineering in Electrical Engineering, National Taiwan University	Vice President of R&D, Senior Vice President, and Co-COO of Taiwan Semiconductor Manufacturing Company Limited CEO, Wuhan Hongxin Semiconductor Manufacturing Co. Ltd. Vice Chairman, Semiconductor Manufacturing International Corporation CSO, Hon Hai Precision Industry Co., Ltd.	Chairman of ShunSin Technology Holdings Limited Director/Consultant, Hon Hai Precision Industry Co., Ltd	0	No

Note 1 : Although Mr. Stephen T. Tso, a candidate for independent director, has served as an independent director of the Company for three consecutive terms, he possesses extensive industry and management experience. He is able to provide appropriate guidance and professional advice regarding the Company's operations, which is highly beneficial to the Company's sustainable development. After reviewing his independence, the Board of Directors continues to believe that he is capable of fulfilling his supervisory duties and therefore continues to nominate Mr. Stephen T. Tso as a candidate for independent director.

Note 2: Director candidate Walsin Lihwa Corporation has appointed Ms. Chiao Tzu Yi as its representative pursuant to Article 27, Paragraph 1 of the Company Act; she currently serves as Director of the Organizational Development Department at Walsin Lihwa Corporation.

Note 3: Director candidate Chin Xin Investment Co., Ltd. has appointed Mr. Tung-Yi Chan as its representative pursuant to Article 27, Paragraph 1 of the Company Act; he currently serves as Deputy Executive Director of Winbond Electronics Corporation.

Winbond Electronics Corporation

Directors (Including Independent Directors) and Their Representatives Engaging in Business Activities Within the Scope of the Company's Business for Themselves or for Others

(1) Director : Arthur Yu-Cheng Chiao

Names of other companies Where he served	Title	Business items same or similar to the Company's
Nuvoton Technology Corporation	Director	CC01080 Electronics Components Manufacturing CC01110 Computer and Peripheral Equipment Manufacturing CC01120 Data Storage Media Manufacturing and Duplicating F401010 International Trade I301010 Information Software Services I501010 Product Designing
Walsin Technology Corporation	Director	CC01080 Electronics Components Manufacturing
Nuvoton Technology Holdings Japan	Representative	Investments
Nuvoton Technology Corp. America	Director	Design, sale, and servicing of semiconductor parts and components
SONG YONG INVESTMENT CORPORATION	Director	Investments

(2) Director : Yung Chin

Names of other companies Where he served	Title	Business items same or similar to the Company's
Theaceae Conservation Corporation	Chairman and CEO	F401010 International Trade I501010 Product Designing

(3) Director : Lin, Chih-Chen

Names of other companies Where he served	Title	Business items same or similar to the Company's
TAIWAN MOBILE CO., LTD.	Director and President	I301010 Information Software Services
APPWORKS FUND III CO., LTD.	Chairman	F401010 International Trade
WeMo Corp.	Director	I301010 Information Software Services I301020 Data Processing Services
TWM Power CO., LTD.	Chairman	F401010 International Trade I301010 Information Software Services I301020 Data Processing Services
FullSynergy New Retail CO., LTD.	Chairman	F401010 International Trade I301010 Information Software Services

		I301020 Data Processing Services I501010 Product Designing
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(4) Director : Yi-Bing Lin

Names of other companies Where he served	Title	Business items same or similar to the Company's
Zyxel Group Corporation	Independent Director	H201010 Investment
Groundhog Inc.	Independent Director	F401010 International Trade I301010 Information Software Services I301020 Data Processing Services

(5) Director : Walsin Lihwa Corporation

Names of other companies Where he served	Title	Business items same or similar to the Company's
Walsin Technology Corporation	Director	CC01080 Electronics Components Manufacturing
WALTON ADVANCED ENGINEERING, INC.	Director	CC01080 Electronics Components Manufacturing
HannStar Display Corporation	Director	CC01080 Electronics Components Manufacturing CC01110 Computer and Peripheral Equipment Manufacturing CC01120 Data Storage Media Manufacturing and Duplicating F401010 International Trade
WALSIN ENERGY CABLE SYSTEM CO., LTD.	Director	F401010 International Trade
Waltuo Green Resources Corporation	Director	F401010 International Trade
WALSIN INFO-ELECTRIC INC.	Director	CC01080 Electronics Components Manufacturing F401010 International Trade I301010 Information Software Services I301020 Data Processing Services
MIN MAW PRECISION INDUSTRY CORP.	Director	F401010 International Trade
KUANG TAI METAL INDUSTRIAL CO., LTD.	Director	F401010 International Trade
Theaceae Conservation Corporation	Director	F401010 International Trade I501010 Product Designing

(6)Walsin Lihwa Corporation (Representative of the Corporate Director: Chiao Tzu Yi)

Names of other companies Where he served	Title	Business items same or similar to the Company's
YiweiLu Co., Ltd.	Director	I301010 Information Software Services I501010 Product Designing
JOHNASTER CORP.	Director	I301010 Information Software Services I501010 Product Designing

(7) Director : Chin Xin Investment Co., Ltd.

Names of other companies Where he served	Title	Business items same or similar to the Company's
NUVOTON TECHNOLOGY CORPORATION	Director	CC01080 Electronics Components Manufacturing CC01110 Computer and Peripheral Equipment Manufacturing CC01120 Data Storage Media Manufacturing and Duplicating F401010 International Trade I301010 Information Software Services I501010 Product Designing
HANNSTAR BOARD CORPORATION	Director	CC01080 Electronics Components Manufacturing
Whitestone Corporation	Director	ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.
Global Investment Holdings Co., Ltd.	Director	H201010 Investment

(8) Chin Xin Investment Co., Ltd. (Representative of the Corporate Director: Tung-Yi Chan)

Names of other companies Where he served	Title	Business items same or similar to the Company's
WALTON ADVANCED ENGINEERING, INC.	Director	CC01080 Electronics Components Manufacturing

(9) Independent Director : Chung-Ming Kuan

Names of other companies Where he served	Title	Business items same or similar to the Company's
aetherAI Co., Ltd.	Independent Director	I301010 Information Software Services
MiTAC Holdings Corporation	Independent Director	F401010 International Trade I301010 Information Software Services I301020 Data Processing Services I501010 Product Designing

