

Articles of Incorporation of Silicon Optronics, Inc.

Chapter 1 General Provisions

- Article 1: The company shall be incorporated, as a company limited by shares, under the Company Law of the Republic of China, and its name shall be Silicon Optronics, Inc. in Chinese language, and Silicon Optronics, Inc. in the English language.
- Article 2: The scope of business of the Company shall be as follows:
- I. CC01080 Electronic Parts and Components Manufacturing.
 - II. F401010 International Trade.
 - III. I501010 Product Design.
 - 1. Researching, developing, designing, manufacturing and selling of the following:
 - (1) CMOS image sensor and modules.
 - (2) Image sensing single chip and modules.
 - (3) Organization integration of products and modules.
 - 2. Any trade business associated with the aforementioned products.)
- Article 3: The company shall have its head office in Hsinchu Science Park, Taiwan, Republic of China, and upon approval of Board of Directors, to set up representative and branches office at various location within and without the territory of the Republic of China, wherever and whenever the Company deems it necessary.
- Article 3-1: The total amount of the Company's reinvestment shall not be subject to the restriction of not more than forty percent of the Corporation's paid-up capital as provided in Article 13 of the Company Law. Any matters regarding the reinvestment shall be resolved in accordance with the resolutions of the Board of Directors.
- Article 3-2: The Company may provide endorsement and guarantee and act as a guarantor.
- Article 3-3: Public announcements of The Company's shall be made in accordance with Article 28 of the Company Law.

Chapter 2 Capital Stock

- Article 4: The total capital stock of the Company shall be in the amount of 1,000,000,000 New Taiwan Dollars, divided into 100,000,000 shares, at ten New Taiwan Dollars each, and may be paid-up installments.
- The total capital amount of 60,000,000 New Taiwan Dollars, in the preceding paragraph shall be reserved for issuance of employee stock options, totaling 6,000,000 shares at ten New Taiwan Dollars each, which may be issued in installments by authorizing the Board of Directors and subject to the provisions of the Company Law and relevant laws and regulations.

Article 5: The Company may issue shares without printing share certificate(s), however the shares shall be registered or kept by the securities depository institution. The same applies to other securities.

Article 6: All transfer of stocks, pledge of rights, loss, succession, gift, loss of seal, amendment of seal, change of address or similar stock transaction conducted by shareholders of the Company shall follow the Company Law and relevant laws and regulations unless specified otherwise by law and securities regulations.

Article 7: Registration for transfer of shares shall be suspended sixty (60) days immediately before the date of regular meeting of shareholders, and thirty (30) days immediately before the date of any special meeting of shareholders, or within five (5) days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Company.

Chapter 3 Shareholders' Meeting

Article 8: Shareholders' meetings of the Company are of two types, namely:

I. Regular meetings, which shall be convened at least once a year.

II. Special shareholders' meeting, which shall be convened when necessary.

Regular meetings shall be convened, by the Board of Directors, within six (6) months after the close of each fiscal year.

Article 9: Written notices shall be sent to all shareholders (except owing less than 1,000 shares) at their latest places of residence as registered with the Company for the convening of shareholders' meetings, at least thirty (30) days in advance, in case of regular meetings; and at least fifteen (15) days in advance, in case of special meetings. The purpose(s) for convening any such meeting shall be clearly stated in the written notices sent out to the shareholders. For a shareholder owing less than 1,000 of the total registered shares, the Meeting Notice shall be conducted by means of public announcement.

Article 10: When the Company holds the Regular meetings of Shareholders, Shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of a company may propose to the company a proposal for discussion at a regular shareholders' meeting, provided that only one matter shall be allowed in each single proposal, and in case a proposal contains more than one matter, such proposal shall not be included in the agenda.. The number of words of a proposal to be submitted by a shareholder shall be limited to not more than three hundred (300) words, and any proposal containing more than 300 words shall not be included in the agenda of the shareholders' meeting. The procedures shall be conducted in accordance with the Company Act and relevant laws and regulations.

