

## **Accton Technology Corporation**

### **Rules of Procedure for Shareholders' Meetings**

Article 1: The Company's shareholders' meetings shall be handled as per the Rules.

Article 2: The rules and procedures for the Company's shareholders' meetings, except as otherwise provided by laws and regulations, or the articles of association, shall be in accordance with the Rules.

Article 3: For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting, and shall deliver the proxy form to the Company 5 days before the date of the shareholders' meeting.

When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company 2 days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting via visual communication network, a written notice of proxy cancellation shall be submitted to the Company 2 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 4: The venue for a shareholders' meeting shall be at the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting shall begin no earlier than 9 a.m. and no later than 3 p.m.

The aforementioned requirements on meeting venues are not applicable to meetings held via visual communication network.

Article 5: The Company shall indicate on the meeting notice the check-in time and location for shareholders, solicitors, and proxies (hereinafter collectively referred to as "shareholders"), and other matters for attention. For meetings held via visual communication network, the Company shall indicate the ways of shareholder participation and exercise of rights, the measures to be taken in case of disruption to the meeting platform or participation under the circumstances of force majeure, and the new date for postponement or continuation of meetings, and other matters to be noted. If a meeting is to be held via visual communication network, the Company shall

indicate appropriate alternative plans provided to shareholders with difficulties in attending meetings via visual communication network.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.

For meetings held via visual communication network, the shareholder attendance registrations will be accepted at least 30 minutes prior to the time the meeting commences on the meeting platform, and shareholders who completed the registration shall be deemed as attending in person.

Shareholders shall attend shareholders' meetings with attendance cards, sign-in cards, or other certificates of attendance. Solicitors soliciting proxy forms shall also bring identification documents for verification.

The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

The Company shall provide attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors, ballots shall also be furnished.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

For meetings held via visual communication network, if shareholders intend to participate via visual communication network, they shall sign up with the Company 2 days prior to the shareholders' meeting.

For meetings held via visual communication network, the meeting handbook, annual reports, and other relevant documents shall be uploaded onto the shareholders' video conferencing platforms at least 30 minutes prior to the time the meeting commences and shall be kept disclosed until the meeting adjournment.

Article 5-1 : When convening shareholders' meetings via visual communication network, the Company shall state the following matters in the shareholders meeting notices:

- I. Methods for shareholders to participate in meetings held via visual communication network and exercise rights.
- II. The following matters shall be coped with when there is a problem with the visual communication network for meetings or participating via visual communication network due to natural disasters, incidents or other force majeure events:

- (I) The time to determine postponed and continued meetings due to the foregoing problems which cannot be solved, and the date for convening such postponed and continued meetings as required.
  - (II) Shareholders who have not registered to attend in the original shareholders' meeting via visual communication network shall not attend in the postponed and continued meetings.
  - (III) When a meeting is held via visual communication network, if a continued meeting cannot be held, the meeting shall continue after deducting the number of shares of shareholders who attend the meeting via visual communication network and when the total number of attending shares reaches the legal quota for the meeting. For shareholders who attend the meeting via visual communication network, their shares shall be counted in the total number of attending shares, provided that all the resolutions of such shareholders' meeting shall be deemed as waiver.
  - (IV) Where all motions have been declared without provisional motion, the manner in which they are handled.
- III. For meetings held via visual communication network, appropriate alternative plans to shareholders with difficulties in participate meetings via visual communication network shall be stated.

Article 6: The Chairman of the Board shall chair shareholders' meetings if the meeting is convened by the Board of Directors. In the event the Chairman is on leave or unable to exercise his/her authority, the Vice Chairman, if available, shall act on his/her behalf. In the absence of a Vice Chairman, or the Vice Chairman is also on leave or unable to exercise his/her authority, the Chairman shall designate a managing director to act on his/her behalf. In the absence of Managing Directors, a director shall be designated. If none has been designated by the Chairman, a managing director or director shall be elected to act on the Chairman's behalf from among all managing directors or directors of the Company.

When a managing director or a director is to chair the meeting as described in the preceding paragraph, such managing director or director shall have held that position for at least six months and who is familiar with the financial and business conditions of the company. The same principle applies for representatives of juristic person directors.

Shareholders' meetings convened by the Board of Directors shall be attended by a majority of the directors.

For a shareholders' meeting convened by any other person having the convening right, he/she shall act as the chairman of that meeting. However, if there are two or more

persons having the convening right, the chairman of the meeting shall be elected from among themselves.

The Company may appoint its attorneys, certified public accountants (CPA), or other related persons to attend a shareholders' meeting in a non-voting capacity.

Article 7: The Company shall make an audio and video recording of the entire shareholders' meeting, and retain it for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, it shall be retained until the conclusion of the litigation.