(10) Independent Director : LI-JONG PEIR

Names of other companies Where he served	Title	Business items same or similar to the Company's
VIDEOLAND INC.	Chairman	F401010 International Trade
TCC INFORMATION SYSTEMS CORP.	Chairman	Software Design
1 Production Film Co.	Director/CEO	ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.
KKCompany Technologies Inc.	Independent Director	I301010 Information Software Services I301020 Data Processing Services I501010 Product Designing

ZW ENM CO., LTD.	Chairman	F401010 International Trade I301010 Information Software Services I301020 Data Processing Services
Yunji Holdings Co., Ltd.	Chairman	ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.
CITIESOCIAL CO., LTD.	Chairman 及 CSO	I301010 Information Software Services I301020 Data Processing Services F401010 International Trade
TAIWAN TRANSPORT & STORAGE CORP.	Director	F401010 International Trade
TA-HO MARITIME CORPORATION	Director	ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.
FW IT CO., LTD.	Chairman	I301010 Information Software Services I301020 Data Processing Services I501010 Product Designing
aQuaveeva Biotech CO., LTD.	Chairman	F401010 International Trade
1 Production Digital Co.	Chairman	F401010 International Trade I301010 Information Software Services I301020 Data Processing Services
Tatung Company	Independent Director	CC01080 Electronics Components Manufacturing CC01110 Computer and Peripheral Equipment Manufacturing CC01120 Data Storage Media Manufacturing and Duplicating F401010 International Trade I301010 Information Software Services I301020 Data Processing Services
LAND & SEA CAPITAL CORP.	Director	To carry out reinvestment activities in various businesses outside Taiwan in accordance with the directives of the parent company's operating policies.
Citiesocial Co., Ltd	Representative Director	CC01120 Data Storage Media Manufacturing and Duplicating I501010 Product Designing
KGI Financial Holding Co., Ltd.	Director	H801011 Financial Holding Company
KGI Life Insurance Co., Ltd.	Director	H501011 Personal Insurance

(11) Independent Director : Chiang, Shang-Yi

Names of other companies Where he served	Title	Business items same or similar to the Company's
HON HAI PRECISION INDUSTRY CO., LTD.	Director	CC01080 Electronics Components Manufacturing CC01110 Computer and Peripheral Equipment

		Manufacturing I301010 Information Software Services I301020 Data Processing Services I501010 Product Designing
ShunSin Technology Holdings Limited	Chairman	CC01080 Electronics Components Manufacturing

Appendix

Appendix 1

Winbond Electronics Corporation (hereinafter the "Company") "Rules Governing the Conduct of Shareholders Meeting"

The eleventh amendment was adopted by
the Shareholders' Meeting of May 31, 2022

Article 1

Unless otherwise provided by laws and regulations, all shareholders meetings of the Company shall be conducted in accordance with these Rules.

Article 2

The shareholders meetings of the Company shall be convened by the Board of Directors unless otherwise provided by laws and regulations. The method as to how a shareholders meeting will be convened and any changes to how the Company convenes its shareholders meeting shall be resolved by the Board of Directors, and shall be made no later than mailing the convention notice of the shareholders meeting.

All shareholders shall be served with the convention notice of an annual shareholders meeting at least 30 days prior to the meeting, except for those shareholders each holding less than 1,000 registered shares that may be notified by means of an announcement on the Market Observation Post System at least 30 days prior to the meeting. All shareholders shall be served with the convention notice of a special shareholders meeting at least 15 days prior to the meeting, except for those shareholders each holding less than 1,000 registered shares that may be notified by means of an announcement on the Market Observation Post System at least 15 days prior to the meeting.

Convention notices and announcements shall state the reasons for the meeting and the time and location for shareholders, solicitors and proxies (collectively "shareholders") to register for attendance, and other matters that should be noted. The convention notice may, as an alternative, be given by means of electronic transmission, after obtaining a prior consent from the shareholders.

The matters specified in Paragraph 5 of Article 172 of the Company Act, or Article 26-1 or Article 43-6 of the Securities and Exchange Act and Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be listed among the reasons and explained in the notice for the meeting, and may not be proposed as extemporaneous motions. The essential contents of the matters specified in Paragraph 5 of Article 172 of the Company Act may be posted on the website designated by the competent authority in charge of securities affairs or the company, and such website shall be indicated in the above notice.

The reasons for convening the shareholders meeting have been stated for re-election of all directors as well as their inauguration date. After the completion of re-election in said shareholders meeting, such inauguration date may not be altered by ad hoc motion or other means in the same meeting.

The Company shall prepare the shareholders' meeting agenda handbook or make it available for shareholders' review in accordance with the deadline and method stipulated in Article 6 of the "Regulations Governing Content and Compliance Requirements for Shareholders Meeting Agenda Handbooks of Public Companies".

When convening a virtual shareholders' meeting, the Company shall provide appropriate alternative measures to shareholders who have difficulties in attending the virtual shareholders' meeting online.

Article 3

The shareholders holding one percent or more of the total number of issued shares of the Company may propose in writing to the Company a proposal for discussion at an annual shareholders meeting; provided that only one matter shall be allowed in each single proposal. In case a proposal submitted by shareholder(s) contains more than one matter, such proposal shall not be included in the agenda of

the shareholders meeting. The number of words of a proposal submitted by a shareholder shall be limited to not more than 300 words, and any proposal containing more than 300 words shall not be included in the agenda of the shareholders meeting. The "300 words" includes the reasons and punctuation marks. If any of the circumstances listed in Paragraph 4 of Article 172-1 of the Company Act occurs to the proposal submitted by any shareholder, the Board of Directors of the Company may ignore that proposal. Shareholders may submit proposals to urge the Company to promote public interests or fulfill its social responsibilities. Such proposals are each limited to one item in accordance with Article 172-1 of the Company Act. No proposal containing more than one item will be included in the meeting agenda.

The Company shall announce the acceptance of shareholders' proposal, the place and the period for shareholders to submit proposals to be discussed at the shareholders meeting prior to the commencement of the close period for share transfer. The period for accepting such proposals shall not be less than 10 days.

Shareholders submit proposals to be discussed at the shareholders meeting shall attend the shareholders meeting in person or by proxy, and participate in discussion of those proposals.

The Company shall, prior to the delivery of the convention notice, notify all the shareholders who had submitted the proposals of the proposal screening results, and shall incorporate in the convention notice the proposals conforming to the requirements set out in this article. With regard to the proposals submitted by shareholders but not included in the agenda of the shareholders meeting, the Board of Directors shall explain reasons why such proposals are not included in the agenda of the shareholders meeting.

