

Stock Code: 2408



# **Nanya Technology Corporation**

## **2026 ANNUAL SHAREHOLDERS' MEETING MEETING HANDBOOK**

(This English translation is prepared in accordance with the Chinese version and is for reference purposes only. If there are any inconsistencies between the Chinese version and this translation, the Chinese version shall prevail.)

**May 21, 2026**

## Table of Contents

Meeting Procedure .....	Page 1
Meeting Agenda .....	Page 2
Reporting Items .....	Page 4
Ratification Items .....	Page 26
Discussion Items .....	Page 28
Appendices .....	Page 40

1. Independent Auditor's Report
2. Information regarding the Proposed Employees' Compensation and Compensation to Directors Adopted by the Board of Directors of the Company
3. Effect upon Business Performance and Earnings Per Share of the Company by the Stock Dividend Distribution Proposed at the 2026 Annual Shareholders' Meeting
4. Articles of Incorporation of the Company
5. Convention Rules and Procedures for Shareholders' Meeting of the Company
6. Procedure of Acquisition or Disposal of Assets of the Company
7. Current Shareholdings of Directors of the Company

# **Nanya Technology Corporation**

## **2026 ANNUAL SHAREHOLDERS' MEETING PROCEDURE**

1. Call Meeting to Order
2. Chairman's Address
3. Reporting Items
4. Ratification Items
5. Discussion Items
6. Special Motions
7. Meeting Adjourned

# **Nanya Technology Corporation**

## **2026 ANNUAL SHAREHOLDERS' MEETING AGENDA**

Time: 9:00 a.m., Thursday, May 21, 2026

Venue: No.336, Sec. 1, Nankan Rd., Luzhu Dist., Taoyuan City,  
Taiwan (R.O.C.)

Type of Meeting: The Annual Shareholders' Meeting will be held physically with the assistance of video conference (The virtual meeting platform provided by Taiwan Depository & Clearing Corporation will be used for video conference, please refer to <https://stockservices.tdcc.com.tw> for notices and description.)

### **1. Reporting Items**

- (1) 2025 Business Report
- (2) Audit Committee's Review Report
- (3) Report on the Distribution of 2025 Employee Compensation
- (4) Report on the Distribution of 2025 Cash Dividends
- (5) Report on the Implementation of the 2025 Private Placement of Common Shares

### **2. Ratification Items**

- (1) To Ratify the 2025 Financial Statements and Business Report
- (2) To Ratify the Proposal for 2025 Earnings Distribution

### **3. Discussion Items**

- (1) To Amend the "Procedure of Acquisition or Disposal of Assets of the Company"

(2) To Release the Directors from Non-Competition  
Restrictions

## Reporting Items

1. Regarding the Company's business operation condition of FY2025, please refer to Business Report for further details (on Page 6 through Page 15 of the Handbook.)
2. The Company's Audit Committee had reviewed the 2025 Business Report and Financial Statements and issued their Review Report in accordance with the applicable laws. Please refer to Audit Committee's Review Report (on Page 16 of the Handbook.)
3. Report on the Distribution of 2025 Employee Compensation

### **Explanation:**

The 2025 profit before tax prior to deducting employees' compensation was NT\$8,407,252,608. The Company had no accumulated losses. In accordance with Article 19 of the Articles of Incorporation of the Company, the Board of Directors approved on March 4, 2026, to appropriate 7.14% for employees' compensation, totaling NT\$ 600,000,000. Among them, appropriate 1.33% for non-executive employees' compensation from the above profit before tax, totaling NT\$ 112,000,000. All of the above will be distributed in cash.

4. Report on the Distribution of 2025 Cash Dividends

### **Explanation:**

In accordance with Article 20 of the Articles of Incorporation of the Company, the Board of Directors approved to distribute cash dividends for a total of NT\$4,647,941,841 on March 4, 2026, which was NT\$1.50 per share approximately. The record date for distribution of cash dividends will be approved by the Board of Directors. The total outstanding shares may increase as the Company issue private placement of common shares. The final cash dividend per share may need to be adjusted accordingly. The Chairman was authorized by the Board of

Directors to handle the relevant matter.

5. Report on the Implementation of the 2025 Private Placement of Common Shares

**Explanation:**

To invest in factory facilities and production equipment for advanced memory manufacturing, research and develop advanced technologies, or pursue opportunities for technological cooperation or strategic alliances with domestic and international companies, the Shareholders' Meeting held on May 28, 2025, approved to authorize the Board of Directors to conduct a private placement of no more than 400,000,000 common shares, which may be conducted in one or multiple tranches within one year from the date of the Shareholders' Meeting resolution. To meet the needs of investing in factory facilities and production equipment for advanced memory manufacturing, the Board of Directors approved on March 25, 2026, to issue 351,578,000 common shares through a private placement, and the total proceeds of NT\$78,718,314,200 were collected on April 8, 2026. (please refer to Page 17 through Page 25 of the Handbook for the detail.)

# Nanya Technology Corporation

## 2025 Business Report

### I. 2025 Business Report

#### (I) Operations:

Nanya Technology Corporation's (hereinafter referred to as "Nanya") consolidated revenue amounted to NT\$66.59 billion in 2025, up approximately 95.1% compared to the NT\$34.13 billion in 2024. Benefiting from improvements to the supply and demand structure in the global memory market, the Company successfully turned a profit this year, with a net profit after tax of NT\$6.61 billion for the year, a net profit margin of 9.9%, and earnings per share of NT\$2.13.

In response to the growing demand for high-end memory in the field of artificial intelligence (AI), major memory manufacturers started adjusting their production capacity allocations in the second quarter of 2025, announcing the termination of plans to supply DDR4 and LPDDR4 RAM (EOL) and upgrading their production capacity to produce high-bandwidth memory (HBM) and high-capacity DDR5 modules.

This move led to a significant increase in market prices. Nanya's average selling price in the third quarter increased by more than 40% compared to the previous quarter, and sales volume also increased by more than 20%. In the fourth quarter, the average selling price continued to rise by more than 30% compared to the third quarter, and sales volume increased by about 10% quarter-on-quarter. Revenue for the whole year saw significant growth.

The Company has been profitable since the third quarter of 2025. In particular, the Company earned NT\$1.56 billion in the third quarter alone, while fourth-quarter profits surged to NT\$11.09 billion. The Company has demonstrated strong profit growth momentum, and operations are expected to continue to improve in the future.

## (II) Operations Results in 2025

1. **Business promotion and market deployment:** The Company deepened customer relationships and made strategic plans for a range of application fields to ensure it would be able to satisfy long-term demand for AI-related applications.

### (1) Consumer electronics product applications

Includes TVs, network communications, SSD, digital cameras, set-top boxes, and automobiles. It accounted for approximately 55% of revenue.

### (2) Low-power product applications

Includes communication modules, multi-chip packages, handheld devices, digital TVs, digital cameras, voice assistants, and smart watches, and also increased shipments of in-vehicle products. It accounted for approximately 19% of revenue.

### (3) Personal computers system applications

Focusing on the demand for DDR5 among PC manufacturers to develop diverse sales channels and increase sales volume. It accounted for approximately 21% of revenue.

#### (4) Data center and server applications

The growing demand for cloud data centers, the Company has increased sales of server application modules (RDIMM) and captured the demand for applications such as board management controllers (BMC) and network interface controllers (NIC). It accounted for approximately 5% of revenue.

### 2. **Results of second-generation 10 nm process technology**

**(1B):** The 1B process technology accounts for about 1/4 of the total monthly wafer starts capacity, and it can account for up to 40% of the total die output. Products related to 16Gb DDR5, 8Gb DDR4 and 4Gb DDR4 have been mass-produced and shipped to controller manufacturers.

### 3. **Results of technology development**

#### (1) 1B high-end product breakthroughs

- The 128Gb DDR5 RDIMM 5600/6400, developed using 1B and through silicon via (TSV) process technologies, has passed functional testing.
- The speed of the 16Gb DDR5 mono-die has reached 7200 MT/s, enabling it to meet the requirements of high-performance computing.

#### (2) 10nm third-generation (1C) process technology

The pilot product, 16Gb DDR5, entered trial production in the third quarter of 2025.

(3) 10nm fourth-generation (1D) process technology

The pilot product is currently in the design phase, trial production is expected to start in the second quarter of 2026.

(4) Customized products and strategic deployment

The design of ultra-high frequency bandwidth products is currently ongoing. Furthermore, the Company will build logic base ICs through strategic investments and collaborations, in order to integrate customized ultra-high frequency bandwidth memory into the Company's product lines. It expected to contribute to revenue starting from 2026.

4. **ESG and Sustainability**

(1) A contract was signed in 2025 to purchase renewable electricity, in which an additional 40 million kWh of green electricity will be purchased annually starting from 2026. Annual green electricity consumption will reach more than 87 million kWh, accounting for about 10% of the Company's annual electricity consumption.

(2) Nanya received the highest rating of "A List" in the climate change questionnaire and water security questionnaire of the Carbon Disclosure Project (CDP) in 2025.

(3) Nanya ranked among Clarivate's Top 100 Global Innovators for the third consecutive year in 2025, gaining recognition from an international evaluation

institution for achievements in technological innovation and patent strategy.

- (4) In 2025, the company was ranked among the top 5% in the Corporate Governance Evaluation for the second consecutive year, and also won several honors including the Corporate Sustainability Report Award (Manufacturing) from the Taiwan Corporate Sustainability Awards (TCSA). This is strong affirmation for the Company's efforts in comprehensively promoting ESG.

## **II. Industry Outlook**

DRAM is a key component in making all electronic products smarter, and is also an essential product in the development of AI. It is extensively used in data centers/servers, smartphones, PCs, and consumer electronics. Research and forecasts indicate that the annual growth rate in bit demand for DRAM from 2026 to 2029 will be approximately 16% to 20%.

**AI driving growth in demand:** Following the development of AI, cloud service providers are continuing to invest in AI servers with a large amount of high-end DRAM products (HBM, LPDDR5 and RDIMM) installed. Moreover, the application of edge computing in terminal products (such as: AI PCs, AI mobile phones, and AI robots) will also increase the amount of DRAM installed and drive demand growth.

**Server applications:** Cloud-based high-efficiency computing for AI continues to drive demand for HBM and DDR5, consequently the demand for DRAM from AI servers and general servers will rise, and is expected to continue to grow in 2026.

**Smartphone applications:** The demand for DRAM in mobile phones is expected to remain flat, but high-end models are trending towards high-capacity DRAM, and the rise of AI smartphones is also increasing the demand for high-capacity LPDRAM.

**Personal computer applications:** Overall PC shipments are expected to decline slightly, but demand in the overall PC market is expected to grow slightly as operating system upgrades lead to increased DRAM usage.

**Other product applications:** The market for network and communication products remains stable. Strong consumer demand is for big-ticket items; small-ticket items demand slows down.

**Supply and demand analysis:** The widespread application of AI has driven rapid growth in the demand for DRAM. Major suppliers are reducing their DDR4/LPDDR4 production and gradually shifting their capacity to HBM and DDR5/LPDDR5. Capital expenditures on DRAM are mainly focused on advanced processes and high-end products. The overall supply of DRAM is relatively tight, and this situation is expected to continue until 2027.

### **III. Business Plan for 2026**

#### **(I) Strategic Directions**

- 1. Optimize existing capacity for profitability:** Nanya will continue to optimize the product portfolio (DDR4, LPDDR4, DDR5, etc.) to meet the requirements of existing and potential customers and improve overall profitability.

**2. Increase the proportion of high-performance products:**

Nanya will increase shipments of server-class memory modules to support the requirements of data centers and edge computing.

**3. Accelerate the development of customized ultra-high frequency bandwidth memory:**

Nanya will complete product validation in response to the rise of the AI edge computing market.

**4. Accelerate the construction of the new Fab 5A:** The plant facilities and cleanrooms at the new Fab 5A have been completed, and the installation of process equipment is expected to begin in early 2027.

**(II) Private Placement Update**

In April 2026, the Company completed a private placement and raised approximately NT\$78.7 billion to support the operations and production equipment of manufacturing advanced memory. Furthermore, ① strengthen NTC and customers partnership, ② build up win-win position in AI/CSP supply chain (e-SSD, Networking) and ③ position NTC in AI value Chain.

**(III) Key Points for Business Promotion**

**1. Strategically support the consumer electronics market:**

Nanya will expand production of 20nm and 1Bnm DDR4 and increase production to respond to demand from consumer electronics products such as digital TVs, network communications, SSDs, digital cameras, set-top boxes, and automobiles to improve profit margins.

2. **Promote 1B products:** Nanya will promote the application of 16Gb DDR5 in the personal computer sector, provide overclocking solutions, and gradually verify its application in solid-state drives, network communications, and server modules to expand the applications of future products.
3. **Maintain sales volume in the low-power market:** ① Focus on mid- to high-end consumer products, such as in-vehicle, voice assistants, handheld devices, smart watches, and digital TVs, with a particular focus on increasing the proportion of in-vehicle applications. ② Deepen strategic cooperation with customers in 5G communication applications. ③ Establish a strong presence in key application markets such as digital cameras, multi-chip packaging, and embedded stacked chip packaging.
4. **Optimize sales of niche products:** Nanya will help satisfy the demand for high-quality bare dies with the most optimized capacity allocation and continue to expand into application areas such as digital TVs, network communications, digital cameras, and storage devices.
5. **Expand customization services:** Nanya will launch a customized AI high-bandwidth memory production line.

#### (IV) Technology Development Plans

1. **1B process:** Verification of the 16Gb DDR5 miniature version and 8Gb/16Gb LPDDR4 is expected to be completed this year, and trial production of 8Gb/16Gb LPDDR5 will also commence.

2. **1C/1D process:** The pilot product (16Gb DDR5) using 1C process technology is expected to complete verification in the second half of the year. The pilot product (16Gb DDR5) using 1D process technology is expected commence trial production in the second quarter of the year.
3. **Customized product development:** Nanya will jointly develop customized, high-performance, low-power, ultra-high-bandwidth memory solutions with partners, and be expected to increase revenue in the first half in 2027.

#### (V) Capital expenditure budget

The Board of Directors originally approved a capital expenditure budget ceiling of NT\$19.6 billion for 2025. Actual expenditure was NT\$13.4 billion, so the difference of NT\$6.2 billion will be deferred to 2026.

The capital expenditure budget ceiling is expected to be NT\$52 billion in 2026 due to the transfer of a part of the budget to 1B process technology, the construction of the new Fab 5A as well as its plant facilities and cleanrooms, and R&D and general capital expenditures. In particular, capital expenditure on production equipment will account for about 30% of the total.

#### (VI) Mid- to Long-term Business Plan

1. **Process miniaturization:** Nanya is making current products smaller through the independent R&D of 1C/1D/1E production technologies and enhancing competitiveness, and is developing high-density, high-speed product portfolio to meet customer demand in low, medium, and high density markets.

2. **New business:** Nanya will develop and mass-produce customized ultra-high frequency bandwidth memory.
3. **Production capacity plans:** Short-term acceleration of the expansion of new Fab 5A, and mid- to long-term planning for new plant site selection and capacity.

#### **IV. Conclusion**

Looking ahead to this year, the Company will continue to optimize the supply of its various DRAM product lines to increase profitability, and will strive to complete the construction of the new Fab 5A as well as new cleanrooms, thus making preparations for expanding the Company's capacity in advanced processes.

Nanya insists on "technology innovation" as the Company's core value and main growth momentum, and will invest even more resources to accelerate the development of 10-nm process technologies and more next-generation DDR5/LPDDR5/AI high-bandwidth products to enhance its competitiveness. The Company will spare no effort in creating greater value for shareholders, and will fulfill its corporate social responsibility to achieve sustainable development.

