

Wiwynn Corporation
Notice of 2026 General Shareholders' Meeting
(Summary Translation)

Notice

Wiwynn Corporation's 2026 General Shareholders' Meeting (the "Meeting") will take place on Monday, May 25, 2026, at 9:00 a.m. The Meeting will be held at 2F, No. 94, Sec. 1, Xintai 5th Rd., Xizhi Dist., New Taipei City, Taiwan (R.O.C.) (Conference Room on the 2nd Floor, Building C, Oriental Science Park). In accordance with Paragraph 3 of Article 165 of the Company Act, the registration of stock transferring will be suspended from March 27, 2026 to May 25, 2026. The Agenda of the Meeting is as follows:

AGENDA

I. Report Items

1. Report the business of 2025.
2. Audit Committee's review report.
3. Report the compensation for employees and directors.
4. Report the issuance of unsecured overseas convertible bonds.

II. Election Item

Election of the 6th Term Board of Directors (including Independent Directors).

III. Ratification Items and Discussion Items

1. Discussion of amendments to the "Articles of Incorporation".
2. Ratification of the Business Report and Financial Statements of 2025.
3. Ratification of the proposal for distribution of 2025 profits.
4. Discussion of Capitalization of Retained Earnings through Issuance of New Shares.
5. Discussion of the first issuance of 2026 Restricted Stock Awards.
6. Discussion of the issuance of new common shares for cash to sponsor the issuance of GDR and/or the issuance of new common shares for cash through public offering and/or the issuance of new common shares for cash through private placement and/or the issuance of new common shares for cash to sponsor the issuance of GDR through private placement.
7. Discussion of amendments to the "Rules and Procedures of Shareholders' Meeting".
8. Discussion of the release of non-compete restrictions on newly-elected directors and their corporate representatives.

IV. Extemporary Motion

V. Adjournment

Any other matters that need to be specified:

1. Dividend Distribution Details:
 - (1) Cash dividends of NT\$26,946,914,695 were distributed, with a per-share dividend of NT\$145.
 - (2) Stock dividends of NT\$3,716,815,820 were distributed, with a per-share dividend of NT\$20. (2,000 bonus shares for every 1,000 shares held)
2. For the proposal description regarding the first issuance of 2026 Restricted Stock Awards, please refer to Attachment 1.
3. For the proposal description regarding the issuance of new common shares for cash to sponsor the issuance of GDR and/or the issuance of new common shares for cash through public offering and/or the issuance of new common shares for cash through private placement and/or the issuance of new common shares for cash to sponsor the issuance of GDR through private placement, please refer to Attachment 2.
4. Nine seats of Directors (including five seats of Independent Directors) shall be elected at the current Shareholders' Meeting.
5. The list of Director candidates:
 - (1) Emily Hong
 - (2) William Lin
 - (3) Wistron Corporation Representative: Frank Lin
 - (4) Wistron Corporation Representative: Sylvia Chiou

The list of Independent Director candidates:

- (1) Charles Kau
- (2) Simon Dzeng
- (3) Jaclyn Tsai
- (4) Jian-Jang Huang
- (5) Ching-Yi Chang

For information on their education and experience, please refer to relevant announcements on the MOPS (<http://mops.twse.com.tw/>) website.

6. In accordance with Article 209 of the Company Act, it is proposed to seek approval at the shareholders' meeting for the release of non-compete restrictions on newly-elected directors and their corporate representatives. For the concurrent positions held by the candidates for Directors and Independent Directors, please refer to Agenda of 2026 General Shareholders' Meeting.
7. Please find the Attendance Card and Proxy Form enclosed with the Meeting Notice. If you plan to attend the Meeting in person, please sign or affix your seal on the "Attendance Card" and present it at

the registration desk at the Meeting venue on the day of the Meeting. If you appoint a proxy to attend the Meeting, please sign or affix your seal on the Proxy Form and personally fill in the proxy's name and address. The completed Proxy Form must be delivered to the Company's stock transfer agent, Yuanta Securities Co., Ltd. Registrar and Transfer Agency Department (B1F., No. 67, Sec. 2, Dunhua S. Rd., Da'an Dist., Taipei City 106045), no later than five days before the Meeting, to facilitate the issuance of an Attendance Card to the designated proxy.

