

Accton Technology Corporation

Articles of Association

Chapter I: General Provisions

- Article 1: The Company is established in accordance with the Company Act, with the name Accton Technology Corporation.
- Article 2: The Company undertakes the following businesses:
- (1) CC01060 Wired Communication Equipment and Apparatus Manufacturing
 - (2) CC01070 Telecommunication Equipment and Apparatus Manufacturing
 - (3) F401010 International Trade
 - (4) CC01100 Restrained Telecom Radio Frequency Equipment and Materials Manufacturing
 - (5) CC01080 Electronic Parts and Components Manufacturing
 - (6) Research, develop, produce, manufacture, and sales on the following products:
 - (i) Computer network system including hardware, system software, web application software, and network workstation.
 - (ii) Customer premises equipment including hardware, system software and application software.
 - (iii) Optoelectronic communication subsystem including optical network, optoelectronic communication module, fiber optic repeater.
 - (iv) Application-specific integrated circuit (ASIC) related to the aforementioned products.
 - (v) Uninterruptible power supply, power supply unit, and components relating to the aforementioned products.
 - (vi) Integrated services digital network point-of-sale system
 - (vii) Integrated services digital network demultiplexer
 - (viii) Cellular mobile telephone network packet data system
 - (ix) Wireless local area network
 - (x) Wireless subscriber loop system
 - (xi) Satellite phone and related communication equipment, product related technology consulting, installation, maintenance, engineering design service, consultancy service and network service, and technology transfer.
 - (xii) Internet phone and related communication equipment, and product-related technology consulting, installation, maintenance, engineering design service, consultancy and network service, and technology transfer.
 - (xiii) Import and export business related to the Company's business.
- Article 2-1: The Company's total investment may exceed 40% of its paid-up capital.
- Article 2-2: The Company may make endorsement/guarantee for external parties due to business requirements.
- Article 3: The Company set up its headquarters at Hsinchu County and may establish subsidiaries at home or abroad where necessary, upon resolution of the Board of Directors and approval of the competent authority.
- Article 4: The Company's public notice shall be in accordance to the relevant regulations of the Company Act, unless otherwise stated by the competent authority for securities.

Chapter II: Shareholding

- Article 5: The paid-up capital of the Company shall be NT\$8.8 billion, divided as 880,000,000

shares, with a par value of NT\$10 per share, and may be issued in installments. 87,000,000 shares from the total paid-up capital in the preceding paragraph shall be retained as subscription warrant, corporate bonds with warrants, and exercise of stock options for preferred shares with warrants, and may be issued in instalments by a resolution of the Board of Directors.

Article 6: The shares issued by the Company shall be registered shares. They shall be affixed with the signatures or personal seals by the chairman, assigned serial numbers, and shall be duly certified or authenticated by the institution which is competent to certify shares under the laws before issuance thereof.

Article 6-1: The Company may be exempted from printing any stock certificate for the shares issued. However, the Company shall appoint a centralized securities depository enterprise to register such shares.

Article 6-2: To transfer shares to employees at less than the average actual share repurchase price, the Company shall act pursuant to Article 10-1 and Article 13 of the Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies, and obtain the consent of at least two-thirds of the voting rights present at the most recent shareholders' meeting attended by shareholders representing a majority of total issued shares.

Article 6-3: To issue employee stock warrants with subscription price lower than market price, the Company shall act pursuant to Article 56-1 and Article 76 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, and obtain the consent of at least two-thirds of the voting rights represented at a shareholders' meeting attended by shareholders representing a majority of the total issued shares.

Article 6-4: The Company's transfer of bought-back shares, employees' subscription of new shares and the Company's share subscription warrant and restricted shares may be issued to employees of the parent or subsidiaries of the Company meeting certain specific requirements, and such requirements shall be determined by the Board of Directors.

Article 7: The transfer of shares shall be suspended within 60 days prior to the convening date of a general shareholders' meeting, or within 30 days prior to the convening date of a special shareholders' meeting, or within 5 days prior to the target date fixed by the Company for distribution of dividends, bonus, or other benefits.