Chairman: Ming-Jen Tzou

President: Pei-Ing Lee

Accountant Officer: Hung Chi Kuo

## **Audit Committee's Review Report**

The Board of Directors has prepared the Company's 2025 Business Report, Financial Statements (including consolidated and Stand-alone statements), and Proposal for Profits Distribution. The CPA firm of KPMG has audited the Financial Statements and issued an audit report relating to Financial Statements. The Business Report, Financial Statements, and Proposal for Profits Distribution have been reviewed and determined to be correct and accurate by the Audit Committee members of Nanya Technology Corporation. According to the Securities and Exchange Act and the Company Law, we hereby submit this report.

Nanya Technology Corporation

Chairman of the Audit Committee:

March 4, 2026

## The Implementation of the 2025 Private Placement of Common Shares

Item	2025 First Private Placement of Common Shares Issue Date: April 8, 2026
Type of private placement securities	Common Shares
Date and Amount approved by the shareholders' meeting	Date of shareholders' meeting: May 28, 2025 Capped at no more than 400,000,000 common shares, which may be conducted in one or multiple tranches within one year from the date of the shareholders' meeting resolution. If conducted in tranches, a maximum of three tranches may be permitted.
Pricing basis of private placement and its reasonableness	The subscription price for the privately placed common shares shall be no less than 85% of the higher of the following two reference prices prior to the pricing date. <ol style="list-style-type: none"> <li>1. The simple average closing price of the Company's common shares over 1, 3, or 5 business days prior to the pricing date, after adjustments for stock dividends, cash dividends, and capital reduction.</li> <li>2. The simple average closing price of the Company's common shares over the 30 business days prior to the pricing date, after adjustments for stock dividends, cash dividends, and capital reduction.</li> </ol> <p>According to the above criteria, the reference price is NT\$263.3, and the private placement price per share is set at NT\$223.9, calculated at 85.04% of the reference price.</p>
Method for selecting specific investor	<ol style="list-style-type: none"> <li>1. The private placement of common shares will be limited to specific persons in compliance with Article 43-6 of the Securities and Exchange Act.</li> <li>2. Selection method and purpose of the subscribers: The subscribers must have a sound understanding of the Company's operations and be beneficial to its future business development. They must be strategic investors, with priority given to those who can contribute to the Company's long-term growth, enhance its competitiveness, and generate benefits for existing</li> </ol>

Item	2025 First Private Placement of Common Shares Issue Date: April 8, 2026				
	shareholders. It is proposed that the Board of Directors be fully authorized to handle relevant matters regarding specific persons selected by the management department.				
Reason and necessity of conducting private placement	Considering the timeliness and convenience of private placements, as well as the Company's plan to introduce strategic investors to support its development, a capital increase through private placement is considered necessary.				
Date of payment collection	April 8, 2026				
Information on Counterparties	Name of investor	Qualification	Number of shares subscribed	Relationship with the Company	Participation in the Company's operation
	Sandisk Technologies, Inc.	Complies with Article 43-6, Paragraph 1, Subparagraph 2 of the Securities and Exchange Act.	138,685,000	None	None
Actual subscription price	NT\$223.9 per share				
Difference between actual subscription price and reference price	The actual subscription price is 85.04% of the reference price				
Impacts on shareholders' equity	The private placement of common stock will dilute the equity of existing shareholders by approximately 4.02%, and its impact on the equity of existing shareholders is limited.				

Item	2025 First Private Placement of Common Shares Issue Date: April 8, 2026
Fund utilization and status of implementation	The fund of private placement NT\$31,051,571,500 will be used for investments in factory facilities and production equipment for advanced memory manufacturing, and It is expected to be fully utilized by the end of the first quarter of 2027.
Private placement benefits	To facilitate the Company's operational development, it is proposed that strategic investors provide direct or indirect assistance in areas such as business operations, production, technology, and strategic development, in order to strengthen the Company's competitiveness, enhance operational efficiency, and support long-term growth.

Item	2025 Second Private Placement of Common Shares Issue Date: April 8, 2026
Type of private placement securities	Common Shares
Date and Amount approved by the shareholders' meeting	Date of shareholders' meeting: May 28, 2025 Capped at no more than 400,000,000 common shares, which may be conducted in one or multiple tranches within one year from the date of the shareholders' meeting resolution. If conducted in tranches, a maximum of three tranches may be permitted.
Pricing basis of private placement and its reasonableness	<p>The subscription price for the privately placed common shares shall be no less than 85% of the higher of the following two reference prices prior to the pricing date.</p> <ol style="list-style-type: none"> <li>1. The simple average closing price of the Company's common shares over 1, 3, or 5 business days prior to the pricing date, after adjustments for stock dividends, cash dividends, and capital reduction.</li> <li>2. The simple average closing price of the Company's common shares over the 30 business days prior to the pricing date, after adjustments for stock dividends, cash dividends, and capital reduction.</li> </ol> <p>According to the above criteria, the reference price is NT\$263.3, and the private placement price per share is set at NT\$223.9, calculated at 85.04% of the reference price.</p>
Method for selecting specific investor	<ol style="list-style-type: none"> <li>1. The private placement of common shares will be limited to specific persons in compliance with Article 43-6 of the Securities and Exchange Act.</li> <li>2. Selection method and purpose of the subscribers: The subscribers must have a sound understanding of the Company's operations and be beneficial to its future business development. They must be strategic investors, with priority given to those who can contribute to the Company's long-term growth, enhance its competitiveness, and generate benefits for existing shareholders. It is proposed that the Board of Directors be fully authorized to handle relevant matters regarding specific persons selected by the management department.</li> </ol>

Item	2025 Second Private Placement of Common Shares Issue Date: April 8, 2026				
Reason and necessity of conducting private placement	Considering the timeliness and convenience of private placements, as well as the Company's plan to introduce strategic investors to support its development, a capital increase through private placement is considered necessary.				
Date of payment collection	April 8, 2026				
Information on Counterparties	Name of investor	Qualification	Number of shares subscribed	Relationship with the Company	Participation in the Company's operation
	Kioxia Corporation	Complies with Article 43-6, Paragraph 1, Subparagraph 2 of the Securities and Exchange Act.	70,000,000	None	None
Actual subscription price	NT\$223.9 per share				
Difference between actual subscription price and reference price	The actual subscription price is 85.04% of the reference price				
Impacts on shareholders' equity	The private placement of common stock will dilute the equity of existing shareholders by approximately 2.03%, and its impact on the equity of existing shareholders is limited.				
Fund utilization and status of implementation	The fund of private placement NT\$15,673,000,000 will be used for investments in factory facilities and production equipment for advanced memory manufacturing, and It is expected to be fully utilized by the end of the first quarter of 2027.				

Item	2025 Second Private Placement of Common Shares Issue Date: April 8, 2026
Private placement benefits	To facilitate the Company's operational development, it is proposed that strategic investors provide direct or indirect assistance in areas such as business operations, production, technology, and strategic development, in order to strengthen the Company's competitiveness, enhance operational efficiency, and support long-term growth.

Item	2025 Third Private Placement of Common Shares Issue Date: April 8, 2026
Type of private placement securities	Common Shares
Date and Amount approved by the shareholders' meeting	Date of shareholders' meeting: May 28 , 2025 Capped at no more than 400,000,000 common shares, which may be conducted in one or multiple tranches within one year from the date of the shareholders' meeting resolution. If conducted in tranches, a maximum of three tranches may be permitted.
Pricing basis of private placement and its reasonableness	<p>The subscription price for the privately placed common shares shall be no less than 85% of the higher of the following two reference prices prior to the pricing date.</p> <ol style="list-style-type: none"> <li>1. The simple average closing price of the Company's common shares over 1, 3, or 5 business days prior to the pricing date, after adjustments for stock dividends, cash dividends, and capital reduction.</li> <li>2. The simple average closing price of the Company's common shares over the 30 business days prior to the pricing date, after adjustments for stock dividends, cash dividends, and capital reduction.</li> </ol> <p>According to the above criteria, the reference price is NT\$263.3, and the private placement price per share is set at NT\$223.9, calculated at 85.04% of the reference price.</p>
Method for selecting specific investor	<ol style="list-style-type: none"> <li>1. The private placement of common shares will be limited to specific persons in compliance with Article 43-6 of the Securities and Exchange Act.</li> <li>2. Selection method and purpose of the subscribers: The subscribers must have a sound understanding of the Company's operations and be beneficial to its future business development. They must be strategic investors, with priority given to those who can contribute to the Company's long-term growth, enhance its competitiveness, and generate benefits for existing shareholders. It is proposed that the Board of Directors be fully authorized to handle relevant matters regarding specific persons selected by the management department.</li> </ol>

Item	2025 Third Private Placement of Common Shares Issue Date: April 8, 2026				
Reason and necessity of conducting private placement	Considering the timeliness and convenience of private placements, as well as the Company's plan to introduce strategic investors to support its development, a capital increase through private placement is considered necessary.				
Date of payment collection	April 8, 2026				
Information on Counterparties	Name of investor	Qualification	Number of shares subscribed	Relationship with the Company	Participation in the Company's operation
	Solidigm Inc.	Complies with Article 43-6, Paragraph 1, Subparagraph 2 of the Securities and Exchange Act.	71,393,000	None	None
	Cisco Systems, Inc.	Complies with Article 43-6, Paragraph 1, Subparagraph 2 of the Securities and Exchange Act.	71,500,000	None	None
Actual subscription price	NT\$223.9 per share				
Difference between actual subscription price and reference price	The actual subscription price is 85.04% of the reference price				
Impacts on shareholders' equity	The private placement of common stock will dilute the equity of existing shareholders by approximately 4.14%, and its impact on the equity of existing shareholders is limited.				

Item	2025 Third Private Placement of Common Shares Issue Date: April 8, 2026
Fund utilization and status of implementation	The fund of private placement NT\$31,993,742,700 will be used for investments in factory facilities and production equipment for advanced memory manufacturing, and It is expected to be fully utilized by the end of the first quarter of 2027.
Private placement benefits	To facilitate the Company's operational development, it is proposed that strategic investors provide direct or indirect assistance in areas such as business operations, production, technology, and strategic development, in order to strengthen the Company's competitiveness, enhance operational efficiency, and support long-term growth.

## **Ratification Items**

### **Item 1**

To Ratify the 2025 Financial Statements and Business Report  
Proposed by the Board of Directors

#### **Explanation:**

1. The preparation of the Company's 2025 Consolidated and Stand-alone Financial Statements were completed and the same were reviewed by the Audit Committee, approved by the Board of Directors on March 4, 2026 and audited by independent auditors, Mr. Jhao-Wun Jhang and Ms. Tzu-Hui Lee, of KPMG. The aforesaid Financial Statements together with the Business Report were reviewed by the Audit Committee, in which the Audit Committee's Review Report is presented.
2. For the aforementioned Business Report, please refer to Page 6 through Page 15 of the Handbook. As for the Financial Statements, please refer to Page 31 through Page 38 of the Handbook. Please approve the Business Report and the Financial Statements.

#### **Resolution:**

## **Ratification Items**

### **Item 2**

To Ratify the Proposal for 2025 Earnings Distribution

Proposed by the Board of Directors

#### **Explanation:**

The Proposal for for 2025 Earnings Distribution of the Company was reviewed by the Audit Committee and approved by the Board of Directors on March 4, 2026.

(Please refer to Page 39 of the Handbook for the Statement of Profits Distribution.)

#### **Resolution:**

## Discussion Items

### Item 1

To Amend the “Procedure of Acquisition or Disposal of Assets of the Company”

Proposed by the Board of Directors

#### Explanation:

To accommodate the needs of the Company’s practical operation, the Article 2 of the “Procedure of Acquisition or Disposal of Assets of the Company” shall be amended accordingly. The corresponding comparison table for the current and amended articles is attached.

Article	Before Amendment	After Amendment	Amendment Description
Article 2	The limit amount of investments for non-operating real estates and right-of-use assets or securities shall mean the original investment, by the Company or the Company’s subsidiaries, not exceeding 60% of the book value of total assets of the Company or the Company’s subsidiaries; for a specific securities investment, the limit amount shall not exceed 50% of the foresaid limit amount, i.e. 30% of the book value of total assets of the Company.	The limit amount of investments for non-operating real estates and right-of-use assets or securities shall mean the original investment, by the Company or the Company’s subsidiaries, not exceeding 60% of the book value of total assets of the Company or the Company’s subsidiaries; for a specific securities investment, the limit amount shall not exceed 50% of the foresaid limit amount, i.e. 30% of the book value of total assets of the Company, <b>however,</b>	To accommodate the needs of the Company’s practical operation.

Article	Before Amendment	After Amendment	Amendment Description
		<u><b>the investment limit for each subsidiary in which the Company directly or indirectly holds 100% of the total issued shares or capital shall be capped at 40% of the book value of total assets of the Company.</b></u>	

**Resolution:**

## Discussion Items

### Item 2

To Release the Directors from Non-Competition Restrictions

Proposed by the Board of Directors

#### Explanation:

1. According to Article 209 of the Company Act, any Director conducting business for himself/herself or on another's behalf, and the scope of which coincides with the Company's business scope, shall explain at the Shareholders' Meeting the essential contents of such conduct and obtain approval from shareholders in the Meeting.
2. The Director of the Company, Pei-Ing Lee, Joseph Wu and Rex Chuang, as the same or similar duty in other companies within the scope of the Company's business are as follow. Based on the premise interest of the Company without impairment, it is proposed to release the Directors from non-competition restrictions for approval following Article 209 of the Company Act.

