

Advantech Co., Ltd.

Corporate Charter (Articles of Incorporation)

Chapter 1 General Rules

Article 1 : The Company was organized in accordance with the provisions of the Company Law and was known as “Advantech Co., Ltd.”

Article 1.1 When conducting its business, every company shall comply with the laws and regulations as well as business ethics and may take actions which will promote public interests in order to fulfill its social responsibilities.

Article 2 : The Company’s business operation is as follows:

1. CC01060 Wire communications machinery and equipment manufacturing
2. CC01070 Wireless communications machinery and equipment manufacturing
3. CC01080 Electronic Components Manufacturing
4. CC01110 Computer and peripheral equipment manufacturing
5. CE01010 General equipment manufacturing
6. E605010 Computer equipment installation industry
7. EZ05010 Instrument and meters installation engineering
8. I301010 IT software services industry
9. I301020 Data processing services
10. I301030 Electronic information supply services
11. CC01101 RF controlled telecommunications equipment manufacturing
12. F401021 RF controlled telecommunications equipment importing
13. IG03010 Energy and Technical Services
14. CC01030 Electrical appliances and audio-video electronic products manufacturing
15. F113020 Electrical appliances wholesale
16. F213010 Electrical appliances retail
17. CF01011 Medical Devices Manufacturing.
18. ZZ99999 In addition to the licensed businesses, may conduct other businesses that are not prohibited or restricted.

Article 2.1 : The Company for business needs may conduct the making of endorsement and guarantee.

Article 3 : The Company’s headquarters is in Taipei and may setup offshore branches with the resolution of the board of directors.

Article 4 : The Company may have announcements made in accordance with Article 28 of the Company Law.

Chapter 2 Shares

- Article 5** : The Company's total capital amounted to NT\$10 billion with 1 billion shares authorized at NT\$10 par. The board of directors is authorized to have stock shares issue separately. For the total capital referred to above, NT\$500 million is reserved for exercising stock option with warrant or bonds with attached warrants. The Company has stock shares transferred to employees at a price below the average repurchase price; also, the transaction prior to the transfer of shares should be presented in the most recent shareholders' meeting that is attended by the shareholders with a majority shareholding and approved by the attending shareholders with two thirds of the shareholding.
- Article 5.1** : When the Company issuing employee warrants at a price below the Company's common stock closing price on the issuing date, the transaction of share issuance should be presented in the shareholders' meeting that is attended by the shareholders with a majority shareholding and approved by the attending shareholders with two thirds of the shareholding.
- Article 5.2** The entitled transferees who receive the shares bought by the Company based on Article 167-1 of Company Act include the employees of parents or subsidiaries of the company meeting certain specific requirements.
The entitled transferees who receive share subscription warrants based on Article 167-2 of Company Act include the employees of parents or subsidiaries of the company meeting certain specific requirements.
The employees who are entitled to subscribe new shares or restricted stock issued by the Company based on Article 267 of Company Act include the employees of parents or subsidiaries of the company meeting certain specific requirements.
- Article 6** : Deleted
- Article 6.1** : Deleted
- Article 7** : The Company is exempted from having the stock shares printed out after issuance; however, the Company should contact the securities depository and clearing institution for registration.
- Article 8** : The registration for any change made to the Shareholder Registry should be ceased 60 days prior to the general shareholders' meeting, 30 days prior to the extraordinary shareholders' meeting, or 5 days prior to the Company's deciding to distribute dividends and bonuses or other benefits.

Chapter 3 Shareholders' meeting

- Article 9** : Shareholders' meeting includes general shareholders' meeting and extraordinary shareholders' meeting. General shareholders' meeting is held annually and it is

convened by the board of directors lawfully six months after the fiscal year. Extraordinary shareholders' meeting is convened when it is necessary.

The Company may hold a shareholders meeting by means of a visual communication network or other methods promulgated by the central competent authority.

Article 10 : Shareholders who are unable to attend the shareholders' meeting in person may have a representative appointed to attend the meeting by issuing the proxy that is printed by the Company with the scope of authorization specified and then signed or sealed. The proxy referred to above is regulated in accordance with the "Regulations for the Use of Proxies for Shareholders' Meeting of Public Companies."