For meetings held via visual communication network, the Company shall record and keep a record of the shareholder registration, meeting sign-ups, attendance registration, questions, voting, and vote counting results. Also, the Company shall keep uninterrupted audio and video recordings of the entire meeting procedure.

The aforementioned audio and video recordings shall be retained for the duration of the existence of the Company, and provide the audio and video recordings to the meeting agencies for retention.

For meetings held via visual communication network, the Company shall make records and video the background operation interface of the meeting platform.

Article 8: Attendance at shareholders' meetings shall be calculated based on numbers of shares.

The number of shares in attendance shall be calculated according to the shares indicated by the attendance book, sign-in cards handed in, and the sign-up records on the video conferencing platforms plus the number of shares whose voting rights are exercised by correspondence or electronically. If the chair does not accept the shareholder's proposal to count the number of attendees, the motion is deemed to have passed if a statutory number is reached during the vote.

If the chair does not accept the shareholder's proposal to count the number of attendees, the motion is deemed to have passed if a statutory number is reached during the vote.

The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made.

If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. For meetings held via visual communication network, the adjournment of the meeting shall be announced separately on the video conferencing platforms.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, Paragraph 1 of the Company Act; all shareholders shall be notified of the tentative

resolution and another shareholders' meeting shall be convened within one month. For meetings held via visual communication network, if shareholders intend to participate via visual communication network, they shall sign up again with the Company in accordance with the Rules.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of the Company Act.

Article 9: If a shareholders' meeting is convened by the Board of Directors, the agenda shall be set by the Board of Directors. The motions (including special motions or amended motions) shall be passed one at a time, and the meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.

The provisions of the preceding paragraph apply *mutatis mutandis* to a shareholders' meeting convened by a party with the power to convene that is not the Board of Directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders' meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the Board of Directors shall promptly assist the attending shareholders in electing a new chair according to statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

When the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote, and allow sufficient time for voting.

Article 10: Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number) and account name. The order in which shareholders speak will be set by the chair.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail. Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

When a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.

After an attending shareholder has spoken, the chair may respond in person or designate a relevant member of personnel to respond.

For meetings held via visual communication network, attending shareholders may raise questions in writing on the video conferencing platforms after the meeting is called to order and before the meeting is adjourned. No more than 2 questions may be raised for each motion, and each question shall not exceed 200 characters, and shall not be subject to paragraphs 1 through 5.

If the aforementioned questions do not violate the rules or exceed the scope of the agenda item, it is advised to disclose them on the video conferencing platforms for everyone's information.

Article 11: Voting at a shareholders' meetings shall be calculated based the number of shares.

With respect to the resolutions of shareholders' meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, such a shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3% of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 12: A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or shall be recused, or are deemed non-voting shares under Article 179, Paragraph 2 of the Company Act.

When the Company holds a shareholders' meeting, the shareholders shall exercise voting rights by correspondence or electronic means. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person. However, his/her rights with respect to the extraordinary motions and

amendments to original proposals of that meeting are deemed to have been waived. Therefore, it is advised to refrain from proposing extraordinary motions, or amendments to original motions.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company 2 days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event that the shareholder intends to attend the shareholders' meeting in person or via visual communication network, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, 2 days before the date of the shareholders' meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the Company Act, the Company's articles of association, and relevant laws and regulations, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the Market Observation Post System (MOPS).

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.

Vote counting for shareholders' meeting proposals or elections shall be conducted in public at the place of the shareholders' meeting. Immediately after vote counting has been completed, the results and the number of votes, including weights, shall be announced on-site immediately and recorded.

For meetings held via visual communication network, after the announcement of voting procedure by the chair, a single vote counting shall be conducted and the results of the voting or election shall be announced.

For physical meetings held with visual communication network, if the shareholders, solicitor, or proxies who have signed up for attendance via visual communication network in accordance with Article 5 intend to attend the meeting in person, they shall cancel the signing-up in the same manner as the sign-up process 2 days before the meeting date. If the cancellation is completed after that time, the shareholders, solicitors, or proxies may only attend the meetings via visual communication network.

Shareholders, solicitors, or proxies who are attending the meeting via visual communication network, and do not cancel their intention of exercising voting rights by correspondence or electronic means, except for extraordinary motions, they shall not exercise their voting rights on the scheduled motions, propose amendments to the motions, or exercise their voting rights on amended motions.

Article 13: The election of directors at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of weight of votes with which they were elected. 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. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, it shall be retained until the conclusion of the litigation.