8. The proxy tallying and verification institution of the Company is Yuanta Securities Co., Ltd. Registrar and Transfer Agency Department.
9. If any shareholder solicits proxy forms, the Company will upload a summary table of the solicitation information to the Securities and Futures Institute website on April 24, 2026. Investors may visit <https://free.sfi.org.tw> and enter the "Free Proxy Inquiry System" to search using the provided criteria.
10. The main content of the meeting, including any matters specified in Article 172 of the Company Act, shall be set out in the Notice of Meeting. For further details, please visit the Market Observation Post System (MOPS) website at <https://mops.twse.com.tw>. Please click on "Single Company / Electronic Document Download / Annual Reports and Shareholders' Meeting Related Information / Annual Reports and Shareholders' Meeting Related Information (including Depositary Receipt Information): Enter Query Criteria (Company's Stock Code or Abbreviation and Year) / Reference Materials for Shareholders' Meeting Proposals (or Meeting Agenda and Supplementary Meeting Materials)" for inquiry.
11. Shareholders of the Meeting may exercise their voting rights electronically from April 25, 2026, to May 22, 2026. Please log in to the TDCC e-Voting platform at <https://stockservices.tdcc.com.tw> and follow the provided instructions to proceed.

(Attachment 1)

The Proposal Description regarding the First Issuance of 2026 Restricted Stock Awards.

1. To attract and retain professional talent essential to the Company's operations, incentivize employee engagement and performance, enhance employees' sense of identification and cohesion with the Company, and thereby promote the Company's long-term development, the Company proposes to issue Restricted Stock Awards (RSA) in accordance with Paragraph 9 of Article 267 of the Company Act, Article 22 of the Securities and Exchange Act, and the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers" promulgated by the Financial Supervisory Commission.
2. The Restricted Stock Awards proposed for this issuance shall be filed with the competent authorities, in one or multiple installments, within one year from the date of the Shareholders' Meeting resolution. Within two years from the date the notification of the filing's effectiveness reaches the Company, the shares may be issued in one or multiple installments based on actual needs. The Chairperson is authorized to determine the actual date of issuance.
3. The details of the Restricted Stock Awards to be issued are as follows:
 - (1) Total amount of issuance: The total amount of the issuance is NT\$12,000,000, with a par value of NT\$10 per share, totaling 1,200,000 shares.
 - (2) Terms and conditions of issuance:
 - A. Issuance price: This issuance is made on a gratis basis, with an issue price of NT\$0 per share.
 - B. Type of shares to be issued: New common shares of the Company.
 - C. Vesting conditions: Eligible employees are those who meet the comprehensive indicators, including years of service and performance criteria, as prescribed in the Issuance Rules of the Restricted Stock Awards.
 - D. Measures to be taken when employees fail to meet the vesting conditions or in the event of inheritance: In the event that the vesting conditions are not met, all Restricted Stock Awards shall be recovered by the Company in their entirety and subsequently canceled. All other matters shall be handled in accordance with the Issuance Rules established by the Company.
 - (3) Eligibility and number of shares allotted to employees:
 - A. Eligibility is limited to full-time regular employees of the Company and its domestic or overseas controlled companies or subsidiaries who are in service prior to the issuance date of the Restricted Stock Awards.
 - B. After one year has elapsed from the date on which an employee is granted Restricted Stock Awards (i.e., the capital increase record date), and provided that the employee remains in service on each vesting date, the number of shares to be vested shall be determined within the total number available for grant based on the Company-wide performance indicators for that year, and allocated in accordance with the results of the employee's Individual performance evaluation indicators, as set forth below:
 - (a) Company-wide performance indicators:

The following weightings are established based on the Company's consolidated financial statements for the most recent fiscal year or the most recent period, as audited or reviewed by certified public accountants, as of the end of the applicable vesting period. However, in the event of significant international or industrial changes that materially affect the Company, the performance indicators or payout ratios may be adjusted upon proposal by the Compensation Committee and approval by the Board of Directors. The performance conditions are as follows:

Operational Performance Indicators	Target Criteria	Weightings
Consolidated Operating Income	The Company's consolidated operating income exceeds that of the immediately preceding year, or exceeds the average consolidated operating income of the preceding three years.	45%
Consolidated Gross Profit	The Company's consolidated gross profit exceeds that of the immediately preceding year, or exceeds the average consolidated gross profit of the preceding three years.	45%
ESG Performance Indicator	The Company's annual sustainability governance rating remains within the top three tiers or the top 35%	10%

(b) Individual performance evaluation indicators:

Employees who, after being granted Restricted Stock Awards, remain in service on each vesting date and meet both the Company-wide performance indicators and Individual performance evaluation indicators established by the Company, shall be eligible to vest in their shares over a three-year period following the issuance date. The maximum number of shares that may vest each year is: 30% after one year has elapsed from the issuance date, 30% after two years have elapsed, and 40% after three years have elapsed. To satisfy the individual performance evaluation indicators, an employee's rating for the most recent fiscal year prior to each vesting date must be B+ or above (inclusive), or an equivalent rating under the Company's appraisal system, and the employee must have achieved the performance standards agreed upon between the Company and the employee. If an employee's primary position or responsibilities are adjusted, the Company reserves the right to adjust the number of shares granted accordingly.

C. The number of shares allocated shall be rounded and issued in units of 100 shares.

- (4) The necessary reason for the current issuance of RSA: To attract and retain the professional talent required for the Company's operations, incentivize employee engagement, bolster employees' sense of belonging, and thereby promote the mutual interests of the Company and its shareholders.
 - (5) Calculated expense amount: Based on the closing price of NT\$4,060 per share on the day preceding the third Board of Directors' meeting of 2026, the total estimated expensed amount, assuming all vesting conditions are fully met, is NT\$4,872,000 thousand. The estimated annual expensed amounts for the years 2026 through 2029 are NT\$609,000 thousand, NT\$1,461,600 thousand, NT\$1,664,600 thousand, and NT\$1,136,800 thousand, respectively.
 - (6) Dilution of the Company's earnings per share (EPS) and other matters affecting shareholder's equity: Based on the Company's current 185,840,791 outstanding shares, plus 371,681,582 shares issued through capitalization of retained earnings, bringing the total to 557,522,373 shares, the estimated impact on earnings per share for the years 2026 through 2029 is approximately NT\$1.09, NT\$2.62, NT\$2.99, and NT\$2.04, respectively. In view of the overall assessment above, the dilutive effect on the Company's future earnings per share is considered limited, and there should be no material impact on existing shareholders' equity.
4. For the Issuance Rules of the 2026 first Restricted Stock Awards, please refer to Agenda of 2026 General Shareholders' Meeting.
 5. If any changes to the current issuance of Restricted Stock Awards are required by the competent authorities, it is proposed that the Shareholders' Meeting authorize the Chairperson with full power to handle all related matters.

(Attachment 2)

The Proposal Description regarding the Issuance of New Common Shares for Cash to Sponsor the Issuance of GDR and/or the Issuance of New Common Shares for Cash through Public Offering and/or the Issuance of New Common Shares for Cash through Private Placement and/or the Issuance of New Common Shares for Cash to Sponsor the Issuance of GDR through Private Placement.

1. Fundraising purpose and size:

To meet funding needs for purchasing overseas materials, repaying debt, replenishing working capital, investing abroad, or other needs for future development and to strengthen the Company's competitiveness, it is proposed that the Shareholders' Meeting authorize the Board of Directors—to issue no more than 18,000 thousand shares, depending on market conditions and the Company's needs—to select the appropriate timing and fundraising instruments, and to proceed in accordance with applicable laws and with one or a combination of the methods of the principles of the fundraising methods set forth below.