Article 4

Prior to any shareholders meeting, a shareholder may appoint a proxy to attend the meeting by issuing a power of attorney in the form provided by the Company stating the scope of authorization.

Each shareholder may issue one power of attorney only, and may appoint one person only to serve as a proxy. The written proxy must be delivered to the Company at least five days prior to each shareholders meeting. If two or more written proxies forms are received from a shareholder, the first one received by the Company shall prevail; unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later.

After the Company receives the written proxy, in case the shareholder issuing the said proxy intends to attend the shareholders meeting in person or to exercise his/her/its voting power in writing or by way of electronic transmission, a proxy rescission notice in writing shall be delivered to the Company two days prior to the date of the shareholders meeting; otherwise, the voting right exercised by the authorized proxy at the meeting shall prevail.

If, after a proxy form is delivered to the Company, a shareholder wishes to attend the shareholders' meeting online, a written notice of proxy cancellation shall be submitted to the Company two days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5

Except that the "shareholder" referred to in Articles 2, 3 and 4 of these Rules means the shareholders in person, the "shareholder" referred to in these Rules means the shareholder himself/herself/itself and the proxy appointed by the shareholder in accordance with the laws and regulations.

Article 6

The time for accepting shareholder attendance registrations shall be at least 30 minutes prior to the commencement of the meeting. The place for accepting shareholder attendance registrations shall be clearly marked and sufficient and competent personnel shall be assigned to handle the registrations. The Company shall prepare an attendance book for attending shareholders to sign in, or shareholder present may hand in an attendance card in lieu of signing on the attendance book. For virtual

shareholders' meetings, accepting shareholder attendance registration shall begin at least 30 minutes before the meeting starts and shareholders shall register their attendance on the virtual meeting platform for the shareholders' meeting. Shareholders completing attendance registration will be deemed attending the shareholders' meeting in person.

The number of shares representing shareholders present at the meeting shall be calculated in accordance with those indicated in the attendance book or the attendance card and those checked in on the virtual meeting platform, plus the number of shares whose voting right exercised in writing or by way of electronic transmission. Each shareholder attending the shareholders meeting in person (or proxy) shall wear an attendance pass and submit the attendance card in lieu of sign-in.

In the event of a virtual shareholders' meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and such information shall continue to be disclosed until the end of the meeting.

Article 6-1

To convene a virtual shareholders' meeting, the Company shall include the following particulars in the convention notice of the shareholders' meeting:

1. How shareholders attend the virtual meeting and exercise their rights.
2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
 - A. To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
 - B. Shareholders not having registered to attend the affected virtual shareholders' meeting previously shall not attend the postponed or resumed session.
 - C. In case of a hybrid shareholders' meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, satisfies the quorum for a shareholders' meeting, then the shareholders' meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.
 - D. Actions to be taken if the outcome of all proposals have been announced and extemporary motion has not been carried out.
3. To convene a virtual-only shareholders' meeting, appropriate alternative measures available to shareholders who have difficulties in attending a virtual shareholders' meeting online shall be specified.

Article 7

Attendance and voting at the shareholders meeting shall be determined based on the number of shares.

Article 8

Unless otherwise restricted by, or subject to evasion in accordance with, the laws and regulations, and shares having no voting right in accordance with Paragraph 2 of Article 179 of the Company Law, a shareholder shall have one voting right in respect of each share.

The method for exercising the voting right shall be described in the convention notice of the shareholders meeting if the voting right will be exercised in writing or by way of electronic transmission. A shareholder who exercises his/her/its voting right at a shareholders meeting in writing or by way of electronic transmission shall be deemed to have attended the said shareholders meeting in person, but shall be deemed to have waived his/her/its voting right with respect to any

extemporary motions and any amendments or replacements to the original proposals at the said shareholders meeting.

In case a shareholder elects to exercise his/her/its voting right in writing or by way of electronic transmission, his/her/its declaration of intention shall be delivered to the Company no later than two days prior to the scheduled shareholders meeting. If two or more declarations of intention are delivered to the Company, the first declaration of intention received shall prevail; unless an explicit statement to revoke the previous declaration is made in the declaration which comes later.

In the event of a virtual shareholders' meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.

In case a shareholder who has exercised his/her/its voting right in writing or by way of electronic transmission intends to attend the shareholders meeting in person or online, the shareholder shall, two days prior to the shareholders meeting and in the same manner previously used in exercising his/her/its voting right, deliver a separate declaration of intention to revoke his/her/its previous declaration of intention made in exercising the voting right under the preceding paragraph. In the absence of a timely revocation of the previous declaration of intention, the voting right exercised in writing or by way of electronic transmission shall prevail. In case a shareholder has exercised his/her/its voting right in writing or by way of electronic transmission and has also authorized a proxy to attend the shareholders meeting on his/her/its behalf, then the voting right exercised by the authorized proxy for the said shareholder shall prevail.

When the Company convenes a hybrid shareholders' meeting, if shareholders who have registered to attend the meeting online in accordance with this Article decide to attend the physical shareholders' meeting in person, they shall revoke their registration two days before the shareholders' meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders' meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn their votes and attended the shareholders' meeting online, they shall not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal, except for extraordinary motions.

If the Company allows its shareholders to exercise their voting rights in writing or by way of electronic transmission, the Company shall finish the counting and verification of the votes cast in writing or by way of electronic transmission before the shareholders meeting.

On the day of a shareholders' meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and disclose the same in accordance with the time limit specified in Article 44-5 of the Guidelines for the Handling of Share Affairs of Companies Publicly Issuing Shares. In the event of a virtual shareholders' meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and such information shall continue to be disclosed until the end of the meeting.

Article 9

Shareholders meetings shall be held at the Company's premises or at another place that is convenient for shareholders to attend and suitable for such meetings. Shareholders meetings shall not start earlier than 9:00 AM or later than 3:00 PM.

The restrictions on the place of the meeting set forth in the preceding paragraph shall not apply when the Company convenes a virtual shareholders' meeting.

When the Company convenes a virtual-only shareholders' meeting, both the chairman and the minutes taker shall be at the same location in Taiwan, and the chairman shall announce the address of their location when the meeting is called to order.