Article 11: If the shareholders' meeting is convened by the Board of Directors, the meeting shall be presided over by the Chairman. If for any reason the Chairman is unable to preside over the

meeting, the Chairman of the Board shall designate one of the Directors to act on his/her behalf. If the Chairman of the Board does not designate a Director to act on his/her behalf, the Directors shall elect one person among themselves to preside over the meeting.

Article 12: If a shareholder is unable to attend a shareholders' meeting, he/she may appoint a representative to attend on his/her/its behalf by executing a power of attorney printed by the company stating therein the scope of power authorized to the proxy

Article 13: Resolutions at a shareholders' meeting shall, unless otherwise provided for in the Company Act, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares.. A shareholder exercising voting rights in writing or electronically shall be deemed to have attended the shareholders' meeting in person, and relevant matters shall be handled in accordance with the laws and regulations.

Article 14: Each share is entitled to one voting right, except shares whose voting rights are restricted by law or shares have no voting rights in accordance with Laws of Republic of China.

Article 15: When the company voluntarily terminates trading of its shares on Taiwan Stock Exchange and withdraws the public issuance of its shares, a special resolution shall be adopted by the shareholders' meeting.

Article 16: The resolutions of the shareholders' meeting shall be recorded in the minutes, and such minutes shall be signed by or sealed with the chop of the Chairman of the meeting. Shareholders shall be notified of the minutes within 20 days after the meeting. The minutes specified above shall be distributed in accordance with the provisions of the Company Art.

Chapter 4 Directors

Article 17: The Company shall have 5 to 9 directors, and the number of independent directors shall not be less than 3 and not be less than one-fifth of the total director seats. The Directors shall be elected among competent candidates by the Shareholders' Meeting.

The Company's Directors shall be elected by adopting the Candidate Nomination System and the nomination method shall be in accordance with Article 192-1 of the Company Art.

The total number of shares held by all directors shall be processed in accordance with the relevant laws and regulations of the competent authority.

The Company has instituted the Audit Committee. The Audit Committee was made up by all independent directors of the Company., which shall exercise the functions and powers of supervisors, according to the Company Art, the Securities and Exchange Act, and other regulations. The responsibilities, organizational rules, exercise of functional authority, and other matters that should be complied with of the Audit Committee shall be conducted in accordance with the relevant regulations of the securities competent authority and the Company.

- Article 18: The term of office for Directors shall be three (3) years, and all Directors shall be eligible for re-election.
- Article 19: The directors shall organize the Board of Directors. The responsibilities of the Board of Directors are as follows:
- I. Preparing business plans.
 - II. Proposing earnings distributions or loss off-setting proposals.
 - III. Proposing plans for increasing or decreasing capital.
 - IV. Drawing up important rules and regulations.
 - V. Appointing or discharging the Company's President and Vice Presidents.
 - VI. Setting up or dissolving branches.
 - VII. Preparing budget reports and final financial statements.
 - VIII. Performing other duties authorized by Art.
- Article 20: The chairman of the Board shall be elected by and among the directors with more than half of the directors at a meeting attended by more than two thirds of directors. The Chairman of the Board of Directors shall externally represent the Company.
- Article 21: Except as otherwise provided in the Company Art of the Republic of China, a meeting of the Board of Directors may be held if attended by a majority of total Directors and resolutions shall be adopted with the concurrence of the majority of the Directors present at the meeting.
- Article 22: The meeting of the board of directors shall be convened by the chairman of the board of directors, except that the first meeting of the board of directors shall be convened by the director who receives the largest number of votes within 15 days after the re-election. In calling the meeting of the board of directors, a notice with meeting date, address, and agenda shall be given to each director no later than 7 days prior to the scheduled meeting date. However, in the case of urgent matters, the meeting may be called at any time. The notice set forth in the preceding Paragraph may be served in writing, by email or fax.
- Article 23: The Board meeting shall be recorded in meeting minutes, according to the Company Art and relevant laws and regulations. The meeting minutes shall be publicly announced, distributed, and retained.
- Article 24: The Chairman shall preside over the meetings of the Board of Directors. In case the chairman of the Board of Directors is on leave or absent or cannot exercise his power and authority for any cause, a deputy shall be either appointed by the Chairman or elected by the Directors. Each director shall attend the meeting of the Board of Directors in person. If a Director cannot attend the meeting of the Board of Directors, he or she may appoint another director to attend the meeting in his/her behalf. A director may accept the appointment to act as the proxy of one other director only.