Name	The same or similar duty in other companies within the scope of the Company's business
Pei-Ing Lee Representative of Nan Ya Plastics Corp.	Chairman of MemoLead Technology Corporation
Joseph Wu	Director of MemoLead Technology Corporation
Rex Chuang	Director of MemoLead Technology Corporation

Resolution:

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

Nanya Technology Corporation and Subsidiaries

Consolidated Balance Sheets

December 31, 2025 and 2024

(Expressed in Thousands of New Taiwan Dollars)

Assets		December 31, 2025		December 31, 2024		Liabilities and Equity		December 31, 2025		December 31, 2024	
		Amount	%	Amount	%			Amount	%	Amount	%
<b>Current assets:</b>						<b>Current liabilities:</b>					
1100	Cash and cash equivalents (Note 6(a))	\$ 58,074,065	28	61,902,779	30	2100	Short-term borrowings (Notes 6(i) and (z))	\$ 5,059,500	2	14,536,000	7
1170	Accounts receivable, net (Notes 6(c) and (t))	16,545,661	8	4,132,016	2	2110	Short-term notes payable (Notes 6(j) and (z))	-	-	6,734,090	3
1180	Accounts receivable due from related parties, net (Notes 6(c), (t) and 7)	12,820	-	-	-	2170	Accounts payable	6,367,998	3	5,008,693	3
1200	Other receivables (Note 6(d))	3,418,931	2	3,908,000	2	2180	Accounts payable to related parties (Note 7)	112,851	-	171,043	-
1310	Inventories (Note 6(e))	27,287,519	13	35,318,045	17	2200	Other payables	4,332,837	2	4,337,915	2
1410	Prepayments	1,213,471	-	1,421,633	1	2220	Other payables to related parties (Note 7)	1,610,915	1	1,501,159	1
1470	Other current assets	1,988,324	1	1,263,364	-	2230	Current tax liabilities	636,678	1	55,996	-
	<b>Total current assets</b>	<b>108,540,791</b>	<b>52</b>	<b>107,945,837</b>	<b>52</b>	2280	Current lease liabilities (Notes 6(m), (z) and 7)	457,127	-	417,230	-
<b>Non-current assets:</b>						2399	Other current liabilities(Note 6(n))	442,006	-	17,855	-
1517	Non-current financial assets at fair value through other comprehensive income	29,477	-	27,820	-		<b>Total current liabilities</b>	<b>19,019,912</b>	<b>9</b>	<b>32,779,981</b>	<b>16</b>
1535	Non-current financial assets at amortized cost, net (Notes 6(b) and 8)	726,273	-	723,586	-	<b>Non-Current liabilities:</b>					
1550	Investments accounted for using equity method (Note 6(f))	5,903,612	3	4,644,768	3	2530	Bonds payable (Notes 6(k) and (z))	3,996,100	2	3,994,900	2
1600	Property, plant and equipment (Notes 6(g), (z), 7 and 8)	85,031,251	41	84,327,212	41	2540	Long-term borrowings (Notes 6(l), (z) and 8)	10,200,000	5	-	-
1755	Right-of-use assets (Notes 6(h) and 7)	4,225,624	2	4,349,468	2	2570	Deferred tax liabilities (Note 6(p))	35,431	-	5,304	-
1780	Intangible assets	531,328	-	688,288	-	2580	Non-current lease liabilities (Notes 6(m), (z) and 7)	3,904,728	2	4,037,118	2
1840	Deferred tax assets (Note 6(p))	3,332,918	2	3,880,696	2	2640	Net defined benefit liability, non-current (Note 6(o))	396,189	-	430,645	-
1990	Other non-current assets	131,444	-	118,642	-	2670	Other non-current liabilities (Notes 6(b) and (z))	362,002	-	405,094	-
	<b>Total non-current assets</b>	<b>99,911,927</b>	<b>48</b>	<b>98,760,480</b>	<b>48</b>		<b>Total non-current liabilities</b>	<b>18,894,450</b>	<b>9</b>	<b>8,873,061</b>	<b>4</b>
							<b>Total liabilities</b>	<b>37,914,362</b>	<b>18</b>	<b>41,653,042</b>	<b>20</b>
						<b>Equity (Note 6(q)):</b>					
						3110	Ordinary shares	30,986,279	15	30,986,279	15
						3200	Capital surplus(Note 6(r))	33,080,785	16	32,834,294	16
						3310	Legal reserve	18,626,223	9	18,626,223	9
						3350	Unappropriated retained earnings	85,475,632	41	78,851,756	38
						3400	Other equity interest	2,230,933	1	3,754,723	2
						36xx	Non-controlling interests	138,504	-	-	-
							<b>Total equity</b>	<b>170,538,356</b>	<b>82</b>	<b>165,053,275</b>	<b>80</b>
							<b>Total liabilities and equity</b>	<b>\$ 208,452,718</b>	<b>100</b>	<b>206,706,317</b>	<b>100</b>
	<b>Total assets</b>	<b>\$ 208,452,718</b>	<b>100</b>	<b>206,706,317</b>	<b>100</b>						

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)  
**Nanya Technology Corporation and Subsidiaries**  
**Consolidated Statements of Comprehensive Income**  
**For the years ended December 31, 2025 and 2024**  
**(Expressed in Thousands of New Taiwan Dollars, Except Earnings Per Share)**

		<u>2025</u>		<u>2024</u>	
		<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
4000	<b>Operating revenue (Notes 6(t) and 7)</b>	\$ 66,586,520	100	34,131,667	100
5000	<b>Operating costs (Notes 6(e), (g), (h), (m), (n), (o), (r), (u), 7 and 10)</b>	51,600,320	77	34,552,252	101
	<b>Total gross profit (loss) from operations</b>	14,986,200	23	(420,585)	(1)
5910	Less: Unrealized profit from sales	1,746	-	-	-
	<b>Gross profit (loss) from operations</b>	14,984,454	23	(420,585)	(1)
	<b>Operating expenses (Notes 6(g), (h), (m), (o), (r), (u) and 7):</b>				
6100	Selling expenses	832,067	1	664,752	2
6200	Administrative expenses	1,868,283	3	1,784,260	5
6300	Research and development expenses	7,040,816	11	7,685,031	23
	<b>Total operating expenses</b>	9,741,166	15	10,134,043	30
	<b>Net operating income (loss)</b>	5,243,288	8	(10,554,628)	(31)
	<b>Non-operating income and expenses (Notes 6(f), (g), (m), (v) and 7):</b>				
7100	Interest income	2,478,205	4	3,360,514	10
7020	Other gains and losses, net	314,661	-	922,501	3
7050	Finance costs	(571,540)	(1)	(386,243)	(1)
7060	Share of profit of associates accounted for using equity method, net	417,463	1	100,732	-
	<b>Total non-operating income and expenses</b>	2,638,789	4	3,997,504	12
7900	<b>Income (loss) before tax</b>	7,882,077	12	(6,557,124)	(19)
7950	Less: Income tax expense (profit) (Note 6(p))	1,269,321	2	(1,473,774)	(4)
	<b>Income (loss)</b>	6,612,756	10	(5,083,350)	(15)
8300	<b>Other comprehensive income (loss) (Notes 6(o), (p) and (q)):</b>				
8310	<b>Components of other comprehensive income (loss) that will not be reclassified to profit or loss</b>				
8311	Remeasurements of the net defined benefit	21,447	-	53,837	-
8316	Unrealized profit from investments in equity instruments measured at fair value through other comprehensive income	1,933	-	1,519	-
8320	Share of other comprehensive income of associates accounted for using equity method	441,188	1	(448,874)	(1)
8349	Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	4,677	-	11,071	-
	<b>Components of other comprehensive loss that will not be reclassified to profit or loss</b>	459,891	1	(404,589)	(1)
8360	<b>Components of other comprehensive loss that may be reclassified to profit or loss</b>				
8361	Exchange differences on translation of foreign financial statements	(1,968,952)	(3)	3,605,523	10
8370	Share of other comprehensive income of associates and joint ventures accounted for using equity method	(50)	-	-	-
8399	Less: Income tax related to components of other comprehensive income that may be reclassified to profit or loss	-	-	-	-
	<b>Components of other comprehensive income that may be reclassified to profit or loss</b>	(1,969,002)	(3)	3,605,523	10
8300	<b>Other comprehensive (loss) income, net</b>	(1,509,111)	(2)	3,200,934	9
8500	<b>Comprehensive income (loss)</b>	<u>\$ 5,103,645</u>	<u>8</u>	<u>(1,882,416)</u>	<u>(6)</u>
	<b>Income (loss) per share (Note 6(s))</b>				
9750	Basic income (loss) per share	<u>\$ 2.13</u>		<u>(1.64)</u>	
9850	Diluted earnings per share	<u>\$ 2.10</u>			

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

Nanya Technology Corporation and Subsidiaries

Consolidated Statements of Changes in Equity

For the years ended December 31, 2025 and 2024

(Expressed in Thousands of New Taiwan Dollars)

	Ordinary shares	Advance receipts for share capital	Capital surplus	Legal reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Other equity interest Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Total other equity interest	Total equity attributable to owners of parent	Non-controlling interests	Total equity
<b>Balance at January 1, 2024</b>	\$ 30,981,209	1,505	32,826,323	18,626,223	83,889,816	896,519	(297,440)	599,079	166,924,155	-	166,924,155
Net loss for the year ended December 31, 2024	-	-	-	-	(5,083,350)	-	-	-	(5,083,350)	-	(5,083,350)
Other comprehensive income for the year ended December 31, 2024	-	-	-	-	45,290	3,605,523	(449,879)	3,155,644	3,200,934	-	3,200,934
Total comprehensive income for the year ended December 31, 2024	-	-	-	-	(5,038,060)	3,605,523	(449,879)	3,155,644	(1,882,416)	-	(1,882,416)
Other changes in capital surplus:											
Changes in equity of associates accounted for using equity method	-	-	25	-	-	-	-	-	25	-	25
Past due unclaimed dividends	-	-	58	-	-	-	-	-	58	-	58
Exercise of employee share options	5,070	(1,505)	7,888	-	-	-	-	-	11,453	-	11,453
<b>Balance at December 31, 2024</b>	30,986,279	-	32,834,294	18,626,223	78,851,756	4,502,042	(747,319)	3,754,723	165,053,275	-	165,053,275
Net income for the year ended December 31, 2025	-	-	-	-	6,613,772	-	-	-	6,613,772	(1,016)	6,612,756
Other comprehensive income for the year ended December 31, 2025	-	-	-	-	14,679	(1,969,002)	445,212	(1,523,790)	(1,509,111)	-	(1,509,111)
Total comprehensive income for the year ended December 31, 2025	-	-	-	-	6,628,451	(1,969,002)	445,212	(1,523,790)	5,104,661	(1,016)	5,103,645
Other changes in capital surplus:											
Changes in equity of associates accounted for using equity method	-	-	(126)	-	(4,575)	-	-	-	(4,701)	-	(4,701)
Share-based payment transactions	-	-	246,127	-	-	-	-	-	246,127	-	246,127
Past due unclaimed dividends	-	-	490	-	-	-	-	-	490	-	490
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	139,520	139,520
<b>Balance at December 31, 2025</b>	\$ 30,986,279	-	33,080,785	18,626,223	85,475,632	2,533,040	(302,107)	2,230,933	170,399,852	138,504	170,538,356

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

**Nanya Technology Corporation and Subsidiaries**

**Consolidated Statements of Cash Flows**

**For the years ended December 31, 2025 and 2024**

**(Expressed in Thousands of New Taiwan Dollars)**

	<u>2025</u>	<u>2024</u>
<b>Cash flows used in operating activities</b>		
<b>Profit (loss) before tax</b>	\$ 7,882,077	(6,557,124)
<b>Adjustments:</b>		
Adjustments to reconcile profit:		
Depreciation expense	14,033,566	15,891,641
Amortization expense	247,452	252,148
Interest expense	571,540	386,243
Interest income	(2,478,205)	(3,360,514)
Share-based payment	246,127	-
Share of profit of associates accounted for using equity method	(417,463)	(100,732)
Loss from disposal of property, plant and equipment	6,574	20,520
Impairment (reversal of impairment loss) loss on non-financial assets	(151,871)	67,557
Unrealized profit from sales	1,746	-
Unrealized foreign exchange (gain) loss	(115,997)	15,851
Gain on lease modification	(10)	(142)
<b>Total adjustments to reconcile profit</b>	<u>11,943,459</u>	<u>13,172,572</u>
<b>Changes in operating assets and liabilities:</b>		
Accounts receivable (including related parties)	(12,258,848)	1,135,471
Other receivables	532,491	(804,642)
Inventories	8,030,526	(7,683,646)
Prepayments	224,072	(672,300)
Other current assets	(724,960)	(616,752)
Accounts payable (including related parties)	617,965	(156,837)
Other payables (including related parties)	146,985	753,747
Other current liabilities	424,151	394
Net defined benefit liability	(13,009)	(21,204)
Other non-current liabilities	1,654	27,227
<b>Total net changes used in operating assets and liabilities</b>	<u>(3,018,973)</u>	<u>(8,038,542)</u>
Cash inflow from (used in) operations	16,806,563	(1,423,094)
Interest received	2,387,363	3,732,386
Interest paid	(558,510)	(353,679)
Income taxes paid	(67,028)	(3,734)
<b>Net cash flows from operating activities</b>	<u>18,568,388</u>	<u>1,951,879</u>
<b>Cash flows used in investing activities:</b>		
Acquisition of financial assets designated at fair value through other comprehensive income	(2,531)	-
Proceeds from capital reduction of financial assets at fair value through other comprehensive income	276	-
Acquisition of financial assets at fair value through other comprehensive income	-	(6,000)
Acquisition of investments accounted for using equity method	(611,880)	-
Acquisition of property, plant and equipment	(13,445,504)	(16,142,714)
Proceeds from disposal of property, plant and equipment	4,881	1,349
Decrease (increase) in refundable deposits	13,884	(3,862)
Acquisition of intangible assets	(238,110)	(165,110)
Decrease (increase) in other non-current assets	(35,734)	1,130
Dividends received	205,191	127,360
<b>Net cash flows used in investing activities</b>	<u>(14,109,527)</u>	<u>(16,187,847)</u>
<b>Cash flows from financing activities:</b>		
(Decrease) increase in short-term borrowings	(9,476,500)	3,355,000
(Decrease) increase in short-term notes payable	(6,750,000)	6,750,000
Proceeds from issuing convertible bonds	-	4,000,000
Payment on cost of issuing bonds	-	(6,000)
Proceeds from long-term borrowings	17,200,000	-
Repayments of long-term debt	(7,000,000)	-
Increase in guarantee deposits received	9,293	11,063
Payment of lease liabilities	(439,510)	(414,187)
Exercise of employee share options	-	11,453
Change in non-controlling interests	139,520	-
<b>Net cash flows (used in) from financing activities</b>	<u>(6,317,197)</u>	<u>13,707,329</u>
<b>Effect of exchange rate changes on cash and cash equivalents</b>	<u>(1,970,378)</u>	<u>3,619,375</u>
<b>Net (decrease) increase in cash and cash equivalents</b>	<u>(3,828,714)</u>	<u>3,090,736</u>
<b>Cash and cash equivalents at beginning of period</b>	<u>61,902,779</u>	<u>58,812,043</u>
<b>Cash and cash equivalents at end of period</b>	<u>\$ 58,074,065</u>	<u>61,902,779</u>

(English Translation of Financial Statements and Report Originally Issued in Chinese)

Nanya Technology Corporation

Balance Sheets

December 31, 2025 and 2024

(Expressed in Thousands of New Taiwan Dollars)

		December 31, 2025		December 31, 2024				December 31, 2025		December 31, 2024	
Assets		Amount	%	Amount	%	Liabilities and Equity		Amount	%	Amount	%
<b>Current assets:</b>						<b>Current liabilities:</b>					
1100	Cash and cash equivalents (Note 6(a))	\$ 6,657,812	3	1,836,324	1	2100	Short-term borrowings (Notes 6(i) and (z))	\$ 5,059,500	3	14,536,000	7
1170	Accounts receivable, net (Notes 6(c) and (t))	7,933,919	4	2,466,781	1	2110	Short-term notes and bills payable (Notes 6(j) and (z))	-	-	6,734,090	3
1180	Accounts receivable due from related parties, net (Notes 6(c), (t) and 7)	9,186,123	4	1,595,660	1	2170	Accounts payable	6,367,903	3	5,008,693	3
1200	Other receivables (Note 6(d))	2,716,400	1	3,292,324	2	2180	Accounts payable to related parties (Note 7)	112,851	-	171,043	-
1210	Other receivables due from related parties (Notes 6(d) and 7)	299	-	-	-	2200	Other payables	4,224,490	2	4,290,609	2
1310	Inventories (Note 6(e))	27,124,806	13	35,228,406	17	2220	Other payables to related parties (Note 7)	1,673,861	1	1,554,633	1
1410	Prepayments	1,203,129	1	1,412,122	1	2230	Current tax liabilities	599,956	-	-	-
1470	Other current assets	1,988,324	1	1,263,364	-	2280	Current lease liabilities (Notes 6(m), (z) and 7)	455,283	-	417,230	-
	<b>Total current assets</b>	<u>56,810,812</u>	<u>27</u>	<u>47,094,981</u>	<u>23</u>	2399	Other current liabilities (Note 6(n))	442,006	-	17,855	-
<b>Non-current assets:</b>							<b>Total current liabilities</b>	<u>18,935,850</u>	<u>9</u>	<u>32,730,153</u>	<u>16</u>
1517	Non-current financial assets at fair value through other comprehensive income	29,477	-	27,820	-		<b>Non-Current liabilities:</b>				
1535	Non-current financial assets at amortized cost, net (Notes 6(b) and 8)	722,764	-	722,782	-	2530	Bonds payable (Notes 6(k) and (z))	3,996,100	2	3,994,900	2
1550	Investments accounted for using equity method (Note 6(f))	57,455,231	28	65,478,155	32	2540	Long-term borrowings (Notes 6(l), (z) and 8)	10,200,000	5	-	-
1600	Property, plant and equipment (Notes 6(g), (z), 7 and 8)	85,001,810	41	84,302,338	41	2570	Deferred tax liabilities (Note 6(p))	32,765	-	1,895	-
1755	Right-of-use assets (Notes 6(h) and 7)	4,220,353	2	4,349,468	2	2580	Non-current lease liabilities (Notes 6(m), (z) and 7)	3,900,917	2	4,037,118	2
1780	Intangible assets	531,328	-	688,288	-	2640	Net defined benefit liability, non-current (Note 6(o))	396,189	-	430,645	-
1840	Deferred tax assets (Note 6(p))	3,323,728	2	3,874,125	2	2670	Other non-current liabilities (Notes 6(b) and (z))	361,733	-	405,094	-
1990	Other non-current assets	127,903	-	115,123	-		<b>Total non-current liabilities</b>	<u>18,887,704</u>	<u>9</u>	<u>8,869,652</u>	<u>4</u>
	<b>Total non-current assets</b>	<u>151,412,594</u>	<u>73</u>	<u>159,558,099</u>	<u>77</u>		<b>Total liabilities</b>	<u>37,823,554</u>	<u>18</u>	<u>41,599,805</u>	<u>20</u>
<b>Total assets</b>		<u>\$ 208,223,406</u>	<u>100</u>	<u>206,653,080</u>	<u>100</u>		<b>Equity (Note 6(q)):</b>				
						3110	Ordinary share	30,986,279	15	30,986,279	15
						3200	Capital surplus (Note 6(r))	33,080,785	16	32,834,294	16
						3310	Legal reserve	18,626,223	9	18,626,223	9
						3350	Unappropriated retained earnings	85,475,632	41	78,851,756	38
						3400	Other equity interest	2,230,933	1	3,754,723	2
							<b>Total equity</b>	<u>170,399,852</u>	<u>82</u>	<u>165,053,275</u>	<u>80</u>
							<b>Total liabilities and equity</b>	<u>\$ 208,223,406</u>	<u>100</u>	<u>206,653,080</u>	<u>100</u>