Article 10

If a shareholders meeting is convened by the Board of Directors, the Chairman of the Board of Directors shall be the chairman presiding at the meeting. If the Chairman of the Board of Directors is on leave or cannot perform his duties for some reason, the Vice-Chairman shall preside at the meeting on the Chairman's behalf. If the Company does not have a Vice-Chairman or the Vice-Chairman is on leave or cannot perform his duties for some reason, the Chairman of the Board of Directors shall appoint a managing director to serve on his behalf. If there are no managing directors, the Chairman of the Board of Directors shall appoint a director to serve on his behalf. If the Chairman of the Board of Directors has not appointed any representative, the managing directors or directors shall nominate a person among themselves to preside at the shareholders meeting.

If a shareholders meeting is convened by any person entitled to convene the meeting other than the Board of Directors, such person shall be the meeting's chairman; provided that if this meeting is convened by two or more persons, the chairman of the meeting shall be elected from among themselves.

Article 11

The Company may appoint lawyer(s) or certified public accountant(s) engaged by the Company, or relevant persons, to attend a shareholders meeting.

Persons handling affairs of the shareholders meeting shall wear identification cards or arm badges.

Article 12

The chairman of the shareholders meeting may order disciplinary officers (or security guards) to assist in keeping order at the meeting place. Such disciplinary officers (or security guards) shall wear arm badges marked "Disciplinary Personnel" when assisting in keeping order at the meeting place.

Article 13

Persons attending the shareholders meeting shall not bring anything that is harmful to the safety of others' life, body, freedom or property.

Article 14

During the shareholders meeting, the chairman may request the police present at the meeting place to keep order.

Article 15

The process of the shareholders meeting shall be audio recorded or video recorded in its entirety and these records shall be preserved for at least one year. If the Company allows shareholders to exercise their voting right in writing or by way of electronic transmission, the related written and media data shall also be preserved for at least one year. However, if a lawsuit has been instituted by any shareholder pursuant to Article 189 of the Company Act, the records and data involved shall be kept by the Company until the legal proceedings of the foregoing lawsuit have been concluded.

When the Company convenes a virtual shareholders' meeting, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of vote counting by the Company, and make continuous and uninterrupted audio and video recording of the proceedings of the virtual meeting from beginning to end.

The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

In case of a virtual shareholders' meeting, the Company is advised to make audio and video recording of the back-end operation interface of the virtual meeting platform.

Article 16

The chairman shall announce the commencement of the shareholders meeting and relevant information such as the number of non-voting rights and the number of shares present at the time scheduled for the meeting; During the Company's virtual shareholders' meeting, when the meeting is called to order, the total number of shares represented by shareholders present at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented by shareholders present at the meeting and a new tally of votes is released during the meeting. But if the number of shares represented by the shareholders present at the meeting is less than one-half of all issued shares of the Company at the time scheduled for the meeting, the chairman may announce the postponement of the meeting. The shareholders meeting can only be postponed twice and the time of the postponement shall not be more than one hour in aggregate. After the second postponement, if there are not enough shareholders representing one-third or more of the total issued shares, the chairman shall declare the meeting aborted. In the event of a virtual shareholders' meeting, the Company shall also declare the meeting aborted on the virtual meeting platform.

If after two postponements as set forth in the preceding paragraph, the number of shares represented by the shareholders present at the meeting is still less than one-half of all issued shares of the Company but the shareholders present at the meeting represent more than one-third of all issued shares, provisional resolutions may be made in accordance with Paragraph 1 of Article 175 of the Company Act, and be notified to each shareholder to convene another shareholders meeting within one month. In the event of a virtual shareholders' meeting, shareholders intending to attend the meeting online shall re-register with the Company in accordance with Article 8.

If the number of the shares represented by the shareholders present at the shareholders meeting reaches one-half of all issued shares of the Company prior to the end of the meeting, the chairman may submit the foregoing provisional resolutions to the shareholders meeting for approval in accordance with Article 174 of the Company Act.

Article 17

The agenda of the meeting shall be set by the Board of Directors if the meeting is convened by the Board of Directors. The shareholders meeting shall be conducted according to the agenda, and unless otherwise provided by these Rules or laws and regulations, the agenda shall not be changed without the resolution of the shareholders meeting.

The above provision also applies to the shareholders meeting convened by any person entitled to convene such meeting other than the Board of Directors.

Unless otherwise resolved at the meeting, the chairman cannot announce adjournment of the meeting before all the items (including extemporaneous motions) listed in the agenda made according to the preceding two paragraphs are completed.

After the meeting is adjourned, shareholders cannot designate another person as chairman and continue the meeting at the same or other place.

Article 18

When a shareholder present at the meeting wishes to speak, he/she shall fill in a speech note specifying the summary of his/her speech, the shareholder's account number (or the number of attendance pass) and the account name of the shareholder. The chairman shall determine the sequence of shareholders' speeches.

If any shareholder present at the meeting submits a speech note but does not speak, no speech should be deemed to have been made by the shareholder. In case the contents of the speech of a shareholder are inconsistent with the contents of the speech note submitted by such shareholder, the contents of the actual speech shall prevail. The proxy's speech shall be complied with the written proxy, documents of public solicitation and advertisement. Unless otherwise provided by laws and regulations, the shareholders appointing a proxy to attend the shareholders meeting shall agree with any speeches and voting made by the proxy in the shareholders meeting.

When a shareholder speaks at the meeting, unless otherwise permitted by the chairman and the

speaking shareholder, no other shareholders shall interrupt the speech of the speaking shareholder; otherwise the chairman shall stop such interruption.

Article 19

The same shareholder may not speak more than twice for the same motion without the chairman's permission, and each speech time may not exceed 5 minutes.

The chairman may stop the speech of any shareholder who violates the above provision or when such speech is out of the scope of the motion.

Article 20

A legal entity serving as proxy to attend a shareholders meeting may designate only one representative to attend such meeting.

The number of representatives that a legal-entity shareholder appointed to attend the shareholders meeting should not exceed the number of directors to be elected at a shareholders meeting if there is an election of directors at that shareholders meeting, or the number of directors elected for a term of office if there is no election of directors at that shareholders meeting, and only one representative can speak for each motion.

Article 21

After the speech of the shareholder(s) present at the shareholders meeting, the chairman may respond in person or designate relevant person(s) to respond to the speech.

