

Nanya Technology Corporation

Notice of the 2022 Annual Shareholders' Meeting

Time: 10:00 a.m., Thursday, May 26, 2022

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

The annual general meeting will be held physically with the assistance of video chat by using the video conferencing platform provided by Taiwan Depository & Clearing Corporation (TDCC).

(<https://www.stockvote.com.tw>)

Shareholders who intend to attend the meeting via video chat must register on the TDCC Voting Platform – shareholders' meeting video conferencing platform between April 25, 2022 and May 23, 2022, and sign in within 30 minutes before the shareholders' meeting starts. Shareholders will be deemed as attending in person once they sign in. If the video conferencing platform or video chat malfunctions due to a natural disaster, incident, or other force majeure events on the day of the shareholders' meeting, and the issue cannot be resolved for a period reaching 30 minutes, the Company will postpone or resume the meeting at No.336, Sec. 1, Nankan Rd., Luzhu Dist., Taoyuan City, Taiwan (R.O.C.) at 11:00 on May 30, 2022. Please refer to notification 5-8 for relevant notices and description.

■ For shareholders' reference

I. The agenda for the Meeting is as follows:

1. Report Items

- (1) Business Report for 2021
- (2) Audit Committee's Review Report for 2021
- (3) Report of Distribution of Employees' Compensation for 2021

2. Ratification Items

- (1) To Ratify the Business Report and Financial Statements for 2021
- (2) To Ratify the Proposal for Distribution of 2021 Profits

3. Discussion Items (I)

- (1) To Approve Amendments to the Articles of Incorporation of the Company
- (2) To Approve Amendments to the "Procedure of Acquisition or Disposal of Assets of the Company" of the Company

4. Election of the Directors (including Independent Directors)

5. Discussion Items (II)

- (1) Release of Directors from Non-Competition Restrictions

6. Extraordinary Motions

II. The major items of the proposal for the distribution of 2021 profits adopted at the Board of Directors meeting are as follows:

Cash dividends to Common Shareholders: Totaling NT\$11,470,000,000. Each Common Shareholder will be entitled to receive a Cash Dividend of NT\$3.70349933 per share.

(Remark: The total outstanding shares may increase as the Company's employees may elect to exercise their stock option rights. The final cash dividend per share may need to be adjusted accordingly. While the distribution of cash dividends to each individual shareholder is less than 1 dollar, the distribution will be rounded to the nearest dollar.)

III. Shareholders are eligible to exercise voting rights electronically in the general meeting from April 25, 2022 to May 23, 2022. Please log in to "shareholder e-vote" webpage of TDCC to vote according to relevant instructions.

(<https://www.stockvote.com.tw>)

IV. Registration time for the general meeting starts from 9:00 on May 26, 2022, and shareholders or proxies entrusted by the shareholders should present the attendance certificates, attendance signature cards or other attendance identifications at the meeting. Solicitors of power of attorney should bring identification documents for verification.

V. The Company will compile all solicitation information from shareholder solicitation letters of attorney in the general meeting and transmit to Securities & Futures Institute (SFI) as an electronic file on April 25, 2022. Shareholders are kindly requested to enter SFI website (<https://free.sfi.org.tw>) and click on "Free Enquiry System for Proxy Announcement Related Information", and select "Entrance for inquiry of proxy announcement meeting information" on the right side. (Stock code of the Company: 2408)

VI. The election of Directors (including Independent Directors) adopted the candidate nomination system, the shareholders with over 1% shareholding of the Company nominated 8 Directors and 4 Independent Directors Candidates. Please refer to "The related information of the Director and Independent Director Candidates".

- VII. Forms of notice of attendance and the proxy are separately attached. If a shareholder decides to attend the meeting personally, please sign or seal on the "Notice of Attendance" (no need to send back) and bring it to the shareholder meeting for attendance. If a shareholder entrusts a proxy to attend the meeting, please sign or seal on the power of attorney, fill in the name and address information of that proxy in person, and send it to the stock affairs team of the Company five days before the meeting so as to further send the attendance card to the proxy.
- VIII. Stock affair team of the Company will be in charge of statistical verification of power of attorney.
- IX. For proposal references and English version of the meeting notice / meeting handbook for the general meeting, please check out Market Observation Post System website (<https://mops.twse.com.tw>) for inquires. Route: Basic Information / Electronic Books / Shareholders' meetings, and type in stock code "2408", year "111" for inquires.
- X. Hereby notified.

■ **Notification**

1. For the amendment of contact address in this notice of attendance, please send to the Company before May 19, 2022 for further adjustment.
2. For shareholders who decide to attend the general meeting in person, please sign or seal on the notice of attendance. For shareholders who entrust a proxy to attend the meeting, please sign or seal on the power of attorney, fill in the name and address information of that proxy in person, and send it to the stock affairs team of the Company five days before the meeting so as to further send the attendance card to the proxy.
3. The cash dividend distribution date will be further decided after the approval is given in the shareholders' meeting. Cash dividends are distributed by remittance. Please check the bank account information in the "application form for registration of cash dividend remittance account" as attached, and only send back the application form with the amended bank account information and sealed to the Company before June 6, 2022 when the account information needs to be changed.

4. For the meeting attendees who require to reapply for the attendance certificates, please directly make the application at the venue before the meeting begins.
5. Shareholders who attend the meeting via video chat may exercise voting rights from the time the chairman announces the meeting till the chairman announces the voting closes, and for those who does not vote within the voting period are deemed waived. Questions for all proposals are raised in texts within 200 words, and for each specific proposal a shareholder could only propose opinions twice. Please check out TDCC website for more instructions of the video conferencing platform.