(English Translation of Financial Statements and Report Originally Issued in Chinese)

**NANYA TECHNOLOGY CORPORATION**

**Statements of Comprehensive Income**

**For the years ended December 31, 2025 and 2024**

**(Expressed in Thousands of New Taiwan Dollars, Except Earnings Per Share)**

	2025		2024	
	Amount	%	Amount	%
4000 Operating revenue (Notes 6(t) and 7)	\$ 66,164,284	100	33,892,433	100
5000 Operating costs (Notes 6(e), (g), (h), (m), (o), 7 and 10)	51,362,846	78	34,554,311	102
<b>Gross profit (loss) from operations</b>	14,801,438	22	(661,878)	(2)
5910 Less: Unrealized loss from sales	205,618	-	400	-
5920 Add: Realized profit (loss) from sales	400	-	(3,657)	-
<b>Gross profit (loss) from operations</b>	14,596,220	22	(665,935)	(2)
<b>Operating expenses (Notes 6(g), (h), (m), (o) and 7):</b>				
6100 Selling expenses	665,856	1	489,343	1
6200 Administrative expenses	1,846,381	3	1,765,997	5
6300 Research and development expenses	7,057,565	10	7,705,313	23
<b>Total operating expenses</b>	9,569,802	14	9,960,653	29
<b>Net operating income (loss)</b>	5,026,418	8	(10,626,588)	(31)
<b>Non-operating income and expenses (Notes 6(f), (g), (m), (v) and 7):</b>				
7100 Total interest income	172,019	-	207,023	-
7020 Other gains and losses, net	307,174	1	807,736	2
7050 Finance costs	(571,498)	(1)	(386,243)	(1)
7070 Share of profit of associates accounted for using equity method, net	2,873,139	4	3,365,212	10
<b>Total non-operating income and expenses</b>	2,780,834	4	3,993,728	11
7900 <b>Income (loss) before tax</b>	7,807,252	12	(6,632,860)	(20)
7950 Less: Income tax expense (profit) (Note 6(p))	(1,193,480)	(2)	1,549,510	5
<b>Income (loss)</b>	6,613,772	10	(5,083,350)	(15)
8300 <b>Other comprehensive income (Notes 6(o), (p) and (q)):</b>				
8310 <b>Components of other comprehensive income that will not be reclassified to profit or loss</b>				
8311 Remeasurements of the net defined benefit	21,447	-	53,837	-
8316 Unrealized loss from investments in equity instruments measured at fair value through other comprehensive income	1,933	-	1,519	-
8330 Share of other comprehensive income of subsidiaries, and associates for using equity method, components of other comprehensive income that will not be reclassified to profit or loss	441,188	1	(448,874)	(1)
8349 Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	4,677	-	11,071	-
<b>Components of other comprehensive income that will not be reclassified to profit or loss</b>	459,891	1	(404,589)	(1)
8360 <b>Components of other comprehensive income that will be reclassified to profit or loss</b>				
8361 Exchange differences on translation of foreign financial statements	(1,968,952)	(3)	3,605,523	10
8380 Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss	(50)	-	-	-
8399 Less: Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
<b>Components of other comprehensive income that will be reclassified to profit or loss</b>	(1,969,002)	(3)	3,605,523	10
8300 <b>Other comprehensive (loss) income, net</b>	(1,509,111)	(2)	3,200,934	9
8500 <b>Comprehensive loss income</b>	<b>\$ 5,104,661</b>	<b>8</b>	<b>(1,882,416)</b>	<b>(6)</b>
<b>Earnings (loss) per share (dollar) (Note 6(s)):</b>				
9750 Basic earnings (loss) per share	<b>\$ 2.13</b>		<b>(1.64)</b>	
9850 Diluted earnings per share	<b>\$ 2.10</b>			

(English Translation of Financial Statements and Report Originally Issued in Chinese)

**Nanya Technology Corporation**

**Statements of Changes in Equity**

**For the years ended December 31, 2025 and 2024**

**(Expressed in Thousands of New Taiwan Dollars)**

	Ordinary shares	Advance receipts for share capital	Capital surplus	Legal reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Other equity interest Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Total other equity interest	Total equity
<b>Balance at January 1, 2024</b>	\$ 30,981,209	1,505	32,826,323	18,626,223	83,889,816	896,519	(297,440)	599,079	166,924,155
Net loss for the year ended December 31, 2024	-	-	-	-	(5,083,350)	-	-	-	(5,083,350)
Other comprehensive income for the year ended December 31, 2024	-	-	-	-	45,290	3,605,523	(449,879)	3,155,644	3,200,934
Total comprehensive income for the year ended December 31, 2024	-	-	-	-	(5,038,060)	3,605,523	(449,879)	3,155,644	(1,882,416)
Appropriation and distribution of retained earnings:									
Other changes in capital surplus:									
Changes in equity of associates accounted for using equity method	-	-	25	-	-	-	-	-	25
Past due unclaimed dividends	-	-	58	-	-	-	-	-	58
Exercise of employee share option	5,070	(1,505)	7,888	-	-	-	-	-	11,453
<b>Balance at December 31, 2024</b>	30,986,279	-	32,834,294	18,626,223	78,851,756	4,502,042	(747,319)	3,754,723	165,053,275
Net income for the year ended December 31, 2025	-	-	-	-	6,613,772	-	-	-	6,613,772
Other comprehensive income for the year ended December 31, 2025	-	-	-	-	14,679	(1,969,002)	445,212	(1,523,790)	(1,509,111)
Total comprehensive income for the year ended December 31, 2025	-	-	-	-	6,628,451	(1,969,002)	445,212	(1,523,790)	5,104,661
Appropriation and distribution of retained earnings:									
Other changes in capital surplus:									
Changes in equity of associates accounted for using equity method	-	-	(126)	-	(4,575)	-	-	-	(4,701)
Share-based payment transactions	-	-	246,127	-	-	-	-	-	246,127
Past due unclaimed dividends	-	-	490	-	-	-	-	-	490
<b>Balance at December 31, 2025</b>	\$ 30,986,279	-	33,080,785	18,626,223	85,475,632	2,533,040	(302,107)	2,230,933	170,399,852

## Nanya Technology Corporation

## Statements of Cash Flows

For the years ended December 31, 2025 and 2024

(Expressed in Thousands of New Taiwan Dollars)

	2025	2024
<b>Cash flows used in operating activities</b>		
Profit (loss) before tax	\$ 7,807,252	(6,632,860)
<b>Adjustments:</b>		
Adjustments to reconcile profit:		
Depreciation expense	14,024,140	15,883,482
Amortization expense	247,452	252,148
Interest expense	571,498	386,243
Interest income	(172,019)	(207,023)
Share-based payments	246,127	-
Share of profit of subsidiaries and associates accounted for using equity method	(2,873,139)	(3,365,212)
Loss from disposal of property, plant and equipment	6,086	19,391
Impairment loss (reversal of impairment loss) on non-financial assets	(151,871)	67,557
Unrealized profit from sales	205,618	400
Realized (profit) loss from sales	(400)	3,657
Unrealized foreign exchange (gain) loss	(115,997)	15,851
Gain on lease modification	(10)	(142)
<b>Total adjustments to reconcile profit</b>	<b>11,987,485</b>	<b>13,056,352</b>
<b>Changes in operating assets and liabilities:</b>		
Accounts receivable (including related parties)	(12,889,984)	946,172
Other receivables (including related parties)	534,971	(800,409)
Inventories	8,103,600	(7,621,133)
Prepayments	224,903	(671,716)
Other non-current assets	(724,960)	(616,752)
Accounts payable (including related parties)	617,870	(156,828)
Other payable (including related parties)	95,416	759,966
Other current liabilities	424,151	402
Net defined benefit liability	(13,009)	(21,204)
Other non-current liabilities	1,384	21,664
<b>Total changes in operating assets and liabilities</b>	<b>(3,625,658)</b>	<b>(8,159,838)</b>
Cash inflow (used in) generated from operations	16,169,079	(1,736,346)
Interest received	169,430	213,310
Interest paid	(558,468)	(353,679)
Income taxes refund (paid)	26,308	(21,476)
<b>Net cash flows used in operating activities</b>	<b>15,806,349</b>	<b>(1,898,191)</b>
<b>Cash flows used in investing activities:</b>		
Proceeds from capital reduction of financial assets at fair value through other comprehensive income	276	-
Acquisition of financial assets at fair value through other comprehensive income	-	(6,000)
Acquisition of investments accounted for using equity method	(972,360)	-
Proceeds from capital reduction of investments accounted for using equity method	9,925,500	-
Acquisition of property, plant and equipment	(13,430,918)	(16,133,308)
Proceeds from disposal of property, plant and equipment	4,855	1,349
Decrease (Increase) in refundable deposits	13,931	(3,543)
Acquisition of intangible assets	(238,110)	(165,110)
Decrease (increase) in other non-current assets	(35,758)	1,153
Dividends received	205,191	127,360
<b>Net cash flows used in investing activities</b>	<b>(4,527,393)</b>	<b>(16,178,099)</b>
<b>Cash flows from financing activities:</b>		
(Decrease) increase in short-term loans	(9,476,500)	3,355,000
(Decrease) increase in short-term notes and bills payable	(6,750,000)	6,750,000
Proceeds from issuing convertible bonds	-	4,000,000
Payment on cost of issuing bonds	-	(6,000)
Proceeds from long-term debt	17,200,000	-
Repayments of long-term debt	(7,000,000)	-
Increase in guarantee deposits received	9,293	11,063
Payment of lease liabilities	(439,308)	(414,187)
Exercise of employee share options	-	11,453
<b>Net cash flows (used in) from financing activities</b>	<b>(6,456,515)</b>	<b>13,707,329</b>
<b>Effect of exchange rate changes on cash and cash equivalents</b>	<b>(953)</b>	<b>15,796</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>4,821,488</b>	<b>(4,353,165)</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>1,836,324</b>	<b>6,189,489</b>
<b>Cash and cash equivalents at end of period</b>	<b>\$ 6,657,812</b>	<b>1,836,324</b>

# Nanya Technology Corporation

## Statement of Profits Distribution

### For the year of 2025

Unit: NTD

Items	Amount
<b>Available for Distribution:</b>	
1. Unappropriated retained earnings of previous years	78,851,754,878
2. Net profit after tax of current year	6,613,772,132
4. Other comprehensive income reclassified to unappropriated retained earnings of current year	10,105,060
Total	85,475,632,070
<b>Distribution Items:</b>	
1. Appropriation of legal reserve	662,387,719
2. Distribution of cash dividends	4,647,941,841
3. Unappropriated retained earnings of next year	80,165,302,510
Total	85,475,632,070
Explanation	<p>1. In accordance with Article 20 of the Articles of Incorporation of the Company, the distribution of cash dividends is authorized to the Board of the Directors to resolve and report to the Shareholders' Meeting.</p> <p>2. The Company distributes cash dividends for a total of NT\$4,647,941,841, all of which are from net profit after tax of 2025. The cash dividends per share is NT\$1.50 based on total outstanding shares of 3,098,627,894 shares on January 31, 2026. The total outstanding shares may increase as the Company issue private placement of common shares. The final cash dividends per share may need to be adjusted accordingly. The Chairman was authorized by the Board of Directors to handle the relevant matter.</p> <p>3. Other comprehensive income reclassified to unappropriated retained earnings of current year is mainly the remeasurement of defined benefit obligation.</p> <p>4. While the distribution of cash dividends to each individual shareholder is less than 1 dollar, the distribution will be rounded to the nearest dollar.</p>

## **Independent Auditors’ Report**

To the Board of Directors of Nanya Technology Corporation:

### **Opinion**

We have audited the consolidated financial statements of Nanya Technology Corporation and its subsidiaries ( “the Group” ), which comprise the consolidated balance sheet as of December 31, 2025 and 2024, the consolidated statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

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 with the International Financial Reporting Standards ( “IFRSs” ), International Accounting Standards ( “IASs” ), Interpretations developed by the International Financial Reporting Interpretations Committee ( “IFRIC” ) or the former Standing Interpretations Committee ( “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 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 of 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 of the current period. 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 these matters.

#### **1. Accuracy of Timing of Revenue Recognition:**

Please refer to Notes 4(o) and Notes 6(t) for details on accounting policy and disclosure on relevant information, respectively.

#### Description of Key Audit Matters:

The revenue of the Group mainly comes from sales of DRAM .Since the timing of revenue recognition may be affected by the transaction terms agreed with customers, there is a risk that revenue relating to periods before or after the reporting date may be recorded at an incorrect timing. Hence, the accuracy of the timing of revenue recognition is considered one of our key audit matters.

#### Audit Procedures Performed in Response:

The principal audit procedures performed with respect to the above key audit matter were as follows:

- Obtained an understanding of the nature of the major revenue streams, contract terms, and transaction conditions.
- Inspected key customers' sales agreements and evaluated the internal controls over shipping processes and revenue recognition procedures.
- Selected samples of shipping transactions occurring before and after the balance sheet date of Nanya Technology Corporation and examined the supporting documentation to assess whether sales revenue was recognized in the appropriate accounting period in the financial statements.

#### **Other Matter**

The company has prepared its parent-company-only financial statements 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 Regulations Governing the Preparation of Financial Reports by Securities Issuers and IFRSs, IASs, IFRIC, 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 auditor's 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 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. Furthermore, 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 consolidated financial statements of the current period 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 audit resulting in this independent auditors' report are Jhang, Jhao-Wun and Lee, Tzu-Hui.

KPMG

Taipei, Taiwan (Republic of China)

March 4, 2026

#### **Notes to Readers**

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

The independent auditors' report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' report and consolidated financial statements, the Chinese version shall prevail.