Article 21-1

Where a virtual shareholders' meeting is convened, shareholders attending the virtual meeting online may raise questions in writing on the virtual meeting platform during the period from the chairman calling the meeting to order until the chairman declaring the meeting adjourned. No more than two questions on the same proposal may be raised. Each question shall contain no more than 200 words. The provisions in Articles 18 to 20 do not apply.

As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, the company may disclose the questions to the public on the virtual meeting platform.

Article 22

When the chairman considers that the discussion for a motion has reached the extent for making a resolution, he may announce discontinuance of the discussion and submit the motion for resolution.

Article 23

Unless otherwise provided by the Company Act or the Company's Articles of Incorporation, a resolution shall be adopted by a majority of the votes represented by the shareholders present at the meeting. The voting right of shareholders shall be calculated according to the voting right that shareholders may exercise in accordance with the Company Act or the Company's Articles of Incorporation.

A motion is adopted by vote.

When the Company convenes a virtual shareholders' meeting, after the chairman calls the meeting to order, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chairman announces the voting session ends or will be deemed abstained from voting if they fail to cast votes during the voting session.

Article 24

The chairman shall appoint persons responsible for checking and counting ballots during votes on motions. The results of resolution shall be announced at the place and recorded in the minutes of the

meeting. The persons responsible for checking ballots must be shareholders and shall monitor the voting procedure, prevent from inappropriate voting behaviors, examine ballots and monitor the records of the persons responsible for counting ballots. A ballot shall be invalid and shall not be calculated under any of the following conditions:

1. a ballot is not in the form provided by the Company;
2. a ballot is not thrown in the ballot box;
3. a blank ballot without writing words or expressing opinion regarding the motions;
4. a ballot with other words thereon other than those required to be filled in;
5. the handwriting on a ballot is too blurred or indistinct to be readable or is altered;
6. a ballot is used by the proxy who violates the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies"; or
7. any violation of laws or regulations or voting guidelines made by the Company.

The standard for recognition of invalid ballots in case the exercise of voting right in writing by shareholders is carried out in conformity mutatis mutandis with the Subparagraphs 1, 3, 4, 5 and 7 of the proceeding paragraph. If there is any doubt or disputes, the shareholders agree to authorize the Company's verification section to decide.

In addition, the standard for recognition of invalid ballots in case the exercise of voting right by electronic transmission by shareholders is carried out in conformity mutatis mutandis with Subparagraph 7 of the proceeding paragraph, as well as in compliance with the relevant regulations of the authority.

In the event of a virtual shareholders' meeting, votes shall be counted at once after the chairman announces the voting session ends, and results of votes and elections shall be announced immediately. In the event of a virtual shareholders' meeting, the Company shall disclose results of votes and election on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chairman has announced the meeting adjourned.

Article 25

During the meeting, the chairman may, at his discretion, set time for intermission.

Article 26

In case of an air-raid alarm, an earthquake or other force majeure event, the chairman shall immediately announce to suspend the meeting and evacuate respectively. Once the reason of suspending the meeting is eliminated, the chairman shall decide if the meeting will resume.

Article 26-1

In the event of a virtual shareholders' meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to assist with communication technical issues.

In the event of a virtual shareholders' meeting, when declaring the meeting open, the chair shall separately declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Paragraph 4 of Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies, that if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chairman has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders' meeting online shall not attend the postponed or resumed session.

For a meeting to be postponed or resumed under the second paragraph above, the number of shares represented by, and voting rights and election rights exercised at the affected shareholders' meeting by,

the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postponed or resumed session, shall be counted towards the total number of shares, number of voting rights and number of election rights presented at the postponed or resumed session.

During a postponed or resumed session of a shareholders' meeting held in accordance with the second paragraph above, no further discussion or resolution is required for proposals on which votes have been cast and counted and results have been announced, or a list of elected directors has been announced.

When the Company convenes a hybrid shareholders' meeting, and the virtual meeting cannot continue as described in the second paragraph above, if the total number of shares represented by shareholders present at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, still satisfies the quorum for a shareholders' meeting, then the shareholders' meeting shall continue, and no postponement or resumption thereof under the second paragraph is required.

Under the circumstances where a meeting should continue as set forth in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.

When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original shareholders' meeting in accordance with the requirements listed under Paragraph 7 of Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For dates or period set forth under the second half of Article 12 and Paragraph 3 of Article 13 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Paragraph 2 of Article 44-5, Article 44-15, and Paragraph 1 of Article 44-17 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders' meeting that is postponed or resumed under the second paragraph above.

Article 27

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 minutes of the meeting may be made and distributed by electronic way.

With regard to the distribution of the minutes in the foregoing paragraph, the minutes may be distributed by way of an announcement on the Market Observation Post System, instead of actual distribution of the minutes.

The minutes must faithfully record the meeting's date (year, month, day), place, chairman's name, resolution method, summary of proceedings, and results of resolutions. The minutes of shareholders' meeting shall be preserved for as long as the Company exists.

Where a virtual shareholders' meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders' meeting, how the meeting is convened, the names of the chairman and the minutes taker, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

When convene a virtual-only shareholders' meeting, in addition to compliance with the requirements set forth in the preceding paragraph, the Company shall also specify alternative measures available to shareholders with difficulties in attending a virtual-only shareholders' meeting online in the meeting minutes.

Article 28

Any matter concerned that is not provided in these Rules shall be handled in accordance with the Company Law and the related laws and regulations, and the relevant provisions of the Articles of Incorporation of the Company.

Article 29

These Rules shall be effective from the date they are approved by the shareholders' meeting. The same applies in the case of amendments.

Appendix 2

Winbond Electronics Corporation (hereinafter the "Company") "Rules Governing Election of Directors "

The Ninth amendment was adopted by
the Shareholders' Meeting of August 12, 2021

Article 1

The election of directors of the Company shall be handled in accordance with these Rules.

Article 2

The candidate nomination system provided in Article 192-1 of the Company Act and the cumulated voting with single name registered on the ballot will be used for the election of directors. Each share has the number of exercisable votes 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 set forth on the list of candidates of directors. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed an elected director. Independent directors and non-independent directors shall be elected at the same time but the number of the elected independent directors and non-independent directors shall be separately calculated. The attendance card number of the electors may be used on the ballot instead of the name of the electors.