【<https://www.tdcc.com.tw/portal/zh/page/show/402897967d841dba017e8eea7fc5009c>】

6. Please contact 02-2718-9898 for queries about registering or connecting to the meeting via video chat. The Company cannot be held responsible for poor internet connection, delays, inability to connect live broadcasts, raise questions or exercise voting rights on the day of the general meeting due to issues on the internet or related equipment adopted by the shareholder. Shareholders who have doubts about this are advised to exercise the voting rights electronically in advance, or attend the shareholders' meeting physically.
7. Postponement or resumption of shareholders' meeting:
 - (1) Shareholders that do not register to attend the original shareholders' meeting via video chat may not attend the postponed or resumed meeting.
 - (2) If the video conferencing platform or video chat malfunctions for a period reaching 30 minutes due to a natural disaster, incident, or other force majeure event on the day of the annual general meeting and shareholders can no longer attend via video chat, the meeting will continue if the number of shares in attendance after deducting the number of shares attending via video chat reaches the quorum requirement. The shares represented by shareholders, solicitors, and proxies attending via video chat will be counted in the total number of shares in attendance, but will be deemed as abstaining from voting on all agenda items of the shareholders' meeting. In the event shareholders encounter the situation described above, please call 02-2718-9898.
 - (3) If the results of all agenda items are already announced when the situation in the preceding paragraph occurs and there are no extempore motions, the

chairperson may directly announce adjournment of the meeting.

8. For shareholders who attend the meeting via video chat, please do not distribute or repost the URL of the live broadcast, or record the video or audio of the shareholders' meeting by means of machines or other recording software, so as to protect the attendees' rights.

■ **The related information of the Director and Independent Director Candidates**

1. The 8 Director Candidates:

Name	Education	Major Experience	Shareholding (Share)
Chia Chau, Wu Representative of NPC	Bachelor in Business Administration, National Chengchi University	Current Appointment: Chairman of NPC Chairman of Nan Ya PCB Corp. Chairman of Nanya Technology Corp. Experiences: President of NPC	907,303,775
Wen Yuan, Wong	Master in Industrial Engineering, University of Houston	Current Appointment: Chairman of Taiwan Textile Federation Chairman of Formosa Taffeta Co., LTD Chairman of Formosa Advanced Technologies Co., LTD Experiences: Chairman of FCFC	4,000
Susan Wang	Barnard College, U.S.	Current Appointment: Managing Director of FPC Managing Director of FPCC Director of Formosa Sumco Technology Corp. Experiences: Executive Vice President of FPC-USA	0
Pei-Ing Lee	Ph.D. in Chemical Engineering, Syracuse University	Current Appointment: President of Nanya Technology Corp. Experiences: Senior Vice President of Nanya Technology Corp.	1,155,098

Name	Education	Major Experience	Shareholding (Share)
Ming Jen, Tzou	Associate Degree in Department of Chemical Engineering, Provincial Taipei Institute of Technology	Current Appointment: President of NPC Experiences: Executive Vice President of NPC	0
Lin-Chin Su	Ph.D. in Materials Science and Engineering, the University of Utah	Current Appointment: Executive Vice President of Nanya Technology Corp. Experiences: Senior Vice President of Nanya Technology Corp.	370,601
Joseph Wu Representative of NPC	Master in Material Engineering, National Taiwan University	Current Appointment: Vice President of Nanya Technology Corp. Experiences: Assistant Vice President of Nanya Technology Corp.	907,303,775
Rex Chuang Representative of NPC	Master in Materials Engineering, San Jose State University	Current Appointment: Vice President of Nanya Technology Corp. Experiences: Assistant Vice President of Nanya Technology Corp.	907,303,775

2. The 4 Independent Directors Candidates:

Name	Education	Major Experience	Shareholding (Share)
Ching-Chyi Lai	Master in Department of Public Finance, National Chengchi University	Current Appointment: Chair Professor of Chung Hua University Experiences: Chairman of Chunghwa Post Corp.	0
Shu-Po Hsu	Master in Graduate Institute of Criminology, National Chung Cheng University	Current Appointment: Chairman of General Chamber of Commerce of the Republic of China Experiences: Chairman of The Life Insurance Association of the Republic of China	0

Name	Education	Major Experience	Shareholding (Share)
Tsai-Feng Hou	Master in Public Policy Program, National Sun Yat-sen University	Current Appointment: Special Assistant to the Chairman of Orient Semiconductor Electronics, Limited Experiences: President of Ta Chong Securities Corp.	0
Tain-Jy Chen	Ph.D. in Economics, Pennsylvania State University	Current Appointment: Emeritus Faculty of National Taiwan University Experiences: Minister of National Development Council	0

■ Precautionary measures

1. Shareholders are advised during this period of the COVID-19 pandemic to use the Shareholder E-Voting system to exercise their voting rights. If a shareholder intends to attend the shareholders meeting in person, he/she is advised to wear a mask and comply with body temperature measurement at the venue. Any shareholder who is found to have a forehead temperature of 37.5°C or an inner ear temperature of 38°C will be asked to be subjected to home quarantine or to seek immediate medical attention.
2. If the Company finds need to change the meeting venue of the shareholders meeting in response to the pandemic, such material information will be announced on the Market Observation Post System (MOPS).

(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.)