## **Independent Auditors’ Report**

To the Board of Directors of Nanya Technology Corporation:

### **Opinion**

We have audited the financial statements of Nanya Technology Corporation( “the Company” ), which comprise the balance sheet as of December 31, 2025 and 2024, the statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of material accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and its financial performance and its cash flows for the years ended December 31, 2025 and 2024, 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 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 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 of 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 financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### Accuracy of Timing of Revenue Recognition:

Please refer to Notes 4(o) and Notes 6(t) for details on accounting policy and disclosure on relevant information, respectively.

#### Description of Key Audit Matters:

The revenue of the Company mainly comes from sales of DRAM. Since the timing of revenue recognition may be affected by the transaction terms agreed with customers, there is a risk that revenue relating to periods before or after the reporting date may be recorded at an incorrect timing. Hence, the accuracy of the timing of revenue recognition is considered one of our key audit matters.

### Audit Procedures Performed in Response:

The principal audit procedures performed with respect to the above key audit matter were as follows:

- Obtained an understanding of the nature of the major revenue streams, contract terms, and transaction conditions.
- Inspected key customers' sales agreements and evaluated the internal controls over shipping processes and revenue recognition procedures.
- Selected samples of shipping transactions occurring before and after the balance sheet date of the Company and examined the supporting documentation to assess whether sales revenue was recognized in the appropriate accounting period in the financial statements.

### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

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

In preparing the 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 Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's 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 financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the 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 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 auditor's 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 financial statements, including the disclosures, and whether the 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 of the investments in other entities accounted for using the equity method. We are responsible for the direction, supervision and performance of our audit. Furthermore, 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 financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's 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 audit resulting in this independent auditors' report are Jhang, Jhao-Wun and Lee, Tzu-Hui.

KPMG

Taipei, Taiwan (Republic of China)  
March 4, 2026

#### **Notes to Readers**

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

The independent auditors' report and the accompanying financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' report and financial statements, the Chinese version shall prevail.

**Information regarding the Proposed Employees’ Compensation and Compensation to Directors Adopted by the Board of Directors of the Company:**

1. Amounts of employees’ cash compensation, stock compensation, and cash compensation to Directors and Supervisors:	
Employees’ cash compensation	NT\$ 600,000,000
Employees’ stock compensation	NT\$ 0
Cash Compensation to Directors	NT\$ 0
2. Share amount of the employees’ stock compensation and the percentage of the share amount to that of all stock dividend:	
Share amount of employees’ stock compensation	0 share
Percentage of the share amount to that of all stock dividends	0%

The above-listed amount of employees’ cash compensation is consistent with the proposed amount adopted by the Board of Directors of the Company.

**Effect upon Business Performance and Earnings Per Share of the Company by the Stock Dividend Distribution Proposed at the 2026 Annual Shareholders’ Meeting:**

Not applicable since the Company does not propose the stock dividend distribution at the 2026 Annual Shareholders’ Meeting and does not required to prepare financial forecast information.

# ARTICLES OF INCORPORATION OF NANYA TECHNOLOGY CORPORATION

Amended by the Annual Shareholders' Meeting on May 28, 2025

## CHAPTER I GENERAL PRINCIPLES

### **Article 1**

The Company is incorporated in accordance with the Company Act, by the name of Nanya Technology Corporation.

### **Article 2**

The Company is engaged in the following businesses:

- (1) CC01080 Electronic Parts and Components Manufacturing;
- (2) F401010 International Trade;
- (3) I199990 Other Consultancy; and
- (4) ZZ99999 Businesses not prohibited and restricted by regulations except permitted businesses.

### **Article 3**

The Company's principal office is located in New Taipei City, and, if necessary, may set up local or foreign offices or branches in accordance with the resolution of the Board of Directors.

### **Article 4**

Any public notice of the Company shall be made in accordance with Article 28 of the Company Act.

### **Article 5**

The Company may provide guaranty in favor of its business related entities.

The total amount of the investments in other companies shall exceed forty percent of the Company's paid-in capital.

## CHAPTER II SHARES

### **Article 6**

The total capital of the Company is NT\$300,000,000,000, divided into 30,000,000,000 shares, at NT\$10 per share. The unissued shares of the capital are issued in installments. NT\$4,000,000,000, divided into 400,000,000 shares at NT\$10 per share out of the total capital as mentioned above shall be reserved for the issuance of certificates of subscription rights.

### **Article 7**

The company may be exempted from printing any share certificate for the issued shares and the company shall appoint a centralized securities custody institution to make recordation of the issue of such shares.

### **Article 8**

Registration for share transfer shall be suspended within sixty days prior to each ordinary shareholders' meeting, thirty days prior to each extraordinary shareholders' meeting, or five days prior to any record date for distribution of dividends or other interests as determined by the Company.

## CHAPTER III SHAREHOLDERS MEETING

### **Article 9**

Shareholders' meetings of the Company may be classified into ordinary regular meetings and extraordinary meetings. Ordinary meetings shall be held within 6 months after the end of each fiscal year and shall be convened by the Board of Directors. Extraordinary meetings will be held according to the law when necessary.

A written notice to convene the Regular Shareholders Meeting shall be given to each Shareholder at least 30 days in advance

including the agenda. For Special Shareholders Meeting, a written notice including the agenda shall be given to each shareholder 15 days in advance. Causes and subjects of convening a Shareholders Meeting shall be explicitly described in the notice and public announcement. Notice may be made in electronic form upon the consent of the counter party.

The Shareholders' Meeting can be held by means of visual communication network or other methods promulgated by the central competent authority.

### **Article 10**

In case a shareholder is unable to attend a shareholders' meeting, he/she may sign and chop a proxy in the form printed and provided by the Company, stating the scope of authorization, to appoint a proxy to attend the meeting on his/her behalf. After the proxy is being served to the Company, if the shareholder would like to attend the Shareholders Meeting in person or exercise the voting power in writing or by way of electronic transmission, such shareholder shall notify the Company in writing no later than two(2) day prior to the meeting date of the Shareholders Meeting. If the shareholder fails to revoke his/her proxy by the aforesaid deadline, the voting right exercised by the proxy shall prevail.

### **Article 11**

Each shareholder shall have one vote right for each share he/she holds, except for limited shares or circumstances without voting rights as itemized in paragraph 2, Article 179 of the R.O.C. Company Law.

### **Article 12**

Unless otherwise required by the Company Act, any resolution of shareholders' meeting shall be adopted by the Shareholders of a majority of the votes presented at a shareholders' meeting attended by the shareholders who aggregately hold a majority of all issued

and outstanding shares of the Company.

Resolutions adopted at the Shareholders Meeting shall be recorded in the minutes of the proceedings. The minutes of proceedings shall also include the time and place of the meeting, name of the chairman, the manner in which resolutions had been adopted, as well as other essentials of the proceedings, and shall be signed or sealed by the chairman of the meeting. Preparation and distribution of the minutes may be made in electronic method.

The Company may issue a public announcement on the Market Observation Post System to distribute the aforesaid meeting minutes to shareholders.

## CHAPTER IV DIRECTORS

### **Article 13**

The Company shall have 9 to 12 directors, each with a term of three years. The candidates nomination system is adopted by the elections of the directors. The shareholders shall elect the directors from among the nominees listed in the roster of director candidates. A director can be re-elected.

The directors mentioned in the previous paragraph shall be at least three (3) independent directors. The method of nomination, election of independent directors and other related matters shall be conducted in accordance with the Company Act and the regulations of the competent authority for securities matters.

In accordance with the Article 14-4 of the “Securities and Exchange Act”, the Company shall establish an Audit Committee. The Audit Committee shall consist of all of the independent directors. The exercise of competence and related matters of the Audit Committee and its members shall be in accordance with “Securities and Exchange Act” and other related regulations.

## **Article 14**

The Board of Directors is constituted by directors. A Chairman of the Company is elected by a majority of the directors at a board meeting at which more than two-thirds of all of the directors are present, and may elect a Vice Chairman. The Chairman shall be the representative of the Company.

## **Article 15**

In case the Chairman is on leave or is not able to exercise its power and authority for any cause, such situation shall be handled in accordance with Article 208 of the Company Act.

The meeting notice of the Board of Director may be given by means of written notice, email, or fax. Each director shall attend the meeting of the board of directors in person. If directors can not attend in person except those residing in a foreign country and regulated by Company Law, he/she shall issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting and appoints another director to attend a meeting of the board of directors in his/her behalf, but a director may accept the appointment to act as the proxy referred to in the preceding Paragraph of one other director only. In case a meeting of the board of directors is proceeded via visual communication network, then the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

With the exception of items that regulated by law or relevant article or regulation, such as the major advantages of the Company or Related-party Transactions, should still be resolved by The Board of Directors, The Board of Directors can authorize the Chairman to preside the following scope during the off-session,

- (1) Ratify the important agreements.
- (2) Ratify the secured or pledged loan by real estate and other types of loan.

- (3) Ratify the purchase and disposal on assets and real estates of the Company.
- (4) Appoint the Directors of the Board and Supervisors of the invested companies.
- (5) Ratify the record date of capital increase or decrease and cash or stock dividend.

### **Article 16**

The Board of Directors is authorized to determine the compensation for the Directors, according to their extent and value of the contribution provided for the Company and the common compensation standards of the same industry.

The Company shall buy D&O insurance for the directors during the term.

## CHAPTER V MANAGERS

### **Article 17**

The Company shall have certain managers. The appointment, discharge and remuneration of such managers shall be made in accordance with Article 29 of Company Law.

## CHAPTER VI ACCOUNTING

### **Article 18**

After the end of each fiscal year, the Board of Directors shall prepare the following statements and reports and submit them to the ordinary shareholders' meeting for ratification:

- (1) Business report;
- (2) Financial report; and
- (3) Proposals for allocation of profits or compensating losses.

## **Article 19**

The Company shall appropriate 1% to 12% for employees' compensation from profit before tax prior to deducting employees' compensation. Among them, the Company shall appropriate 0.3% to 3.6% for non-executive employees' compensation from profit before tax prior to deducting employees' compensation. However, the Company's accumulated losses shall have been covered.

The Company may have the profit distributable as employees' compensation distributed in the form of shares or in cash, and the qualification requirements of employees, including the employees of subsidiaries of the Company meeting certain specific requirements, entitled to receive compensation shall be determined by the Board of Directors.

The resolution of employees' compensation shall be made in accordance with Article 235-1 of the Company Act of ROC.

## **Article 20**

Whenever there are profits of the Company, it shall be used to pay all outstanding taxes, recover the Company's accumulated losses, and set aside 10% thereof in a legal reserve. However when the accumulated legal reserve amounts to the paid-in capital, this shall not apply. Thereafter, the remaining profit, if any, after set aside a special reserve or reserves for certain undistributed earnings for business purposes, shall collectively with any undistributed surplus earnings from previous fiscal years, be included in a surplus earning distribution plan submitted by the Board of Directors and be authorized to distribute dividends paid in cash after a resolution has been adopted by a majority vote at a meeting of the Board of Directors attended by over two-thirds of the Directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting. The dividends paid in stock shall be submitted for the approval in a shareholders' meeting.

The Company belongs to a high-technology and capital intensive industry and its operations are still experiencing significant growth. To accommodate the long-term financial projection of the Company, the Company adopts the policy that dividends shall be distributed appropriately in accordance with the Company's budget of capital expenditures. In principle, the stock dividends distributed by the Company shall not exceed 50% of the total distributable dividends of that year.

## CHAPTER VII MISCELLANEOUS

### **Article 21**

Any matter not provided in these Articles of Incorporation shall be handled in accordance with the Company Act and other relevant regulations.

### **Article 22**

These Articles of Incorporation were enacted on February 17, 1995.

The first amendment was made on July 4, 1995.

The second amendment was made on October 20, 1995.

The third amendment was made on May 31, 1997.

The fourth amendment was made on May 29, 1998.

The fifth amendment was made on April 28, 2000.

The sixth amendment was made on March 30, 2001.

The seventh amendment was made on March 30, 2001.

The eighth amendment was made on August 31, 2001.

The ninth amendment was made on May 17, 2002.

The tenth amendment was made on May 14, 2003.

The eleventh amendment was made on May 14, 2003.

The twelfth amendment was made on May 14, 2004.

The thirteenth amendment was made on May 14, 2004.

The fourteenth amendment was made on May 18, 2005.

The fifth amendment was made on May 19, 2006.

The sixteenth amendment was made on May 25, 2007.  
The seventeenth amendment was made on June 25, 2008.  
The eighteenth amendment was made on June 24, 2010.  
The 19th amendment was made on November 17, 2011.  
The 20th amendment was made on June 12, 2012.  
The 21th amendment was made on December 14, 2012.  
The 22th amendment was made on June 10, 2015. The Company shall establish an Audit Committee at the expiration of the term of office of the Company's incumbent Supervisors elected on June 21, 2013.  
The 23th amendment was made on June 22, 2016.  
The 24th amendment was made on May 26, 2017.  
The 25th amendment was made on August 4, 2021.  
The 26th amendment was made on May 26, 2022.  
The 27th amendment was made on May 29, 2024.  
The 28th amendment was made on May 28, 2025.

# **Nanya Technology Corporation**

## **Convention Rules and Procedures for Shareholders' Meeting**

Amended by the Shareholders' Meetings on May 28, 2025

Article 1: For the purposes of establishing a good governance system for a shareholders' meeting (the "Meeting"), strengthening the supervision function and enhancing management mechanism, the Company hereby promulgates the "Procedures and Rules of Shareholders Meeting" (the "Procedures") in accordance with the "Corporate Governance Best-Practice Principles for TSEC/GTSM Listed Companies".

Article 2: Unless otherwise provided in laws, regulations or the Articles of Incorporation ("AOI") of the Company, a Meeting of the Company shall be conducted in compliance with the Procedures.

Article 3: Unless otherwise prescribed by the laws or regulations, a Meeting of the Company shall be convened by the Board of the Directors of the Company.

Unless otherwise provided in the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company that will convene a Shareholders' Meeting with video conferencing shall expressly provide for such Meetings in the Articles of Incorporation and obtain a resolution of the Board of Directors. Furthermore, convening of a virtual-only Shareholders' Meeting shall require a resolution adopted by a majority vote at a Meeting of the Board of Directors attended by at least two-thirds of the total number of Directors.

Changes to how this Corporation convenes its

shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.

The softcopy of Meeting agenda, supplemental materials, Meeting notice proxy form, subject matters and explanations for topics related to ratification items, discussion item, and election or discharge of Directors(s), shall be prepared and uploaded to the Market Observation Post System of TSE at least thirty (30) days prior to the scheduled regular Meeting date or at least fifteen (15) days prior to the scheduled special Meeting date. The hardcopy of Meeting Agenda and supplemental materials shall be available for shareholders to obtain and review at any time fifteen (15) days prior to the scheduled Meeting date and be displayed at the Company and professional stock agency engaged by the Company.

The Company shall make the Meeting agenda and supplemental Meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the Shareholders' Meeting:

1. For physical Shareholders' Meetings, to be distributed on-site at the Meeting.
2. For hybrid Shareholders' Meetings, to be distributed on-site at the Meeting and shared on the virtual meeting platform.
3. For virtual-only Shareholders' Meetings, electronic files shall be shared on the virtual meeting platform.

Causes and subjects of a Meeting to be convened shall be explicitly described in the notice and public announcement. The notice may be made in electronic form upon the consent of the counter party.

Matters regarding re-election or discharge of directors, amendments to the AOI, capital reduction, application to be delisted from public offering, releasing of

non-competition restriction of Directors, capital increase by retained earnings, capital increase by capital reserve, and dissolution, merger, splitting of the Company, or any matters stipulated in Paragraph 1 of Article 185 of the R.O.C. Company Law, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be itemized by causes and subjects in the notice of convening a Meeting, rather than being brought up by extraordinary motions.