The candidate nomination and election of directors shall be conducted in accordance with the Company Act, Securities and Exchange Act and other relevant laws and rules. The professional qualification, shareholding, restrictions on concurrent serving in other companies and other matters to be complied with by independent directors shall be conducted in accordance with other relevant laws and rules.

Article 3

When the election commences, the chairperson of the meeting shall appoint ballot supervisor(s) from among the shareholders present. Other personnel responsible for counting and announcing the ballots and performing relevant duties shall be appointed by the chairperson of the meeting. The ballot box shall be prepared by the board of directors or other convener and examined by the ballot supervisor(s) in public before the voting.

Article 4

The number of directors will be as specified in the Company's articles of incorporation, with votes separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of votes will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, the persons of the same number of votes shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

Article 5

The ballots shall be prepared by the board of directors or other convener, numbered according to the attendance card numbers and printed with the number of voting rights of the shareholders.

Article 6

If the candidate is a shareholder of the Company, the electors shall fill in the name and the shareholder's number of such candidate in the column of "Candidate" of the ballot. If the candidate is not a shareholder of the Company, the electors shall fill in such candidate's name and the number of its identification certificate in the same column. If the candidate is a government agency or a legal entity, either the full name of the government agency or the legal entity or the full name of the government

agency or the legal entity and the name(s) of their representative(s) should be filled in the column of candidate. If the government-linked shareholder or institutional shareholder has several representatives, the name of each representative shall be filled in.

When a shareholder fill in the name and the shareholder's number of such candidate and the number of his/its identification certificate, he/it may use his/its seal instead.

In case that the electors cast their votes by electronic transmission, the electors shall check the box of the number of the candidates and fill in the number of votes to be allocated to each candidate. The number of candidates that an elector checked on the ballot shall not exceed the number of persons which should be elected and the aggregate number of votes to be allocated to each candidate shall not exceed the total number of voting rights of such elector.

Article 7

A ballot shall be void and excluded from the votes for any candidate upon any of the following conditions:

1. The ballot was not in the form provided in accordance with Article 5 of these Rules.
2. The ballot was not cast in the ballot box installed by the board of directors or other convener.
3. The ballot was blank when cast in the ballot box.
4. The ballot was not cast pursuant to Article 6 of these Rules or the handwriting on the ballot was blurred or illegible or has been altered.
5. The candidate listed on the same ballot does not appear in the list of candidates and there are two or more than two candidates filled in on the same ballot.
6. There are other written characters or symbols in addition to the name, shareholder's number or the number of identification certificate of the candidate on the ballot.
7. The name of a candidate filled in on the ballot is same as another candidate's name but the respective shareholder's numbers or numbers of identification certificates are not indicated to distinguish them; or
8. Any violation of laws or regulations or these Rules.

For determining invalid ballots in case of voting in writing by shareholders, subparagraphs 1, 3, 4, 5, 6, 7 and 8 of the preceding paragraph shall apply mutatis mutandis. If there are any doubts or disputes, the shareholders agree to authorize the Company's verification unit to make a decision. For determining invalid ballots in case of voting by electronic transmission by shareholders, subparagraph 8 of the preceding paragraph shall apply mutatis mutandis, in addition to compliance with the relevant regulations of the competent authorities.

Article 8

The ballot box shall be opened and the ballots shall be counted on spot under the supervision of the ballot supervisor immediately after the completion of voting, and the result of counting the ballots shall be announced by the chairperson of the meeting.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year; provided, however, that the ballots shall be retained until the conclusion of the litigation if a shareholder files a lawsuit pursuant to Article 189 of the Company Act.

Article 9

Matters not provided in these Rules shall be handled in accordance with the Company Act and relevant laws and regulations, the Articles of Incorporation of the Company and the relevant provisions of the Rules Governing the Procedure of Shareholders Meeting of the Company.

Article 10

These Rules shall be effective upon approval of the shareholders' meeting. The same applies to amendments.

Winbond Electronics Corporation ARTICLES OF INCORPORATION

The thirty-second amendment will be submitted to the annual general shareholders meeting of May 27, 2025 for approval

Section 1: General Principles

Article 1: The Company is incorporated as a company limited by shares in accordance with the Company Act (the "Company Act") and its name shall be 華邦電子股份有限公司 in Chinese language and Winbond Electronics Corporation in English language (the "Company").

Article 2: The business scope of the Company is as follows:
Research and development, ODM, production and manufacture, repair, and sale of the following products:

- (i) Integrated circuits.
- (ii) Semiconductor memory parts and components and their systems products.
- (iii) Semiconductor components and system products for use in computer systems.
- (iv) Semiconductor components and system products for use in digital communications.
- (v) Semiconductor components and system products for use in peripherals.
- (vi) Other semiconductor components.
- (vii) Design of computer software programs and data processing.
- (viii) Import and export trade related to the business of the Company.

Business categories and codes of the aforementioned products are as follows:

- (i) CC01080 Electronics Components Manufacturing
- (ii) CC01110 Computer and Peripheral Equipment Manufacturing
- (iii) CC01120 Data Storage Media Manufacturing and Duplicating
- (iv) F401010 International Trade
- (v) I301010 Information Software Services
- (vi) I301020 Data Processing Services
- (vii) I501010 Product Designing

Article 2-1: The Company may act as a guarantor as required by its business operation.

Article 2-2: Total investment by the Company shall not be subject to the ceiling of an amount equivalent to 40 percent of its paid-in capital.

Article 3: The Company has its head-office in Central Taiwan Science Park. Subject to the approval of the Board of Directors and government authority, the Company may, if necessary, set up branches or business offices within and outside of the Republic of China.

Article 4: Public notices by the Company shall be made in accordance with Article 28 of the Company Act.

Section 2: Shares

Article 5: The total capital of the Company is sixty-seven billion New Taiwan Dollars

(NT\$67,000,000,000) divided into six billion seven hundred million (6,700,000,000) shares, at ten New Taiwan Dollars per share and may be issued in a series of issuance. The un-issued shares may be issued by a resolution of the Board of Directors if the Board deems necessary.

A maximum of five billion New Taiwan Dollars may be used to be divided into five hundred million shares at ten New Taiwan Dollars per share may be used for issuance, in installments, of stock/subsorption warrants, preferred shares with subsorption rights, or corporate bonds with subsorption rights. The quota each for the issuance of stock/subsorption warrants, preferred shares with subsorption rights or corporate bonds with subsorption rights may be adjusted by the Board of Directors in consideration of factors concerning capital market and operation needs.