Article 7-1: Share-related matters of the Company are handled in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies promulgated by the competent authorities.

Chapter III: Shareholders' meeting

Article 8: Shareholders' meetings comprise of two types: General shareholders' meeting and Special shareholders' meeting. General shareholders' meetings shall be convened once a year within six months from the end of each fiscal year. Special shareholders' meetings may be convened when necessary in accordance with the laws.

Article 8-1: A notice to convene a general shareholders' meeting shall be given to each shareholder no later than 30 days prior to the scheduled meeting date, and no later than 45 days for shareholders holding bearer share certificates. A notice to convene a special shareholders' meeting shall be given to each shareholder no later than 15 days prior to the scheduled meeting date, and no later than 30 days for shareholders holding bearer share certificates.

Article 9: A shareholder may appoint a proxy to attend a shareholders' meeting on his/her/its behalf by executing a proxy form stating therein the scope of power authorized to the

proxy. Method of attendance by proxy, besides acting pursuant to the regulations stated in Article 177 of the Company Act, shall also follow the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies promulgated by the competent authority.

Article 10: Unless otherwise stated in relevant laws and regulations, a shareholder shall have one vote for each share held.

Article 11: 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 a majority of the total number of voting shares.

Article 11-1: When the Company holds a shareholders' meeting, the meeting may be held in means of visual communication, or other methods announced by Ministry of Economic Affairs.

Chapter IV: Directors and Audit Committee

Article 12: The Company shall have 5 to 9 directors, with at least 3 independent directors, and at least one-fifth of the board seats, for a term of 3 years. Election of directors adopts a candidate nomination system, and the shareholders shall elect the directors from among the nominees listed in the roster of director candidates, and the directors are eligible for re-election. Independent and non-independent directors are elected at the same time, but in separately calculated numbers.

The nomination and election methods for director candidates, and independent director's professional qualifications, restrictions on both shareholding and concurrent positions held, and other matters to be complied, shall follow relevant laws and regulations such as Company Act and Securities and Exchange Act.

Article 12-1: The Company may take out directors liability insurance with respect to liabilities resulting from exercising their duties during their terms of occupancy.

Article 12-2: The following relationships may not exist among more than half of the Company's directors:

一、Spouse

(2) Relatives within the second degree of kinship.

Article 12-3: The Company shall act pursuant to Article 14-4 of the Securities and Exchange Act and establish an Audit Committee, composing the entire number of independent directors.

The number, term of office, responsibilities, and rules of procedures, of the Audit Committee, shall be separately stipulated under the Audit Committee Charter in accordance with the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies.

Article 13: The Board of Directors shall elect a Chairman and a Vice Chairman of the Board Directors from among the directors by a majority vote at a meeting attended by over two-thirds of the directors. The Chairman of the Board of Directors shall internally preside the shareholders' meeting and the meeting of the Board of Directors, and shall externally represent the Company. When a director is absent, he/she shall appoint another director to attend the meeting as proxy by executing a proxy form stating the scope of power authorized to the proxy.

The reasons for calling a Board of Directors and Audit Committee meeting shall be notified to each director at least seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice. The notice set forth in the preceding paragraph may be effected in writing, such as letter, fax, or e-mail. Except as otherwise stated in the Company Act, a resolution on a matter at a Board of Directors meeting requires the approval of a majority of the directors present at the meeting that shall be

attended by a majority of all directors.

Article 14: In case the Chairman of the Board of Directors is on leave, absent, or cannot exercise his/her power and authority for any cause, his/her representative shall be selected according to Article 208 of the Company Act.

Article 14-1: The duties and power of the Board of Directors are as follows:

1. Review and approval of business plan.
2. Review and approval of profit distribution.
3. Review and approval of capital increase/decrease.
4. Review and approval of important rules and regulations and contracts.
5. Appointing or dismissal of the General Manager and Deputy General Managers.
6. Establishing or abolishing branches.
7. Review and approval of budget and final accounts.
8. Review and approval of real estate purchase/sales and investment in other businesses.
9. Appointment of directors and supervisors in subsidiaries and re-invested companies.
10. Decisions of other important items.