Article 14: Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

The Company may distribute the meeting minutes mentioned in the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and meeting venue, For meetings held via visual communication network, besides the records as required in the preceding paragraph, the minutes shall also include the starting and ending time of the meetings, convening method of the meetings, full names of the chair and minute-taker(s), and the handling methods and the handling process in case of disruption to the video conferencing platforms or participation under the circumstances of calamities, incidents, or force majeure.

the chair's full name, the methods by which resolutions were adopted, and a summary of the meeting proceeding, and the voting results (including weights), and in case of elections, the number of weighted votes shall be disclosed. The aforementioned meeting minutes shall be retained for the duration of the existence of the Company.

When holding meetings via visual communication network, the Company shall carry out in accordance with the provisions of the preceding paragraph and provide appropriate alternative plans to shareholders with difficulties in attending meetings via visual communication network in the minute book.

Article 15: The Company shall compile in the prescribed format a statistical statement of the number of the shares obtained by solicitors through solicitation, the number of shares represented by proxies, the number of shares attending by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders' meeting. For meetings held via visual communication network, the aforementioned documents shall be uploaded onto the shareholders' video conferencing platforms at least 30 minutes prior to the time the meeting commences and shall be kept disclosed until the meeting adjournment.

When the Company convenes a meeting via visual communication network, the number of attending shares shall be disclosed on the video conferencing platforms when the meeting is called to order. The number of attending shares recorded during the proceeding of the meeting shall also be disclosed.

If matters put to a resolution at a shareholders' meeting constitute material information identified by the laws and regulations, Taiwan Stock Exchange Corporation (Taipei Exchange), the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 16: Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or armbands.

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

At the place of a shareholders' meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructs the proceedings, and refuses to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder out from the venue of the meeting.

Article 17: When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders' meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholders' meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

Article 18: For meetings held via visual communication network, the Company shall disclose the voting and election results on the video conferencing platforms immediately after the voting, and the results shall be kept disclosed for at least 15 minutes after the chair declares the meeting adjourned.

Article 19: When the Company convenes the meetings via visual communication network, the chair and the minute taker(s) shall be situated at the same location, and the chair shall announce the address of such location when the meeting is called to order.

Article 20: For meetings held via visual communication network, the Company may provide connection testing for shareholders prior to the meetings, and provide relevant instant services before or during the meetings to resolve any connection or technical issues. For meetings held via visual communication network, when the meeting is called to order, the chair shall announce that of within five days of the new date for postponement or continual of meetings is not subject to Article 182 of the Company Act in circumstances where disruption to the video conferencing platforms or participation due to calamities, incidents, or force majeure occurs and lasts for more than 30 minutes before the chair declares meeting adjourned, unless postponement or continual of meetings are required in situations stipulated in Article 44-22, Paragraph 4 in the Regulations Governing the Administration of Shareholder Services of Public Companies.

For postponed or continued meetings mentioned in preceding paragraph, shareholders who have not registered to attend in the original shareholders' meeting via visual communication network shall not attend in the postponed and continued meetings. In the postponed or continued meetings mentioned in paragraph 2, for shareholders who have registered to attend the original shareholders' meeting via visual communication network and have completed registration, but have not attended the postponed or continued meetings, their number of shares and voting rights exercised at the original shareholders' meeting shall be counted in the total number of shares and voting rights of the shareholders present at the postponed or continued meetings. In the postponed, and continued meetings mentioned in paragraph 2, a new deliberation, or resolution is not required for completed voting, vote counting, and proposals whose voting results or list of elected directors are announced.

For physical meetings held with visual communication network, in circumstances where the meetings are unable to be continued via visual communication network under the situations mentioned in Paragraph 2, the meeting may proceed and no postponement or continual of meetings are required if the statutory quorum is met after deducting the number of shares attending via visual communication network.

In the event of continued meetings as mentioned in the preceding paragraph, if a shareholder attends the meeting via visual communication network, his shares shall be counted in the total number of attending shares, provided that all the resolutions of such shareholders' meeting shall be deemed as waiver.

When the Company carries out postponement or continual of meetings in accordance with paragraph 2, the postponement or continual of meetings shall be carried out pursuant to Article 44-20 Paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies. The Company shall conduct preliminary works in accordance with the original shareholders' meeting date and all rules and regulations.

The postponement and continual of meetings shall be conducted in accordance with Paragraph 2, and pursuant to the period stated in the later part in the Article 12, and Article 13, Paragraph 3 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, Article 44-5, Paragraph 2, Article 44-15, Article 44-17, Paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

Article 21: For meetings held via visual communication network, the Company shall provide appropriate alternative plans to shareholders with difficulties in attending meetings via visual communication network.

Article 22: The Rules, and any amendments hereto, shall be implemented after adoption by shareholders' meetings.

Article 23: First amendment made on May 27, 1996. Second amendment made on June 3, 2002. Third amendment made on June 9, 2006. Fourth amendment made on June 19, 2012. Fifth amendment made on June 13, 2014. Sixth amendment made on June 13, 2018. Seventh amendment made on June 16, 2022.