Article 6: (Deleted)

Article 7: Where the shares issued by the Company are in scripless form and without physical certificates, the Company shall register the shares with the central securities depository institution.

Article 8: The transfer, registration, loss or destruction of share certificates shall be handled in accordance with the Company Act and relevant regulations.

Section 3: Shareholders Meetings

Article 9: Shareholders meetings shall be of two types, general meetings and special meetings. General meetings shall be convened by the Board of Directors once a year, within six months from the end of each fiscal year in accordance with law. Special meetings shall be convened in accordance with the law, whenever necessary.

Article 9-1: The shareholders meeting of the Company may be convened by video conferencing or other methods announced by the central competent authority.
In the event that the shareholders meeting is to be held by video conferencing according to the preceding paragraph, a board resolution is required in advance.

Article 10: Shareholders may designate a proxy to attend a shareholders meeting with a power of attorney stating the scope of authority in accordance with the Company Act and the "Regulations for the Use of Proxies for the Attendance at Stockholders Meetings of Public Companies," promulgated by the competent governmental authority.

Article 11: Unless otherwise provided by the laws and regulations, each share has one voting right.

Article 12: Except otherwise provided by the laws and regulations, a resolution of the shareholders meeting shall be adopted by the majority of the votes represented by the attending shareholders who hold the majority of the Company's issued shares.

Section 4: Directors and Audit Committee

Article 13: The Company shall have nine to eleven directors, among whom there should be not less than three independent directors making up not less than one-fifth of the total number of directors whose term of office is three years. Election of directors shall adopt the candidate nomination system prescribed in Article 192-1 of the Company Act. All of the directors are elected by the shareholders' meeting from the candidate list of directors, and

are eligible for re-election. Independent and non-independent directors shall be elected at the same time, but the quota shall be calculated separately.

The method of candidate nomination and election of directors shall conform to the Company Act, the Securities and Exchange Act, and other relevant rules and regulations. The professional qualifications for, requirements relating to shareholdings of, restrictions on concurrent positions held by, and other compliance matters with respect to independent directors shall conform to relevant rules and regulations.

The aggregate number of shares of nominal stock held by all the directors shall not be less than the percentage stipulated by the competent authority in accordance with law.

The Company shall establish an audit committee and the audit committee or its members shall be responsible for performing the functions and duties of supervisors provided under the Company Act, Securities and Exchange Act and other laws and regulations. The composition, convention, duties and meeting rules of the audit committee shall comply with relevant laws and regulations and the Company's rules.

The Board of Directors may additionally establish a compensation committee. The professional qualifications of the members, exercise of their duties, organizational rules and relevant matters of the compensation committee shall comply with relevant laws and regulations and the Company's rules. The Board of Directors may also establish other committees with different functions. The organizational rules of those committees shall be stipulated by the Board of Directors.

Article 13-1: The Company may, after the approval of the Board of Directors, in view of the international and local industry standards, purchase liability insurance for directors with respect to the indemnification liabilities that the directors shall be liable resulting from exercising their duties during their terms of office according to law.

Article 14: The Board of Directors shall be formed by directors. The directors shall elect a Chairman of the Board of Directors from among themselves by a majority vote at a meeting attended by two-thirds or more of the directors. The Chairman of the Board of Directors represents the Company. A Vice Chairman may also be elected to assist the Chairman.

Article 14-1: Unless otherwise provided for by law, meetings of the Board of Directors shall be convened by the Chairman of the Board of Directors. When convening a meeting of the Board of Directors, a meeting notice specifying the reasons for convening such meeting shall be sent to each director within the period prescribed by the competent authority in charge of securities law; provided that a meeting may be convened at any time in case of emergency.

The meeting notice set forth in the preceding paragraph may be in writing or by electronic means.

Unless otherwise provided by law, resolutions adopted at a meeting of the Board of Directors must be approved by a majority vote of the directors being present, who shall represent no less than half of the total number of directors.

Directors may designate other directors as their proxies to attend the meetings of the Boards of Directors; provided that each director may act as proxy for one other director only. The Board of Directors shall meet at least once every three months.

Article 15: In the case where the Chairman of the Board is on leave or otherwise unable to perform his/her duties, matters conducted on behalf of the Chairman shall be handled in accordance with Article 208 of the Company Act.

Article 16: Remuneration of directors shall be decided by the Board of Directors based on their contribution and involvement in the operations of the Company and by reference to remuneration for similar roles at comparable companies domestically and internationally.

- Article 17: The functions and responsibilities of the Board of Directors shall be as follows:
1. Review operating policies and short- and long- term development plans;
 2. Review annual business plans and supervise its implementation;
 3. Approve budget and review the results at year-end;
 4. Propose capital increase or decrease;
 5. Propose profit distribution or loss make-up plans;
 6. Review, approve, amend and terminate material contracts and contracts relating to procurement, transfer, licensing of important technology and patents and of important technical cooperation;
 7. Propose and review plans in connection with using transfer as security, sale, lease, pledge, mortgage, or other disposal of all or a substantial portion of assets of the Company;
 8. Propose and review amendments to the Articles of Incorporation;
 9. Approve organizational by-laws and important operation rules;
 10. Decide the establishment, reorganization, or removal of branches or business offices;
 11. Approve major capital expenditures of NT\$500 Million or more (capital expenditures not exceeding the above amount shall be approved by the Chairman of the Board of Directors);
 12. Appoint or remove corporate officials at the level of vice presidents and higher;
 13. Convene shareholders meetings (include without limitation to the date, place, and method of convening the meeting) and make business reports;
 14. Examine and approve investment in other enterprises and purchase/sale of stocks of NT\$ 500 Million or more (The Chairman is authorized to approve the investment or purchase/sale if the transaction amount is less than NT\$500 Million);
 15. Appoint or dismiss auditing certified public accountant of the Company;
 16. Examine and approve the application to financial institutions or third parties for financing, guarantees, providing acceptance of commercial paper, any other extension of credit, and credit lines for derivatives products in an amount of NT\$500 Million or more. The Chairman of the Board of Directors is authorized to approve any of the above applications that is in an amount no more than NT\$500 Million.
 17. Examine and approve the amount of endorsements, guarantees, and acceptance of commercial paper to be made in the name of the Company;
 18. Acquire or dispose of real property.
 19. Examine and approve major business transactions between related parties (including affiliated enterprises);
 20. Perform such other duties and responsibilities prescribed by law or authorized by shareholders meetings.