Article 11 : It is one voting right per share for the shareholders of the Company, except for those subject to restrictions or those who have no voting right according to the Company Law.

Article 12 : The resolution reached in the shareholders' meeting, unless otherwise provided by law, can be enforced after being presented in the shareholders' meeting that is attended by a majority of shareholders in person or by proxy and approved by the attending shareholders with a majority shareholding.

Chapter 4 Directors

Article 13 : The company has seven ~ nine directors. Nominated for a term of three years and they are elected from the capable candidates in the shareholders' meeting; also, they can be re-elected. There must be at least than three independent directors (not less than one fifth of the total number of directors) out of the number of directors referred to above. The independent directors are to be elected from the candidates in the shareholders' meeting. The professional qualifications of the independent directors, shareholdings, limitation of part-time job, the nomination and appointment method, and other matters to be complied with must be processed according to the relevant provisions of the competent authorities.

Article 13.1 : The exercise of power by the board of directors is as follows:

1. The elaboration of the Corporate Charter
2. The elaboration of the Company's business plan
3. The elaboration of the Company's profit distribution
4. The elaboration of the Company's capital increase and decrease
5. The review and approval of the Company's budget and the preparation of the Company's final account
6. The elaboration of the acquisition and disposal of fixed assets by the Company

and the investment in other businesses

7. The powers endowed in accordance with the law and regulations and in the shareholders' meeting

- Article 13.2 : The Company has established an Audit Committee based on Article 14-4 of Securities and Exchange Act.
- Article 13.3 : The total shares of the Company held by all directors to be processed in accordance with the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies" published by the competent authorities.
- Article 13.4 : The company may obtain directors liability insurance with respect to liabilities resulting from exercising their duties during their terms of directorship.
- Article 13.5 : The board of directors is authorized to deliberate and determine the remuneration of all directors according to their participation in and contribution to the Company's business operation and by referring to the remuneration standard of the domestic industry.
- Article 13.6 : The Audit Committee of the Company fully consists of independent directors. The exercise of powers and related matters by the Committee and its members shall be performed in accordance with the laws and regulations stipulated by the competent authority.
- Article 14 : The Board of Directors is formed by the directors. The Chairman is elected by a majority of the attending directors at the board meeting that is attended by two thirds of the directors.
- Article 14.1 : Meetings of the board of directors shall be convened by the chairman of the board of directors.
The majority or more of the directors may, by filing a written proposal setting forth therein the subjects for discussions and the reasons, request the chairman of the board of directors to convene a meeting of the board of directors.
If the chairman of the board of directors fails to convene a meeting of board of directors within 15 days after the filing of the request under the preceding paragraph, the proposing directors may convene a meeting of board of directors on their own.
- Article 14.2 : The Company may at any time in case of emergency convene a board meeting and with the directors informed in writing or by E-mail or fax.
- Article 15 : When the Chairman is unable to exercise powers due to a leave or for other reasons, the matter regarding the deputy of the Chairman should be handled in accordance with Article 208 of the Company Law.
- Article 15.1 : The resolutions of the board of directors, unless otherwise provided by the Company Law and the Corporate Charter, shall be exercised with the consent of a majority of

the attending directors at the board meeting that is attended by a majority of the directors. Directors should attend board meetings in person. The director who is unable to attend board meetings in person may authorize another director in writing to attend the board meetings; however,

the above mentioned proxy should be issued each time with the scope of authorization detailed to have one and only deputy delegated.

Article 16 : Deleted

Chapter 5 Managers

Article 17 : The Company may have several managers appointed; also, the appointment, dismissal, and remuneration should be processed in accordance with Article 29 of the Company Law.

Chapter 6 Accountant

Article 18 : The Company's board of directors shall at the end of each fiscal year have the following composed (1) Business Report (2) Financial Reports (3) Profit Distribution Proposals for acknowledgement in the shareholders' meeting.

Article 19 : Deleted

Article 19.1 : The Company engages in high-tech computer and Internet-related industries and is in the growth stage of the business life cycle. In response to the overall business environment and industry growth characteristics and the pursuit of the Company's sustainable development, the long-term interests of shareholders, the stable operating performance goal, and the stable growth of earnings per share in accordance with the Company's future capital expenditure budget and fund needs, the Company's stock dividend distribution is limited to 75% of the total dividend planned for distribution.