When holding the Board Meeting, any director attending the meeting via video conference shall be deemed attending the meeting in person.

Article 25: In the case that vacancies on the Board of Directors exceed, for any reason, one third of the total number of the Directors, then the Board of Directors shall convene a shareholders' meeting to elect new Directors to fill such vacancies in accordance with relevant laws, rules and regulations. Except for the election of new Directors across the board, the new Directors shall serve the remaining term of the predecessors.

Article 26: The Company may purchase liability insurance for its directors with respect to liabilities resulting from exercising their duties during their terms of directorship.

Article 27: The chairman and the directors of the Board is authorized to determine the remuneration of directors in accordance with director's participation in the Company's business operation and contribution value, and by referring to the level commonly adopted by the peer group.

Article 28: The Company may appoint manager(s). The appointment, discharge, and compensation of the manager(s) may be conducted in accordance to the Company Art.

Chapter 5 Finance Report

Article 29: The Company's fiscal year shall be from January 1st to December 31st of the same year. The Company shall conduct account closing at the close of each fiscal year.

Article 30: At the close of each fiscal year, the Board of Directors shall prepare the following statements to the general meeting of shareholders for its ratification in accordance with Article 228 of the Company Art.

1.Business Report.

2.Financial Statements.

3.The earnings distributions or loss off-setting proposals.

Considering that the Company is in the operating growth period, the policy for dividend distribution should reflect factors such as the current and future fund requirements and long-term financial planning., the dividends distribution shall not be more than 90% of the accumulated distributable surplus, and the cash dividends shall not be less than 10% of the distributed dividends. If the Company has no surplus to be distributed in the current year, or if there is surplus but the surplus amount is much lower than the actual surplus distributed in the previous year, or considering on the Company's financial, business and operating factors, the Company may distribute all or part of its reserve in accordance with laws or regulations of the competent authority.

Article 31: The Company shall set aside not more than 0.3% of its annual profits as compensation to its directors and not less than 0.005% but no more than 25% as profit sharing bonuses to its

employees, including employees of an affiliated company meeting the conditions set by the Company.

When allocating the earnings for each fiscal year, the Company shall first offset its losses in previous years and set aside a legal capital reserve at 10% of the earnings left over, until the accumulated legal capital reserve has equaled 50% of total capital of the Corporation; then set aside special capital reserve in accordance with relevant laws or regulations or as requested by the authorities in charge. Employees' profit sharing bonuses and the compensation to its directors are resolved by a majority vote at a Board of Directors meeting attended by two-thirds of the total number of directors and shall be reported to the shareholders' meeting

After this Company has set aside the capital reserves pursuant to the first and second Paragraphs of this Article, the balance left over and its reserves shall be allocated according to the conditions set by the Board of Directors and the resolution of the shareholders' meeting.

Chapter 6 Supplementary Provisions

Article 32: In regard to all matters not provided for in these Articles of Incorporation, the Company Art of the Republic of China shall govern.

Article 33: The Articles of Incorporation are agreed to and signed on May 18, 2004.

The 1st amendment was made on March 30, 2005;

The 2nd amendment was made on June 27, 2006.

The 3rd amendment was made on June 26, 2007;

The 4th amendment was made on June 10, 2008;

The 5th amendment was made on June 3, 2009;

The 6th amendment was made on June 9, 2010;

The 7th amendment was made on May 25, 2012.

The 8th amendment was made on June 8, 2016.

The 9th amendment was made on June 8, 2017.

The 10th amendment was made on June 8, 2018.

The 11th amendment was made on June 16, 2020.

The 12th amendment was made on June 23, 2022