Where it is necessary and legally permissible, actions listed above may first be approved or conducted by the Chairman of the Board of Directors and later reported to the Board of Directors for recognition. Actions covered by items 11, 14 and 16 above intending for the same purpose shall not be separately contracted, applied for or spent without prior approval.

Article 18: (Deleted)

Section 5: Management

Article 19: The Company may have chief executive officer, vice executive officer, president and several vice presidents according to the resolution of the Board of Directors. Appointment, removal, and remuneration of the chief executive officer, vice executive officer, president and vice presidents shall be handled in accordance with Article 29 of the Company Act. The Board of Directors is authorized to determine the duties and function of the said managers or the Board of Directors may authorize the Chairman of the Board of Directors to determine the duties and functions of the said managers.

Section 6: Accounting

Article 20: The Company's fiscal year shall be from January 1 to December 31 of each calendar year. Final accounting shall be prepared after the end of each fiscal year.

Article 21: After the end of each fiscal year, the Board of Directors shall have the following documents prepared: (1) the business report; (2) the financial statements; and (3) the proposal for distribution of earnings or making up loss, and submit the same for recognition at the annual general shareholders' meeting in accordance with statutory procedures.

Article 22: From the pre-tax net profit of the current year, before deducting remuneration of employees and remuneration of directors, no more than 1% shall be allocated as remuneration of directors and no less than 1% as remuneration of employees. Of the employee remuneration, no less than 3% shall be allocated as remuneration for rank-and-file employees. The remuneration of employees may be distributed in stock or cash upon resolution of the Board of Directors. The distribution of employee and director remuneration shall be reported to the shareholders' meeting. However, if the Company has accumulated losses, the Company shall first set aside an amount for making up losses, and then allocate remuneration of employees and remuneration of directors according to the percentage set forth in the preceding paragraph.

The Company purchases its stock for transferring such treasury shares, issues employee options, provides pre-emptive right for employees' subscription upon issuing new shares, issues new restricted employee shares, and distributes employee remuneration, to employees of the Company's controlling or subordinated companies who meet certain criteria, which shall be determined and resolved by the Board of Directors.

Article 23: If the Company has pre-tax profits at the end of the current fiscal year, after paying all taxes and covering all accumulated losses, the Company shall set aside 10% of said earnings as legal reserve. However, legal reserve need not be made when the accumulated legal reserve equals the paid-in capital of the Company. After setting aside or reversing special reserve pursuant to applicable laws and regulations and orders of competent authorities or based on the business needs of the Company, if there is any balance, the Board of Directors may submit a proposal for allocation of the remaining balance and the accumulated undistributed earnings to the shareholders meeting for resolution of distributing bonus and dividends to

shareholders.

The Board of Directors shall be authorized to distribute the profit, the legal reserve and the capital reserve mentioned in the preceding paragraph in cash upon resolution by a majority vote at a board meeting attended by two-thirds or more of the directors, and shall report the same to the shareholders' meeting.

The Company's dividend distribution policy is made in accordance with the Company Act and the Articles of Incorporation in consideration of factors including capital and financial structure, operating status, retained earnings, industry characteristics and economic cycle. The dividends shall be distributed in a steady manner. With respect to distribution of dividends, in consideration of future operation scale and cash flow needs, no less than 30% of the remaining amount of the net profit after tax of the current year, after covering the accumulative losses and setting aside the legal reserve and the special reserve, shall be distributed to shareholders as dividends, which may be distributed in stock dividend or cash dividend (provided, however, that the Company may choose not to pay dividend when the dividend per share does not reach NT\$0.1), and the distribution of cash dividend shall not be less than 50% of total dividends, so as to maintain continuous growth.

Article 24: The Company may distribute its profit or make up its losses at the end of each half of a fiscal year. The statements and proposals set forth in Article 21 hereof shall be prepared by and then resolved by the Board of Directors.

The Company, in distributing its profit according to the preceding paragraph, shall estimate and reserve employee and director remuneration and any taxes payable as well as cover any losses and set aside the legal reserve in accordance with to law; provided, however, that where the legal reserve amounts to the total paid-in capital, the legal reserve needs not setting aside. Where the Company distributes the profit in cash, such distribution shall be resolved by the Board of Directors, but where the profit is distributed in the form of newly issued share, such distribution shall be resolved by the shareholders' meeting.

Section 7: Supplementary Regulations

Article 25: In case of any matters not covered herein, the Company Act shall govern.

Article 26: The organizational rules of the Company shall be separately stipulated.

Article 27: These Articles of Incorporation were enacted on September 1, 1987, and were first amended on November 20, 1987. The second amendment was made on May 23, 1988; the third amendment was made on August 23, 1988; the fourth amendment was made on May 5, 1989; the fifth amendment was made on October 21, 1989; the sixth amendment was made on March 30, 1990; the seventh amendment was made on April 30, 1991; the eighth amendment was made on March 26, 1992; the ninth amendment was made on March 25, 1993; the tenth amendment was made on March 30, 1994; the eleventh amendment was made on March 17, 1995; the twelfth amendment was made on April 9; the thirteenth amendment was made on April 22, 1997; the fourteenth amendment was made on 17 April, 1998; the fifteenth amendment was made on April 23, 1999; the sixteenth amendment was made on April 27, 2000; the seventeenth amendment was made on April 16, 2001; the eighteenth amendment was made on May 17, 2002; the nineteenth amendment was made on May 6, 2003; the twentieth amendment was made on June 10, 2005; the twenty-first amendment on June 9, 2006; the twenty-second amendment was made

on April 30, 2008; the twenty-third amendment was made on June 18, 2010. The twenty-fourth amendment was made on June 22, 2011; and the twenty-fifth amendment was made on June 19, 2013; and the twenty-sixth amendment was made on June 16, 2016; the twenty-seventh amendment was made on June 13 2017 ; the twenty-eighth amendment was made on June 11, 2018; the twenty-ninth amendment was made on June 14, 2019 ; the thirtieth amendment was made on Aug. 12, 2021 and the thirty first amendment was made on May 31, 2022 , and the thirty-second amendment was made on May 27, 2025 and shall become effective after approval by a resolution of the shareholders meeting. Any subsequent amendments to these Articles of Incorporation shall follow the same procedure.