Article 20 : The Company may, by a resolution adopted by a majority vote at the meeting of the Board of Directors attended by two-thirds of total members, have the profit value not less than 5% of the total Company's surplus (if any) distributable as employees' compensation distributed in the form of shares or in cash. The entitled transferees who receive the compensation include the employees of parents or subsidiaries of the company meeting certain specific requirements. The remuneration for Directors with the maximum value as 1% of the above-mentioned Company's surplus may be distributable by a resolution adopted by the Board of Directors. The proposed bonus to employees and remuneration to directors should be presented in the shareholders' meeting for a resolution. If the company is with accumulated losses, an amount for making up the losses should be reserved in advance before appropriating bonus to employees and remuneration to directors according to the ratio referred to above.

Article 20.1 : The Company's reinvestment may exceed 40% of the paid-in capital and with the

board of directors authorized to execute it.

Article 20.2

The Company shall, after its losses have been covered and all taxes and dues have been paid and at the time of allocating surplus profits, first set aside 10% of such profits as a legal reserve. However when the legal reserve amount has reached the one of the paid-in capital of the Company, this shall not apply. The balance shall be accounted or reversed to special reserve based on legal regulations, and accumulated to undistributed earnings (if any further balance exists after the accounting or reversal). The Board of Directors shall draft the proposal for surplus distribution. Such surplus is distributable by a resolution adopted by the shareholders' meeting if adopt distribution approach in the form of shares, and a resolution adopted by the Board of Director if adopting the approach in cash.

The company's dividend policy is formed under the consideration of its future funding demands and long-term financial planning as well as the interests of shareholders to distribute at least 30% of available profits for revenue allocation as dividends to shareholders annually; and among them, the distribution of cash dividends shall not be less than 20% of the total dividend distribution amount of that particular year.

Chapter 7

Annexes

Article 21

: The matters that are not addressed in the Corporate Charter should be processed in accordance with the Company Law and the related regulations.

Article 22

The Corporate Charter (Article of Incorporation) was established on September 25, 1981 (the first time ~ Twentieth are omitted).

The 21st amendment of the Corporate Charter (Article of Incorporation) was made on May 2, 2003.

The 22nd amendment of the Corporate Charter (Article of Incorporation) was made on May 27, 2003.

The 23rd amendment of the Corporate Charter (Article of Incorporation) was made on May 24, 2005.

The 24th amendment of the Corporate Charter (Article of Incorporation) was made on November 18, 2005.

The 25th amendment of the Corporate Charter (Article of Incorporation) was made on June 16, 2006.

The 26th amendment of the Corporate Charter (Article of Incorporation) was made on June 15, 2007.

The 27th amendment of the Corporate Charter (Article of Incorporation) was made on June 12, 2008.

The 28th amendment of the Corporate Charter (Article of Incorporation) was made on May 15, 2009.

The 29th amendment of the Corporate Charter (Article of Incorporation) was made on May 18, 2010.

The 30th amendment of the Corporate Charter (Article of Incorporation) was made on May 25, 2011.

The 31st amendment of the Corporate Charter (Article of Incorporation) was made on June 13, 2012

The 32nd amendment of the Corporate Charter (Article of Incorporation) was made on June 18, 2014.

The 33rd amendment of the Corporate Charter (Article of Incorporation) was made on May 28, 2015.

The 34th amendment of the Corporate Charter (Article of Incorporation) was made on May 25, 2016.

The 35th amendment of the Corporate Charter (Article of Incorporation) was made on May 26, 2017.

The 36th amendment of the Corporate Charter (Article of Incorporation) was made on May 24, 2018.

The 37th amendment of the Corporate Charter (Article of Incorporation) was made on May 28, 2019.

The 38th amendment of the Corporate Charter (Article of Incorporation) was made on May 28, 2020.

The 39th amendment of the Corporate Charter (Article of Incorporation) was made on May 27, 2021.

The 40th amendment of the Corporate Charter (Article of Incorporation) was made on May 26, 2022.