Article 15: The Board of Directors is delegated to determine the remuneration to directors based on their involvement in the Company's business operation and their contributions to the Company with reference to the remuneration standard of the industry.

Chapter V: Managers

Article 16: The Company may have managerial personnel whose appointment, discharge and remuneration shall be handled in accordance with the Company Act.

Chapter VI: Accounting

Article 17: Upon closing of each fiscal year of the Company, the Board of Directors shall prepare various reports and financial statements in accordance to the regulations:

1. Business report
2. Financial statements
3. Surplus earnings distribution or loss make-up proposal, to be submitted to the shareholders' meeting for approval.

Article 18: If the Company has gained profits within a fiscal year, 1% to 11.25% of the profits shall be reserved as the employees' compensation to employees of the parent or subsidiaries of the Company meeting certain specific requirements, and the Board of Directors shall decide whether to distribute in the form of shares or in cash. The Company may, upon resolution by the Board of Directors, reserve no more than 1.5% of the aforesaid profit as directors' compensation. Proposals for the distribution of employees' compensation and directors' compensation shall be submitted to the shareholders' meeting.

In case of accumulated loss, the Company shall reserve a specific amount to make up for losses. The Company shall then distribute employees and directors compensation according to aforementioned ratios.

Chapter VII: Supplementary Provisions

Article 19: If earnings are found after closing the fiscal year, the Company shall first pay income taxes and make up for any accumulated losses, and then reserve 10% as statutory surplus reserve. However, when the statutory surplus reserve has reached the paid-in capital of the Company, the Company no longer has to reserve, and the rest may be reserved or reversed as special surplus reserve. If there are undistributed earnings left, it will be combined with accumulated undistributed earnings and the Board of Directors will propose an earnings distribution motion and ask the shareholders to resolve on the shareholders dividend proposal at the shareholders' meeting.

The Company's dividend policy shall be in line with its current and future development plan, taking into consideration the investment environment, capital requirements, domestic and overseas competition, and the interests of shareholders. Distribution of dividends and bonuses to shareholders may be in the form of cash or shares, and the cash dividend shall not be less than 50% of the total dividend.

Article 20: In regard to all matters not provided for in the Articles of Association, the Company Act
Article 21: or other laws and regulations shall govern.

The Articles of Association was established on February 2, 1988. The 1st amendment was on October 15, 1988. The 2nd amendment was on June 1, 1989. The 3rd amendment was on September 16, 1989. The 4th amendment was on October 3, 1989. The 5th amendment was on June 1, 1990. The 6th amendment was on February 2, 1991. The 7th amendment was on June 12, 1991. The 8th amendment was on June 12, 1992. The 9th amendment was on April 22, 1993. The 10th amendment was on April 20, 1994. The 11th amendment was on December 9, 1994. The 12th amendment was on March 31, 1995. The 13th amendment was on May 27, 1996. The 14th amendment was on May 26, 1997. The 15th amendment was on May 11, 1998. The 16th amendment was on June 14, 1999. The 17th amendment was on May 8, 2000. The 18th amendment was on August 30, 2000. The 19th amendment was on April 16, 2001. The 20th amendment was on April 16, 2001. The 21st amendment was on June 3, 2002. The 22nd amendment was on May 5, 2003. The 23rd amendment was on June 1, 2004. The 24th amendment was on June 13, 2005. The 25th amendment was on June 9, 2006. The 26th amendment was on June 15, 2007. The 27th amendment was on June 13, 2008. The 28th amendment was on May 22, 2009. The 29th amendment was on June 4, 2010. The 30th amendment was on June 9, 2011. The 31st amendment was on June 19, 2012. The 32nd amendment was on June 13, 2014. The 33rd amendment was on June 10, 2015. The 34th amendment was on June 17, 2016. The 35th amendment was on June 13, 2018. The 36th amendment was on June 16, 2022. The 37th amendment was on June 15, 2023. The 38th amendment was on June 13, 2024.