2. Fundraising methods and handling principles:

(1) Issuance of new common shares for cash to sponsor the issuance of GDR

- A. Pursuant to the current provisions of the "Self-Regulatory Rules of Underwriter Members Governing the Counseling of Issuing Companies in Raising and Issuing Securities" (the "Self-Regulatory Rules") of the Taiwan Securities Association, the issuance price of the new common shares issued for cash to sponsor the issuance of GDR shall not be lower than the closing price of the Company's common shares on the Pricing Date, or 90% of the simple arithmetic average of the closing prices for the one, three, or five business days prior to the Pricing Date, after adjustment for any ex-rights (due to stock dividends or capital reduction) and ex-dividend effects. However, should there be any changes in relevant domestic laws or regulations, the pricing method may be adjusted accordingly. In view of the frequent and severe short-term fluctuations in domestic stock prices, the Chairperson is authorized to determine the actual issuance price within the aforementioned range, in accordance with international practices and with reference to international capital markets, domestic market prices, and the results of the book-building process, in consultation with the securities underwriter. This is intended to enhance the receptivity of overseas investors; therefore, the method for determining the issuance price is deemed reasonable.
- B. With no more than 18,000 thousand new common shares to be issued for cash to sponsor the issuance of GDR, the maximum dilution to existing shareholders' equity is estimated at 9.69%. However, the benefits of this capital increase are expected to enhance the Company's competitiveness and benefit shareholders in the long run. Furthermore, the determination of the GDR issuance price is based on the fair market value of the common shares on the domestic stock exchange. Existing shareholders may still purchase common shares in the domestic market at a price close to the GDR issuance price without bearing exchange rate or liquidity risks, thereby safeguarding the interests of existing shareholders.

- C. In accordance with the law, 10% to 15% of the new common shares shall be reserved for subscription by the Company's employees. As for the remaining 85% to 90%, it is proposed that the Shareholders' Meeting approve the waiver of preemptive rights by existing shareholders, pursuant to Article 28-1 of the Securities and Exchange Act, and that such shares be fully allocated for public issuance in the form of GDR. Any portion of the shares reserved for employees that remains unsubscribed or is not fully taken up shall be authorized to the Chairperson to either place such shares with specific persons for subscription or include them in the underlying securities for the GDR issuance, as required by market conditions.
- (2) Issuance of new common shares for cash through public offering
- A. The par value of each share in this cash capital increase is NT\$10. The actual issuance price shall be determined by the Chairperson in consultation with the underwriter(s), pursuant to the relevant provisions of the Self-Regulatory Rules and based on the market conditions at the time of issuance. The issuance shall proceed upon reporting to and filing with the competent authorities for record.
- B. For the portion of the public offering conducted through the issuance of new common shares via cash capital increase, the Board of Directors is proposed to be authorized to select one of the following two sales methods:
- (a) In accordance with Article 267 of the Company Act, 10% to 15% of the new common shares shall be reserved for subscription by employees. For the remaining 85% to 90%, it is proposed that the Shareholders' Meeting approve the waiver of preemptive rights by existing shareholders, pursuant to Article 28-1 of the Securities and Exchange Act, and that such shares be fully allocated for public offering via bookbuilding. Any portion of shares waived or unsubscribed by employees shall be authorized to the Chairperson to place with specific persons at the issuance price.
- (b) In accordance with Article 267 of the Company Act, 10% to 15% of the new common shares shall be reserved for subscription by employees, and 10% shall be allocated for public offering pursuant to Article 28-1 of the Securities and Exchange Act. The remaining 75% to 80% shall be subscribed by existing shareholders in proportion to their shareholdings as recorded on the subscription record date. Any portion of shares waived or unsubscribed by employees or existing shareholders shall be authorized to the Chairperson to place with specific persons at the issuance price.
- (3) The issuance of new common shares for cash through private placement or the issuance of new common shares for cash to sponsor the issuance of GDR through private placement
- A. Basis and Reasonableness of the Pricing:
- (a) The issuance price of the privately placed common shares shall not be lower than 85% of the reference price. The reference price shall be the higher of the prices calculated using the following two methods:
- i. The simple arithmetic average of the closing prices of the Company's common shares for either the one, three, or five business days preceding the pricing date, after deducting any ex-rights and ex-dividend effects, and adding back any capital reduction ex-rights effects.
 - ii. The simple arithmetic average of the closing prices of the Company's common shares for

the thirty business days preceding the pricing date, after deducting any ex-rights and ex-dividend effects, and adding back any capital reduction ex-rights effects.