The meeting agenda has specified general re-elections of the Directors and the terms of the Directors' office, the terms of office of the Directors shall not be altered by raising an extraordinary motion or any other method upon the completion of the general elections at the Shareholders' Meeting.

Shareholder(s) who has (have) held more than one percent (1%) of the total amount of the issued and outstanding shares of the Company may submit a motion for a regular Meeting to the Company.

However, each of such shareholders can only submit one (1) motion. Otherwise, all of his/her motions shall not be included in the agenda. In the event that any motion submitted by a shareholder falls under one of the situations set forth in Paragraph 4 of Article 172-1 of the R.O.C. Company Law, the Board of Directors of the Company may not list such motion in the agenda.

A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill social responsibilities, and the providing procedure shall be in accordance with Article 172-1 of the Company Act.

The Company shall, before the date on which transfer

of shares is suspended for the regular Meeting, make a public announcement regarding the period and places for shareholders to submit motions in writing or electronic form. This period shall not be less than ten (10) days.

A shareholder's motion shall be limited to three hundred (300) words. A motion with a text length that exceeds three hundred (300) words shall not be included in the agenda. The shareholder who submits a motion shall attend the regular Meeting in person or by his/her proxy to participate in the discussion of the motion made by him/her.

The Company shall, before the notification date of the regular Meeting, notify the proposing shareholders whether the motions such shareholders submitted are able to be included in the agenda and list the motions which have complied with this Article in the meeting notice.

The Board of Directors shall explain the reasons for those rejected motions in the regular Meeting.

Article 4: A shareholder may appoint a proxy on his/her behalf to attend the Meeting by executing a power of attorney printed by the Company stating therein the scope of the authority authorized to the proxy.

Each shareholder may only execute one (1) power of attorney and appoint one (1) proxy only, and shall serve the written proxy to the Company no later than five (5) days prior to the meeting date of the Meeting. In case two (2) or more written proxies are received by the Company from one shareholder, the first one received by this Company shall prevail, unless an explicit statement to supersede the previous written proxy is made in the proxy which comes later.

After the written proxy is being served to the

Company, if the shareholder would like to attend the Meeting in person or exercise the voting power in writing or by way of electronic transmission, the shareholder shall notify the Company in writing no later than two (2) day prior to the meeting date of a Meeting to revoke his/her proxy. If the shareholder fails to revoke his/her proxy on time, the voting right exercised by the proxy 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 business 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: The place for convening the Meeting shall be the location of the Company, or any other appropriate place that is convenient for the shareholders to attend, and suitable for holding the Meeting. The time to start the Meeting shall not be earlier than 9 a.m. or later than 3 p.m.

The restrictions on the place of the Meeting shall not apply when the Company convenes a virtual-only Shareholders' Meeting.

Article 6: The meeting notice shall clearly state the registration time, the venue and other matters needing attention for shareholders, solicitors and proxies (collectively "shareholders").

Shareholders' registration time which mentioned in preceding paragraph shall start 30 minutes ahead of the meeting, and the venue shall be with visible sign. The Company should designate the sufficient and suitable personnel to assist the registration. For virtual Shareholders' Meetings, shareholders may begin to

register on the virtual meeting platform 30 minutes before the Meeting starts. Shareholders completing registration will be deemed as attend the Shareholders' Meeting in person.

The Company shall deliver the Meeting agenda, annual report, attendance certificate, speaker's slips, ballots and other Meeting related documents to shareholders who attend a Meeting. Election ballots shall be delivered as well in case that Director(s) will be elected in that Meeting.

A shareholder shall attend a Meeting upon the attendance certificate, attendance card, or other certificates of attendance. The Company shall not impose arbitrary requirements on shareholders to provide additional evidentiary documents beyond those showing eligibility to attend. If the one who attends the Meeting is a solicitor of solicited proxies, the solicitor shall bring personal identification for verification. A shareholder present shall submit the attendance card to substitute signing in.

Government or a legal entity, as a shareholder, may designate one (1) or more representatives to attend the Meeting. A legal entity that is appointed as a proxy to attend the Meeting can only assign one (1) representative to attend the Meeting.

In the event of a virtual Shareholders' Meeting, shareholders wishing to attend the Meeting online shall register with the Company two (2) days before the Meeting date.

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 keep this information disclosed

until the end of the Meeting.

Article 6-1: When the Company convenes a virtual Shareholders' Meeting, the Shareholders' Meeting notice shall specify the relevant matters in accordance with Article 44-21 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

Article 7: If the Meeting is convened by the Board of Directors, the Chairman of the Board of Directors shall be the chairman presiding over the Meeting. In case that the Chairman of the Board of Directors is on leave, or cannot execute his or her authority of office for any reason, the Vice Chairman of the Board of Directors shall preside over the Meeting. If there is no Vice Chairman of the Board of Directors, or the Vice Chairman of the Board of Directors is also on leave, or cannot execute his or her authority of office for any reason, the Chairman of the Board of Directors shall designate one of the Managing Directors to act on behalf of him/her; if there is no Managing Director, the Chairman of the Board of Directors shall designate one of the Directors to preside over the Meeting. If the Chairman of the Board of Directors does not designate any proxy to preside over the Meeting on his/her behalf, the Managing Directors or Directors of the Board shall elect one from among themselves to preside over the Meeting.

The Chairman who assumes the acting chair of the meeting by Managing Directors or Directors in preceding paragraph shall hold an office at least 6 months above and fully understand the situation of finance and business of the Company. The same applies in case of the Chairman as representative of legal person shareholder.

If the Meeting is convened by the Board of Directors,

the Chairman of the Board of Directors shall be the chairman presiding over the meeting, and majority of the Board of Directors ought to attend the Meeting, and that at least one member of each functional committee attend as representative. Attendance details should be recorded in the Shareholders Meeting minutes.

If the Meeting is convened by any other person entitled to convene the Meeting, not by the Board of Directors, such person shall preside over the Meeting. If there are two (2) or more persons entitled to convene the Meeting, they shall elect one from among themselves to preside over the Meeting.

The Company may designate its lawyers, certified public accounts or relevant persons to attend the Meeting.

Article 8: The whole proceedings of the meeting which shall include the process of shareholders' registration, voting and recording of ballots shall be videotaped and taperecorded uninterruptedly. Those tapes set forth in preceding paragraph shall be preserved for at least one year. However, if a shareholder files a lawsuit according to Article 189 of the R.O.C. Company Law, such tapes shall be kept until the conclusion of such litigation.

Where a Shareholders' Meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, 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.

Article 9: The calculation of the attendance of the Meeting shall be based on the shares represented. The number of shares represented by shareholders present in the Meeting shall be calculated in accordance with the attendance cards submitted by the shareholders present and the shares checked in on the virtual meeting platform, plus the voting rights exercised in writing or by electronic method.

The chairman shall call the Meeting to order at the time scheduled for the Meeting, and meanwhile shall announce the related information about the total number of shares held by shareholders having no voting right and the total number of shares represented by the shareholders present at the meeting.

If the number of shares represented by the shareholders present at the Meeting has not yet reached more than fifty percent (50%) of the total amount of the issued and outstanding shares of the Company, the chairman may postpone the time of the Meeting. The postponements shall be limited to two (2) times at most and the Meeting may not be postponed longer than one (1) hour totally. The chairman shall abort the convention of the Meeting if the shares of the shareholders present at the Meeting are less than one third (1/3) of the total issued and outstanding shares after the Meeting being postponed by two (2) times. In the event of a virtual Shareholders' Meeting, the Company shall also declare the Meeting adjourned at the virtual meeting platform.

If after two postponements the number of shares

represented by the shareholders present at the Meeting still can not constitute the quorum for the Meeting, but the shares of the shareholders present at the Meeting represents one-third (1/3) of the total issued and outstanding shares or more, a tentative resolution may be adopted in accordance with Paragraph 1 of Article 175 of the R.O.C. Company Law, and sent to all shareholders to convene the Meeting again within one (1) month. In the event of a virtual Shareholders' Meeting, shareholders intending to attend the Meeting online shall re-register to the Company in accordance with Article 6.

Before the adjournment of the Meeting if the number of shares represented by the shareholders present at the Meeting reaches more than fifty percent (50%) of the total amount of the issued and outstanding shares, the chairman may submit the adopted tentative resolution(s) to the Meeting for approval in accordance with Article 174 of the R.O.C. Company Law.

Article 10: If the Meeting is convened by the Board of Directors, the agenda of the Meeting shall be set by the Board of Directors. The relevant proposals (including extraordinary motions and amendment to original proposals) shall be decided by voting on a case-by-case basis. The Meeting shall proceed in accordance with the agenda, unless otherwise resolved by the Meeting. The preceding paragraph shall apply mutatis mutandis to cases where the Meeting is convened by a person, other than the Board of Directors, entitled to convene such Meeting.

Unless otherwise resolved by the Meeting, the chairman shall not adjourn the Meeting before all of discussion items (including extraordinary motions) in the agenda of the Meeting have been resolved. In case

that the chairman violates the Procedures and announces the adjournment of the Meeting, other members of the Board of Directors shall promptly assist the shareholders present at the Meeting, pursuant to the laws and regulations, to elect one person among themselves by a majority of at least fifty percent (50%) or more votes represented by the shareholders present at the Meeting to act as the chairman to preside over the Meeting and continue the Meeting.

The chairman shall provide opportunities to the shareholders for their sufficient explanation and discussion on the discussion items in the agenda of the Meeting, the amendment to the discussion items and extraordinary motions made by shareholders. The Chairman may announce to end the discussion of the foresaid matters and submit them to be resolved when the chairman deems appropriate and shall also arrange ample time for a vote.

Article 11: A shareholder who intends to speak in the Meeting shall first fill out a speech note, specifying therein the summary of the speech, the shareholder's number (or the number of his/her attendance certificate) and the name of the shareholder. The sequence of speeches by shareholders should be decided by the chairman.

A shareholder who only submits his/her speech note for a speech but does not actually speak in the Meeting shall be considered as not having given such a speech. If the contents of the speech of the shareholder are different from the contents of the speech note, the contents of actual speech shall prevail.

Unless otherwise permitted by the chairman, each shareholder shall not speak more than two times for each discussion item. Each speech shall not take more than 5 minutes. In case the speech of any shareholder

violates the foresaid provisions or exceeds the scope of the discussion item, the chairman may stop the speech of such shareholder.

When a shareholder is giving a speech, the other shareholders shall not interrupt the speech of the shareholder unless they have obtained the consent from the chairman and the said shareholder. For any such violations, the chairman shall stop the interruption immediately.

If a legal entity shareholder who designates two (2) or more representatives to represent it at the Meeting, only one of the representatives so designated can speak for each discussion item.

After the speech of a shareholder, the chairman may respond by himself/herself or appoint an appropriate person to respond.

Where a virtual Shareholders' Meeting is convened, shareholders attending the virtual Meeting online may raise questions in writing at the virtual meeting platform from the Chairman declaring the Meeting open until the Chairman declaring the Meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 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, it is advisable the questions be disclosed to the public at the virtual meeting platform.

**Article 12:** A resolution of a Meeting shall be calculated by the numbers of shares.

Shares held by a shareholder without voting right shall not be counted in the numbers of the total issued and

outstanding shares while adopting a resolution at a Meeting.

A shareholder, who has a conflict of interest with the Company in the matter discussed at a Meeting and such conflict may impair the interest of the Company, shall not vote nor exercise the voting right on behalf of other shareholders.

A director of the Company has created a pledge on the company's shares more than half of the company's shares being held by him/her/it at the time he/she/it is elected, the voting power of the excessive portion of shares shall not be exercised and the excessive portion of shares shall not be counted in the number of votes of shareholders present at the meeting.

Shares for which voting right cannot be exercised as mentioned in those two preceding paragraphs shall not be counted in the number of votes of shareholders present at the Meeting.

In the event the same proxy acts for two (2) or more shareholders, except for a securities trust enterprise or stock agency approved by the competent authority, his/her delegated voting right cannot exceed three percent (3%) of the total voting rights of the issued and outstanding shares of the Company. Otherwise the excessive voting rights shall not be counted.

Article 13: Shareholders of the Company shall be entitled to one vote for each share they hold, except for the limited shares or the shares without voting rights as set forth under Paragraph 2 of Article 179 of the R.O.C. Company Law.

Shareholders of the Company shall exercise their voting rights by electronic method and may exercise their voting rights in writing. The way how to exercise voting rights in writing or by electronic method shall

be described in the Meeting notice. Shareholders who exercise their voting rights in writing or by electronic method shall be deemed as attending the Meeting in person provided however that their voting rights to the extraordinary motions and amendments to the discussion items at the Meeting shall be deemed to be abandoned.

The shareholder who intends to exercise his/her voting rights in writing or by electronic method as stated in the preceding paragraph shall serve the Company his/her voting rights exercising result in writing (the "Voting Exercising") no later than two (2) days prior to the Meeting. If two or more Voting Exercising is received by the Company from one shareholder, the first one received by the Company shall prevail, unless the later one is sent to revoke the previous one.

The shareholder who has exercised his/her voting rights in writing or by electronic method and thereafter wants to attend the Meeting in person shall revoke his/her Voting Exercising via the same method he/she took previously to serve his/her Voting Exercising to the Company by at least two(2) day before the Meeting. In case the shareholder fails to revoke his/her Voting Exercising on time, the Voting Exercising shall prevail. If a shareholder has exercised his/her voting right in writing or by electronic method but also appoints a proxy by power of attorney to attend the Meeting, the voting rights exercised by the proxy shall prevail.

Unless a majority of more than fifty percent (50%) is required by the R.O.C. Company Law or the AOI of the Company, a resolution of the Meeting shall be adopted by at least a fifty percent (50%) majority of votes represented by the shareholders present at the

Meeting. In the proceedings of voting, the chairman or the person designated by the chairman shall announce the total voting shares of the shareholders present at the Meeting by each discussion item, 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 MOPS. If there is an amendment or alternative for a discussion item, the chairman may combine the amendment or alternative into the original discussion item, and determine the sequence of voting for such discussion item. If any one of the above has been resolved, the others shall be deemed vetoed and no further voting is necessary.

In addition to the proposals on the meeting agenda, when a shareholder wishes to propose an extraordinary motion, the shareholder's voting rights shall represent at least 1% or more of the Company's total issued shares.

The person(s) to supervise and the person(s) to record the ballots during a vote by casting ballots shall be designated by the chairman. However the persons supervising the recording of the ballots shall be shareholders of the Company. The whole process of resolutions, election of Directors and the ballots recording shall be conducted in publicly venue of the meeting. The result of voting which shall include the total number of the voting rights shall be announced at the Meeting, and recorded in the meeting minutes.

When the Company convenes a virtual Shareholders' Meeting, after the Chairman declares the meeting open, 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. 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.

When the Company convenes a hybrid Shareholders' Meeting, if shareholders who have registered to attend the Meeting online in accordance with Article 6 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 the declaration of intent and attended the Shareholders' Meeting online, except for extraordinary motions, they will 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.

**Article 14:** Election of Directors shall be conducted according to the relevant election rules of the Company. Election results which shall include the names of those elected and not elected as directors and the numbers of votes with which they were elected and not elected shall be announced extemporarily at the Meeting.

The ballots for the elections set forth in the preceding paragraph shall be sealed and signed by the persons supervising the recording of the ballots and properly kept for at least one (1) year. However, if a shareholder files a lawsuit pursuant to Article 189 of the R.O.C.

Company Law, such ballots shall be kept until the conclusion of such litigation.

Article 15: Resolutions adopted at the Meeting shall be recorded in the meeting minutes, which shall be signed or sealed by 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. Preparation and distribution of the meeting minutes may be made by electronic form and method.

This Company may issue a public announcement on the Market Observation Post System to distribute the aforesaid meeting minutes to shareholders.

Information including the time (year, month and date) and place of the Meeting, name of the chairman, the manner in which resolutions had been adopted, as well as the summary of the essentials of the proceedings and result of the Meeting (including the weight of the votes), and the number of weighted votes each candidate received in case of a Directors' elections shall be clearly stated in the meeting minutes. The Company shall keep the meeting minutes persistently during the existence of the Company.

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 Chairman's and secretary's name, 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 convening a virtual-only Shareholders' Meeting, other than compliance with the requirements in the

preceding paragraph, the Company shall specify in the Meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only Shareholders' Meeting online.

Article 16: The Company shall prepare a statistical statement in accordance with the prescribed format and explicitly disclose the number of the shares solicited by the solicitors, the number of the shares represented by the proxies and the number of the shares represented by shareholders attending the Meeting by correspondence or electronic means in the venue of a Meeting on the date of the Meeting. In the event 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 keep this information disclosed until the end of the Meeting.

During the Company's virtual Shareholders' Meeting, when the Meeting is called to order, the total number of shares represented at the Meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the Meeting and a new tally of votes is released during the Meeting.

The Company shall make public announcements regarding the content of the Meeting resolutions on the Market Observation Post System within the required time limit if such resolutions are qualified as the material events as set forth in the laws and regulations or regulated by the Taiwan Stock Exchange Corporation.

Article 17: Persons handling the business of the Meeting shall wear an identification card or a badge.

The chairman may engage disciplinary officers or security personnel to assist to keep the order of the

Meeting. Such disciplinary officers or security personnel shall wear a badge or identification card marked "Disciplinary Officers".

The chairman may stop the speech of a shareholder if such shareholder makes the speech by a megaphone not provided by the Company at the Meeting.

The chairman may request disciplinary officers or security personnel to have the shareholder leave the Meeting if such shareholder violates the Procedures and disobeys the correction order of the chairman, or interrupts the proceedings of the Meeting after being requested to stop by the chairman.

Article 18: During the Meeting, the chairman may set time for intermission at his/her discretion. In the event of any force majeure, the chairman may adjourn the Meeting temporarily and announce reopening time subject to the actual situation.

If a Meeting cannot be finished with the agenda (including extraordinary motions) while the arranged venue of the Meeting can no longer be used, a resolution to find another place to continue the Meeting may be adopted.

A resolution may be adopted to postpone or continue the Meeting within five (5) days according to Article 182 of the R.O.C. Company Law.

Article 19: In the event of a virtual Shareholders' Meeting, The Company shall disclose real-time results of votes and election immediately after the end of the voting session 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 20: When The Company convenes a virtual-only Shareholders' Meeting, both the Chairman and

secretary shall be in the same location, and the Chairman shall declare the address of their location when the Meeting is called to order.

Article 21: When the Company convenes a virtual Shareholders' Meeting, any matters related to disconnection handling, including postponement or resumption of the Meeting due to disconnection, calculation of the number of shares present, voting rights, and election rights, shall be handled in accordance with Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

Article 22: The Procedures shall become effective from the date it is approved by the Meeting. The same applies in case of revision.

# **Nanya Technology Corp.**

## **Procedure of Acquisition or Disposal of Assets of the Company**

Amended by the Annual Shareholders' Meeting on May 26, 2022

### **Chapter 1 General Provisions**

Article 1: When acquiring or disposing of the following assets, Nanya Technology Corp. (the “Company”) and its subsidiaries shall follow the Procedures of Acquisition or Disposal of Assets (the “Procedures”):

1. Investments including stocks, government bonds, corporate bonds, bank indentures, securities representing funds, depository receipts, warrants, beneficiary securities, assets based securities, etc.;
2. Real estate (including land, building, real estate of investment purpose) and equipment;
3. Memberships;
4. Intangible assets, including patents, copyrights, trademarks, charter rights, etc.;
5. Right-of-use assets.
6. Indebtedness due to financial institutions (including account receivables, bankers' acceptance, loans and receivables on demand);
7. Derivative products;
8. Assets that are acquired or disposed of through merger, spin-off, acquisition or share exchange;
9. Other major assets.

Article 2: The limit amount of investments for non-operating real estates and right-of-use assets or securities shall mean

the original investment, by the Company or the Company's subsidiaries, not exceeding 60% of the book value of total assets of the Company or the Company's subsidiaries; for a specific securities investment, the limit amount shall not exceed 50% of the foresaid limit amount, i.e. 30% of the book value of total assets of the Company.

### Article 3: Definition of the Procedures

1. "Derivatives" used herein shall mean forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rates, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.
2. "Assets acquired or disposed of through merger, spin-off, acquisition or share exchange in accordance with laws" Refers to assets acquired or disposed through mergers, splits, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act and other acts, or to acquisitions of shares [of another company] through issuance of new shares of its own as the consideration thereof (hereinafter "assignment").
3. "Related Party" and "Subsidiary Company" as

defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

4. “Professional Appraiser” Refers to a real property appraiser or other person duly authorized by an act of law to engage in the value appraisal of real estate or equipment.
5. “Date of the Event” used herein shall mean the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the Competent Authority is required, the earlier of the above date or the date of receipt of approval by the Competent Authority shall apply.
6. “Investment in Mainland China” used herein shall mean investments in China approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area.

Article 4: Any Professional Appraiser and its appraisal personnel, certified public accountants, lawyers, or securities underwriters, from whom the Company obtains the appraisal reports and opinion letters for the acquisition or disposal of assets, shall meet the following requirements:

1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the

Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.

2. May not be a related party or de facto related party of the Company.
3. If the Company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.

Article 5: The procedures for the assessment, determination of transaction terms and conditions, and price of acquiring or disposing of assets by the Company shall be in accordance with the following requirements:

1. Transactions relating to short term security investments, which are mentioned in Article , should be evaluated and executed by the financial department ; long term security investment should be assessed by the Company's President Office ("President Office") and executed by the financial department after the approval of the Board of Directors of the Company (the "Board of Directors"); except for the foresaid assets, the other asset transactions should be conducted by related departments in accordance with the relevant authorization limits of the Company.

2. The price of the above-mentioned transactions, except which are traded in the stock exchange or securities brokerage firms, shall be determined in via public bidding, price bidding, or price negotiation based on reference to the market conditions.

Article 6: If there is any dissentient or qualified opinions from the Independent Director(s) shall be record in the meeting minutes of Board of Directors meeting.

A material asset transaction or a material derivatives transaction shall be approved with the consent of one-half or more than one-half of all members of the Audit Committee and then be submitted to the Board of Directors for approval. If the aforesaid transaction has not been approved with the consent of one-half or more than one-half of all members of the Audit Committee, the transaction may be undertaken upon the consent of at least two-thirds of all members of the Board of Directors, but the resolution adopted by the Audit Committee shall be recorded in the meeting minutes of the Board of Directors meeting.

## **Chapter 2 Acquisition or Disposal of Assets**

Article 7: Except for transactions with domestic government institutions, contracting third parties to construct on land owned or rented by the Company, or acquisition/disposal of machinery, equipment, or right-of-use assets thereof for operation purpose, for acquisition or disposal of real estate, equipment, or right-of-use assets thereof by the Company, whose amount reaches 20% of the Company's paid-in capital or NT\$300 million, an appraisal report issued by a Professional Appraiser shall be obtained prior to the date of the event and the following provisions shall be

complied with:

1. If for any special reason, a restricted price, specific price, or particular price must be used as a reference for the transaction price, the transaction shall be approved by the Board of Directors in advance. The above procedures shall also be followed in case the transaction terms and conditions are changed subsequently.
2. If the transaction price is over NT\$ 1 billion, the Company shall have at least two Professional Appraisers to perform the appraisal.
3. Except for the transaction price which is lower than all the appraisal reports of acquired assets or higher than all the appraisal reports of disposed assets, the Company shall request a certified public accountant to handle the matter and comment on the reason for the discrepancy and the fairness of the transaction price if any of the following conditions occur, resulting from the Professional Appraiser's appraisal report:
  - (1) The discrepancy between the result of the Professional Appraiser's appraisal report and the transaction price exceeds 20%
  - (2) The discrepancy between the two appraisal reports is over 10% of the transaction price
4. Where an appraisal is conducted by a Professional Appraiser, no more than three months may pass between the date of the appraisal report and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than six months have elapsed, an

opinion may still be issued by the original Professional Appraiser.

Article 8: Before the acquisition or disposal of securities, the latest financial statements of the target company audited or reviewed by a certified public accountant shall be obtained prior to the date of the event for assessment and as a reference for the transaction price; in addition, for the transaction with price reaching 20% or more of this Company's paid-in capital or NT\$300 million or more, opinions in respect of a rational transaction price have to be sought from a certified public accountant prior to the date of the event. The aforesaid provisions hereof shall not be applicable to the case in which such securities with the open bid price obtained in the active market or otherwise provided by the competent securities authority.

Article 9: In acquiring or disposing of intangible assets or right-of-use assets thereof or membership cards where the transaction amount reaches 20 percent or more of the company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government institution, shall obtain a CPA's opinion on the reasonableness of the transaction price prior to the date of occurrence of the event.

Article 10: The calculation of transaction price of the above-mentioned three articles hereof shall be implemented in accordance with the second Paragraph of Article 28; the mentioned 'within the past one year' shall mean within one year backwards from the date of the subject transactions whereas transactions, which have already obtained an appraisal report issued by a Professional Appraiser or opinions given from a

certified public accountant according to the Procedures, shall be excluded.

Article 11: For the Company's acquisition or disposal of assets through auction procedures of courts, the appraisal reports or the certified public accountant's opinion for the foresaid acquisition or disposal of assets can be replaced by documents issued by the courts.

Article 12: The Company's acquisition or disposal of assets shall be conducted by the authorization to the Chairman of the Board of Directors of the Company (the "Chairman") by the Board of Directors in accordance with the authorization limits of the Company.

### **Chapter 3 Transactions with Related Parties**

Article 13: When the Company acquires assets from disposes assets to a Related Party, the related approval procedures and the assessment of reasonableness of transaction conditions shall be implemented in accordance with the regulations of Chapter 2 and this Chapter of the Procedures ; in addition, for transactions with a price reaching 10% or more of the Company's total assets, an appraisal report issued by a Professional Appraiser or opinions given from a certified public accountant shall be also obtained in accordance with the regulations of Chapter 2.

The calculation of the above-mentioned transaction price shall be implemented in accordance with Article 10.

Article 14: Except for trading of domestic government bonds, trading bonds under re-purchase/re-sale agreements, or purchase/repurchase of domestic money market funds issued by domestic securities investment trust enterprises, any transaction agreement for the

acquisition or disposal of real estates or right-of-use assets thereof from or to a Related Party, or for the acquisition or disposal of other non-real-estate assets or right-of-use assets thereof from/to a Related Party with the transaction price reaching 20% or more of the Company's paid-in capital, 10% or more of total assets, or NT\$ 300 million or more, only after the following information or data are approved by the Board of Directors:

1. Purpose, necessity and anticipated benefit of acquiring or disposing assets.
2. Reason for choosing the Related Party as the transaction counterparty.
3. Related information or data regarding the assessment of the reasonableness of the preliminary transaction conditions to be in accordance with the provisions of Article 15 to Article 17 while acquiring real estate or right-of-use assets thereof from a Related Party.
4. The acquisition price and acquisition date of the real estate between the Related Party and its original trading counterparty, and the relationship between the foresaid transaction counterparty and the Company and the Related Party.
5. Monthly forecast statements of cash-in and cash-out flow of the coming year after the month in which the contract is expected to be entered into and the furthermore assessment of the necessity of the transaction and of the reasonableness of the usage of the funds.
6. An appraisal report issued by a Professional Appraiser or opinions given from a certified public accountant

to be obtained according to the above-mentioned Article.

7. The constraint conditions and other material conventions of the transaction.

Where the transaction in paragraph 1 of the Company or any subsidiaries that are not public companies and the transaction amount reaches 10 percent or more of the Company's total assets, the Company or any subsidiaries that are not public companies may not proceed to enter into a transaction contract or make a payment until the documents in paragraph 1 have been submitted for the approval in the Shareholders' Meeting of the Company. However, this provision does not apply to the transaction between the Company and its parent or subsidiaries, or between its subsidiaries.

The calculation of paragraph 1 and the above-mentioned transaction price shall be implemented in accordance with the second Paragraph of Article 28; the mentioned 'within the past one year' shall mean within one year backwards from the date of the subject transactions whereas transactions, which have already submitted to the Shareholders' Meeting or the Board of Directors for approval according to the Procedures, shall be excluded.

The types of transactions listed below, when to be conducted between the Company and parent companies or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital could be approved by the Company's Chairman in advance, who is authorized by the Board of Directors in accordance with Article 12, and proposed for ratification by the very next Board meeting thereafter.

The dissenting or qualified opinions from the Independent Director(s) of the Company on the matters submitted to the Board of Directors for discussion in accordance with the previous paragraph of this Article shall be placed on record in the meeting minutes of the Board of Directors meeting:

1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use.
2. Acquisition or disposal of real property right-of-use assets held for business use.

The matters for which Paragraph 1 of this Article requires submitted to the Board of Directors for a resolution shall first be approved by the audit committee with the consent of one-half or more than one-half of all members of such audit committee. If the aforesaid matter has not been approved with the consent of one-half or more than one-half of all members of the audit committee, the matter may be undertaken upon the consent of at least two-thirds of all members of the Board of Directors, but the resolution adopted by the audit committee shall be recorded in the meeting minutes of the Board of Directors meeting.

Article 15: The Company acquiring real estates or right-of-use assets thereof from a Related Party shall assess the reasonableness of the transaction cost in accordance with the following methods:

1. Transaction cost will be the amount of transaction price plus the necessary funding interest and the cost the buyer shall pay in accordance with the laws. The necessary funding interest cost can be the weighted-average interest rates of loans the Company

obtained in the year that the asset is purchased by the Company and can not be higher than the current maximum lending rate of non-financial institutions announced by the Ministry of Finance.

2. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been one year or more. However, this shall not apply where the financial institution is a related party of one of the trading partners.

If the land and the building of the same targeted object are acquired or leased together, the transaction cost of the land and the transaction cost of the building can be evaluated separately in accordance with either one of the evaluation methods of the first Paragraph of this Article.

The transaction cost shall be determined in accordance with the preceding two paragraphs of this Article, if the Company acquires any real estate or right-of-use assets thereof from its Related Party. The Company also shall request its certified public accountant to review the transaction cost and express his/her concrete opinions on the transaction cost.

Article 16: The Company acquiring real estate or right-of-use assets thereof from its Related Party shall follow the related assessment and procedures of Article 14 hereof if any one of the following conditions occurs; and the regulation of Article 15 hereof regarding the reasonableness assessment of the transaction cost does

not apply here:

1. The real estate or right-of-use assets thereof was acquired by the Related Party through inheritance or donation.
2. The period between the contract execution date at which the Related Party acquired the real estate or right-of-use assets thereof and the contract execution date of this transaction has exceeded five years.
3. The real estate is acquired through signing of a joint development contract with a Related Party, or under an arrangement on engaging a Related Party to build on the Company's own land, or engaging a Related Party to build on rented land.
4. The real property right-of-use assets for business use are acquired by the Company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital.