(b) It is proposed that the Shareholders' Meeting authorize the Board of Directors to determine the pricing date, actual reference price, and actual issue price within the percentage range approved by the Shareholders' Meeting, while considering market conditions, objective factors, and the status of negotiations with specific persons in the future. The determination of the private placement price shall comply with the regulations of the competent authorities and reference the aforementioned prices. Given the three-year transfer restriction on private placement securities under the Securities and Exchange Act, the pricing is considered reasonable.

B. The method to determine specific persons:

The selection of specific persons shall comply with Article 43-6 of the Securities and Exchange Act and relevant rulings. The primary consideration will be given to strategic investors who can provide direct or indirect benefits to the Company's future operations and share the Company's business philosophy. As the Company has not yet identified any specific persons, it is proposed that the Shareholders' Meeting fully authorize the Board of Directors to handle all matters regarding the determination of such persons.

C. The necessity of private placement:

(a) The Company plans to introduce strategic investors to enhance its future competitiveness. Given that private placement securities are subject to a three-year transfer restriction, this will ensure a long-term cooperative relationship between the Company and its strategic partners. To improve the timeliness and flexibility of fund-raising, the Company proposes to raise capital through private placement from specific persons.

(b) The amount of private placement: The private placement shall be conducted within the limit of no more than 18,000 thousands common shares.

(c) Purpose of the Private Placement and Expected Benefits: In order to expand operational scale and introduce strategic investors, the Company will conduct the private placement in a single or multiple tranches (not exceeding three tranches), depending on market conditions and the status of negotiations with specific persons. The funds raised will be used for purchasing overseas materials, repaying debt, replenishing working capital, investing abroad, or other needs for future development. Each issuance is expected to enhance competitiveness, strengthen the shareholder structure, and expand the scale of operations, which should have a positive impact on shareholders' equity.

3. Purpose of fundraising, schedule for utilization of funds, and expected benefits: The funds raised are expected to be used for purchasing overseas materials, repaying debt, replenishing working capital, investing abroad, or other needs for future development. The execution of this plan is expected to strengthen the Company's competitiveness, enhance operational efficiency, and bolster its financial structure, which will also have a positive impact on shareholders' equity.

4. It is proposed that the Shareholders' Meeting authorize the Board of Directors to determine, adjust, and implement the main contents of the issuance plans—including the issuance of new common shares for cash to sponsor the issuance of GDR, the issuance of new common shares for cash through public

offering, the issuance of new common shares for cash through private placement or the issuance of new common shares for cash to sponsor the issuance of GDR through private placement. Such authorization covers the actual issue price, number of shares, terms and conditions, private placement amount, capital increase record date, project items, scheduled progress, anticipated benefits, and all other matters related to the issuance plans based on market conditions. The Board of Directors is also fully authorized to handle any necessary revisions resulting from instructions by the competent authorities, operational evaluations, or changes in objective circumstances.

5. The issuance of new common shares for cash to sponsor the issuance of GDR, the issuance of new common shares for cash through public offering, the issuance of new common shares for cash through private placement or the issuance of new common shares for cash to sponsor the issuance of GDR through private placement shall all be issued or delivered in scripless form. Except for the three-year transfer restrictions on private placement securities pursuant to Article 43-8 of the Securities and Exchange Act, the rights and obligations of the common shares newly issued or privately placed shall be the same as those of the Company's existing issued common shares.
6. In addition to the aforementioned scope of authorization or as required by laws and regulations, it is proposed to authorize the Chairperson or the Chairperson's designee, on behalf of the Company, to handle all matters relating to, and sign all agreements and documents in connection with, the issuance of new common shares for cash to sponsor the issuance of GDR, the issuance of new common shares for cash through public offering, the issuance of new common shares for cash through private placement or the issuance of new common shares for cash to sponsor the issuance of GDR through private placement.
7. For any matters not stipulated herein, it is proposed that the Shareholders' Meeting fully authorize the Board of Directors to handle such matters in accordance with relevant laws and regulations.
8. Regarding the proposal for the private placement of securities, pursuant to Article 43-6 of the Securities and Exchange Act, please refer to the MOPS website (<https://mops.twse.com.tw>) under "Subject Area/ Investment Section/ Private Placement Section " and the Company's website (<https://www.wiwynn.com>) under "Investors/ Shareholder Services" for the required disclosure items.