Article 17: When the Company acquires real estate from its Related Party, if the transaction cost of the real estate, which are derived from the evaluation of the transaction cost in accordance with the first Paragraph and second Paragraph of Article 15, is lower than the transaction price, the related matters of the transaction shall be processed in accordance with Article 18 hereof. The transaction will not be subject to the foresaid regulation if the following conditions are met and the Company can provide the objective evidence and get specific opinions of reasonableness from a Professional Appraiser in real estate and from its certified public accountant:

1. If a Related Party acquires undeveloped land or rents the land to build real estate, one of the following conditions shall be met by giving evidence:
  - (1) The evaluation of the undeveloped land is conducted in accordance with the above-mentioned two articles hereof and the evaluation value of the building, equal to the sum of the construction cost of the building and the reasonable construction profit, is exceeding the actual transaction price. The foresaid 'reasonable construction profit' shall be the average operating margin of the Related Party's construction department over the latest three years or the operating margin of the construction industries of the latest year announced by the Ministry of Finance, whichever is lower.
  - (2) The transaction conditions of other floors of the same targeted building or the transaction of other non-Related Party within one year nearby, the area of which is materially the same as that of the targeted building, after the evaluation in accordance with the usual customary practice of sale or lease regarding the reasonable floor or price difference in terms of location, are closely the same with those of the transaction of the targeted building.
2. The Company gives evidences that the transaction conditions for buying the real estate, or obtaining real estate right-of-use assets through leasing, from its Related Party are materially the same of that of a transaction of another non-Related Party nearby within the past one year, of which the area amount of the real estate is materially the same with that of the foresaid real estate of the Company's Related Party.

The mentioned ‘nearby transaction case’ in the above paragraph shall mean that the location of its real estate is in the same street or in the same street block within a 500-meter circle, or mean the public present value of its real estate is materially the same with that of the real estate of the Company’s Related Party; the mentioned ‘materially the same area amount’ shall mean the area amount of the completed transaction of the non-Related Party is not less than 50% of that of the targeted real estate; the mentioned ‘within the past one year’ shall mean within one year backwards from the date at which the Company acquires the real estate or right-of-use assets thereof.

Article 18: If the transaction cost of the real estate or right-of-use assets thereof of the Company’s Related Party, after the evaluation in accordance with the method of the preceding three Articles, is lower than the transaction price, the following matters shall be processed:

1. The amount of the difference between the transaction price and the evaluated transaction cost of the real estate or right-of-use assets thereof shall be booked as special reserves of the Company in accordance with the first paragraph of the Article 41 of the Securities and Exchange Law and shall not be distributed to shareholders in cash or in shares. If the Company is an investor of other companies, which assesses the investment in equity method, the Company also shall book the foresaid difference amount as special reserves.
2. The Audit Committee shall supervise the Company’s execution of the aforesaid matter.
3. The processing status of the preceding two

subparagraphs of this Article hereof shall be submitted and reported to the Shareholders' Meeting of the Company (the "Shareholders Meeting") and the details of the transaction shall be disclosed in the annual report and the prospectus.

The above-mentioned special reserves, which are booked in accordance with the first Paragraph of this Article, can be used after the valuation loss of the assets, which were bought or leased in high prices had been realized, or the leasing contract has been terminated, or the Company's assets were properly compensated or recovered to the original status, or there was an evidence showing that the transaction was not unreasonable and the use of the special reserves had been approved by the competent securities authority.

When acquiring real estates or right-of-use assets thereof from the Company's Related Party, if there is any evidence showing that the transaction does not comply with common business practices, the transaction shall be processed in accordance with Paragraph 1 and Paragraph 2 of this Article hereof.

#### **Chapter 4 Engage in the Transaction of Derivatives Products**

Article 19: Any derivatives trading of the Company shall be conducted in accordance with the "Handling Procedures to Engage in the Transaction of Derivatives Products" of the Company, and when doing so, the Company shall pay attention to issues of risk management and auditing to fulfill the Internal Control System of the Company.

## **Chapter 5 Merger, Spin-off, Acquisition or Share Exchange**

Article 20: Before the resolution of the Board of Directors regarding a merger, spin-off, acquisition or share exchange that the Company is planning to conduct, opinions regarding the reasonableness of the share exchange ratio, acquisition price or cash distribution to shareholders shall be obtained from the certified public accountants, lawyers or securities underwriters and submitted to the Board of Directors for their approval. However, the requirement of obtaining an aforesaid opinion on reasonableness issued by an expert may be exempted in the case of a merger by the company of a subsidiary in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, and in the case of a merger between subsidiaries in which the Company directly or indirectly holds 100 percent of the respective subsidiaries' issued shares or authorized capital.

Article 21: When the Company participate in a merger, spin-off or acquisition, the Company shall prepare a public document containing the material consent matters and related matters of the merger, spin-off, or acquisition. The foresaid document, the opinions of the specialists in Article 20 hereof and the Shareholders Meeting Notice shall be delivered together to the shareholders of the Company for their reference to approve or disapprove the merger, spin-off, or acquisition. A merger, spin-off, or acquisition, which does not need the approval of the Shareholders Meeting according to the laws will not be subject to the constraint herein. If the shareholders meeting of the company, which participates in the merger, spin-off, or acquisition, can not be convened

because the quorum or votes of the meeting do not reach the requirement, or if there are other constraints by laws, or the shareholders meeting vetoes the merger, spin-off, or acquisition, the Company shall immediately make a public statement to explain the reasons of this matter, the following related operations and the date of convening the next Shareholders Meeting.

Article 22: The Company shall convene the Meeting of the Board of Directors and the Shareholders Meeting on the same date on which the other companies participating in the merger, spin-off, or acquisition convene their board of directors and the shareholders meeting, except for the case, regulated by the laws or having specific causes with prior approval from the competent securities authority.

The Company shall convene the Meeting of Board of Directors on the same date on which the other companies participating in the shares exchange convene their meeting of board of directors, except for the case, regulated by the laws or having specific reasons with the prior approval from competent securities authority.

In the case that the Company participates in the merger, spin-off, acquisition or shares exchange, the information set forth as below shall be completely prepared in writing and kept safely for five years. In addition, the information set forth under Item 1 and Item 2 of this paragraph, as shown below, shall be reported in compliance with the required forms within two days from this date on which the Board of Directors approves such matter in the website designated by the competent securities authority.

1. Personnel information: including title, name and

identification number (or passport number for a foreigner) of persons who participate in or execute the merger, spin-off, acquisition or shares exchange before such matter is publicly announced.

2. Date of a material event: including the date on which an intention letter or a memorandum is signed, a financial or legal consultant is mandated, a contract is signed or the Board of Directors meeting is convened.
3. Material documents and the meeting minutes of the Board of Directors meeting: including the plan of merger, spin-off, acquisition or shares exchange, the intention letter or memorandum, the material contracts, the meeting minutes of the Board of Directors meeting and so forth.

If the opposite party of the transaction of merger, spin-off, acquisition or shares exchange in which the Company participates is not a listed company or an over-the-counter-listed company, the Company shall enter into an agreement with such party and shall comply with the preceding paragraph of this Article.

Article 23: All the persons, who participate in or know of the merger, spin-off, acquisition or share exchange of the Company, shall submit a written confidentiality covenants. Before the public announcement of the related information, those persons shall not disclose the contents of the plan of the merger, spin-off, acquisition or share exchange and shall not buy or sell shares or other equity-related securities of the related companies of the merger, spin-off, acquisition or share exchange in their own names or in the names of other persons.

Article 24: Except for the following conditions, when the

Company participates in the merger, spin-off, acquisition or share exchange, the share exchange ratio or the acquisition price can not be altered arbitrarily and the conditions below shall be included in the contract of the merger, spin-off, acquisition or share exchange:

1. Issuance of new shares after capital increase in cash, issuance of convertible bonds, issuance of bonus shares, issuance of bonds with options, issuance of preferred stocks with options, issuance of stock options or issuance of other equity-related securities.
2. Activities, such as disposal of any of the Company's material assets, that have impact on the Company's financial operations.
3. Matters, such as the occurrence of material disasters and significant change of technologies, that affects the shareholders' rights or the share price.
4. Adjustment of buying treasury stock by any one of the companies that participate in the merger, spin-off, acquisition or share exchange according to the laws.
5. Increase or decrease of the number of companies that participate in the merger, spin-off, acquisition or share exchange.
6. Other conditions that can be altered have been included in the contract and have been disclosed publicly.

Article 25: When the Company participates in the merger, spin-off, acquisition or share exchange, the contract of such merger, spin-off, acquisition or share exchange shall specify the obligations and rights of the companies, which participate in the merger, spin-off, acquisition or share exchange. In addition, the contract shall specify

the following items:

1. Default clause.
2. Handling principles of the equity-related securities or the treasury stocks bought by the companies, which will disappear due to the merger or which will be split due to the spin-off, before the events happen.
3. The amount of treasury stock that the participating companies can buy back on the date the ratio of the exchange of shares has been determined as well as the handling procedures thereof.
4. Handling methods of the increase or decrease of the number of the participating companies.
5. The projected execution progress and the projected completion date of the plan.
6. Handling procedures of convening the expected shareholders meeting, which shall be convened in compliance with the laws if the plan can not be completed on schedule, such as the determination of the date of the shareholders meeting.

Article 26: If the Company participating in the merger, spin-off, acquisition or share exchange, after the disclosure of the related information, intends to participate in a merger, spin-off, acquisition or share exchange of another company, the completed procedures or legal activities of the original merger, spin-off, acquisition or share exchange shall be conducted again by all of the participating companies, except for the condition that the number of the participating companies decreases and the shareholders meeting of the companies, participating in the original merger, spin-off, acquisition or share exchange, have resolved to authorize the Board of

Directors to alter.

Article 27: If the any company, which participates in the merger, spin-off, acquisition or share exchange is not a public company, the Company shall enter into an agreement with this party and conduct related matters in accordance with Article 22, Article 23 and Article 26 hereof.

### **Chapter 6 Public Disclosure**

Article 28: If any one of the following conditions occurs during the acquisition or disposal of assets by the Company, the reporting and public announcements of the subject transaction shall be made in compliance with the required forms within two days from the date of the event in the website designated by the competent securities authority:

1. Acquisition of real estate or right-of-use assets thereof from or disposal to a Related Party or acquisition or disposal of other non-real-estate assets or right-of-use assets thereof from a Related Party with the transaction price reaching 20% or more of the Company's paid-in capital, 10% or more of total assets or NT\$ 300 million or more. The aforesaid provisions hereof shall not be applicable to trading domestic government bonds or trading bonds under re-purchase/re-sale agreements or purchase/repurchase of domestic money market funds issued by domestic securities investment trust enterprises.
2. Merger, spin-off, acquisition or share transfer.
3. Financial derivatives transaction of which maximum loss for all and individual contract exceeds the maximum limit specified in the Procedures.

4. Acquisition or disposal of operation-purpose machinery and equipment or right-of-use assets thereof with non-related parties in an amount exceeding NT\$ 1 billion.
5. Acquisition of real estate by way of contracting third parties to construct on land owned or rented by the Company, distribution of buildings under a joint construction project, distribution of profits under a joint construction project, or selling buildings under a joint construction project, and furthermore the trading counterparty is not a related party, and the amount the Company plans to contribute exceeding NT\$ 500 million.
6. Assets acquisition or disposal other than those mentioned above or execution of investments in Mainland China, where the amount reaches 20% or more of the Company's paid-in capital or exceeds NT\$300 million. The following situations shall not be subject to the above filing/publishing requirements:
  - (1) Trading domestic government bonds or foreign government bonds with a sovereign rating not lower than the sovereign rating of the R.O.C.;
  - (2) Trading bonds under re-purchase/re-sale agreements, or purchase/repurchase of domestic money market funds issued by domestic securities investment trust enterprises.

The ways to calculate amounts in the foresaid Paragraph of this Article hereof will be according to the following:

1. The amount of each single transaction for acquisition or disposal of assets;
2. The accumulated amount of several transactions with

the same party for acquisition or disposal of the same kind of assets within one year;

3. The accumulated amount for acquisition or disposal (acquisition and disposal shall be cumulated separately) of real estate or right-of-use assets thereof under the same development project within one year;
4. The accumulated amount for acquisition or disposal (acquisition and disposal shall be cumulated separately) of the same security within one year.

The “within the past one year” used in the second Paragraph of this Article hereof shall mean within one year backwards from the date of the subject transactions whereas transactions, which have already been published, shall be excluded.

Article 29: Should there be any mistake or omission in the Company’s required public announcement, the Company needs to repeat its public announcement of all items when the Company conduct the acquisition or disposal of assets within two days from the date when is the Company becomes aware of the error or omission.

Article 30: The contracts, meeting minutes, memoranda, appraisal reports, and opinions of certified public accounts, lawyers or securities underwriters in connection with the Company’s acquisition or disposal of assets shall, except as otherwise specified by relevant laws, be kept in the Company’s records for at least five years.

Article 31: Should any of the following conditions occur after the reporting and public announcements of transactions based on the preceding three Articles, the Company needs to report and make public announcements accordingly on the website appointed by the competent

securities authority within two days from the date of the event:

1. Amendment, termination or cancellation of the original agreement;
2. Merger, spin-off, acquisition or share transfer not completed as scheduled in the agreement.
3. Changes of the original reporting and public announcements.

## **Chapter 7 Supplemental Provisions**

Article 32: If the acquisition or disposal of assets by the Company's subsidiary, which is not a domestic public company, reaches the reporting criteria specified in the preceding Chapter of the Procedures, the Company shall make the reporting and public announcements on behalf of its subsidiary.

The paid-in capital or total assets specified in the first Paragraph of Article 28, in connection with the criteria of reporting and public announcements shall be the paid-in capital or total assets of the Company.

Article 33: The Company's controlling and monitoring procedures towards the acquisition or disposal of assets by its subsidiaries are as follows:

1. The Company shall urge its subsidiaries to establish and execute their own "Procedures for Acquisition of Disposal of Assets".
2. If any material violation is found by the internal auditors of the subsidiaries, the subsidiaries shall deliver a written notice to the Company of this kind of violation.

The Company shall know the condition of dealing with

the violation(s) and of the resulting improvements.

Article 34: Should there be any violation of the procedures when the persons-in-charge of the Company deal with acquisition or disposal of assets, subsequent penalization is subject to the relevant HR policies of the Company.

Article 35: The relevant definition regarding 10% of the Company's total assets in the Procedures is calculated based on the total asset amount in the Company's most recent annual parent company only or individual financial reporting which is prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Article 36: After the Procedures are approved by the Board of Directors, the Procedures shall be submitted to the Shareholders Meeting for approval. Any amendment is subject to the same procedure. The dissentient or qualified opinions from the Independent Director(s) shall be record in the meeting minutes of the Board of Directors meeting.

The matters for which paragraph 1 requires submitted to the Board of Directors for a resolution shall be approved with the consent of one-half or more than one-half of all members of the Audit Committee. If the aforesaid establishment or revision of this Procedures has not been approved by the Audit Committee with the consent of one-half or more than one-half of all members of the Audit Committee, the establishment or revision of this Procedures may be undertaken upon the consent of at least two-thirds of all members of the Board of Directors, but the resolution adopted by the Audit Committee shall be recorded in the meeting minutes of the Board of Directors meeting.

## Nanya Technology Corporation

### Current Shareholdings of Directors

Title	Name	Shareholding (share)
Chairman	Ming Jen, Tzou Representative of NPC	907,303,775
Director	Wen Yuan, Wong	4,000
Director	Susan Wang	0
Director	Chia Chau, Wu Representative of NPC	907,303,775
Director	Pei-Ing Lee Representative of NPC	907,303,775
Director	Lin-Chin Su	480,601
Director	Joseph Wu	250,000
Director	Rex Chuang	425,000
Independent Director	Shu-Po Hsu	0
Independent Director	Ching-Chyi Lai	0
Independent Director	Tain-Jy Chen	0
Independent Director	Ming-Ji Wu	0

Note: According to Article 26 of Securities and Exchange Act, as of March 23, 2026, the minimum shareholdings of the Company's Directors are 74,367,070 shares, and the actual shareholdings of the Company's Directors are 908,463,376 shares.