

Stock Code: 3675

Eris Technology Corporation

2021 Annual General Shareholders' Meeting

Meeting Agenda (Translation)

Meeting Time: 9:00 a.m., June 28, 2021

Venue: 6F., No.23, Lane 155, Sec. 3, Beishen Rd., Shenkeng Dist.,
New Taipei City, 22203, Taiwan

Notice: This translation document is prepared in accordance with the Chinese version and is for reference only. In the event of any inconsistency between the English version and the Chinese version, the Chinese version shall prevail.

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Eris Technology Corporation

2021 Annual General Shareholders' Meeting Procedures

1. Declaration of the Commencement of the Meeting
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3. Opening Remarks by the Chairman
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6. Extemporaneous Motions
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Eris Technology Corporation

2021 Annual General Shareholders' Meeting Agenda

Time: 9:00 a.m., June 28, 2021

Venue: 6F., No.23, Lane 155, Sec. 3, Beishen Rd., Shenkeng Dist., New Taipei City, Taiwan

I. Reports Items

- (1) Report on business for the year 2020
- (2) Audit Committee's Review Report for the year 2020
- (3) Report of the distribution of compensation to employees for the year 2020

II. Ratification Items

- (1) Ratification of the Business Report and Financial Statements of 2020.
- (2) Ratification of the proposal for distribution of 2020 profits.

III. Extemporaneous Motions

IV. Adjournment

Reports Items

Item 1 Report on Business for the year 2020.

Explanation: The Business Report for the year 2020, please refer to Attachment 1.

Item 2 Audit Committee's Review Report for the year 2020

Explanation: For the Review Report provided by the Audit Committee, please refer to Attachment 2.

Item 3 Report of the distribution of compensation to employees for the year 2020

Explanation: (1) In accordance with the Articles of Incorporation of the Company, if there is any profit in a fiscal year, the Company's pre-tax profits in such fiscal year, prior to deduction of compensation to employees, shall be distributed to employees as compensation in an amount of 1~5% of such profit. Notwithstanding the foregoing, in the event that the company has accumulated losses, the Company shall first reserve an amount to offset such accumulated losses.

(2) The distribution of compensation to employees for the year 2020, as approved by the Compensation Committee Meeting and the Board of Directors.

(3) The employees' compensation was NT\$3,400,000 and the distributed in cash, respectively.

Ratification Items

Item 1: Ratification of the Business Report and Financial Statements of 2020.

Proposal: Submission (by the BOD) of the Company's 2020 business report and financial statements for ratification.

Explanation:

1. The Company's 2020 financial statement have been audited by Tzu-Jung Kuo and Hsiu-Chun Huang, certified public accountants from Deloitte & Touche, who have issued an Audit Report. In addition, the Business Report has been reviewed and examined by the Audit Committee meeting and that Audit Committee has issued a Review Report accordingly.
2. The "Business Report for the Year 2020" and "Financial Statements for Year 2020", please refer to Attachments 1 and 2. For "Financial Statements for Year 2020" please refer to company's website (www.eris.com.tw).

Resolution:

Item 2: Ratification of the proposal for distribution of 2020 profits.

Proposal: Submission (by the BOD) of the proposal for 2019 earnings distribution for ratification.

Explanation:

1. The proposal for Eris Technology's (the Company) 2020 appropriation of earnings had been approved in the Board of Directors meeting convened on March 4, 2021.
2. In Fiscal Year 2020, the Company made a net profit of NT\$93,334,859. The dividends and bonus proposed to be distributed to the shareholders shall be NT\$88,856,500 in cash (NT\$2.0 per share). For 2020 Profit Distribution Table, please refer to Attachment 5.
3. Submission for ratification.

Resolution:

Extemporaneous Motions

Adjournment

【Attachment 1】

Business Report for the Year 2020

Since the outbreak of the COVID-19 epidemic in early 2020, not only has it disrupted the original industrial order of the electronics industry, but also lots of countries have been hang over in the haze of the COVID-19 new crown pneumonia, especially in Europe and the United States. Its has spread more and more severely, and global business operations are facing severe tests and market uncertainties. Under such factors as the increase and weak investment confidence in the market, Eris Tech.(The Company') knows that having healthy employees is the key to the smooth progress of the company's production and operations. Therefore, since the first quarter of last year, the company has been actively deploying anti-epidemic measures in advance, conducting regular environmental disinfection operations throughout the plant and offices, to guard against the epidemic and provide a healthy workplace environment for employees.

As the saying goes: "When the wave recedes, the truth becomes clear." During the COVID-19, in this critical year, the company, in addition to employees training, build up or plant root a foundation, actively worked throught in three major direction items in terms of operational business strategy: (1) Wafer manufacturing process (innovative research and development) , (2) Automated packaging process (replace the old with the new), (3) Construct the MPE system (make the data consistent). The following is a report on the company's business overview for the year 2020, and summaries of the business plan for the year 2021, and an explanation of the company's future development strategy as follows:

I. 2020 Financial Performance

The Company's 2020 consolidated revenue reached NT\$1,537,470 thousand, lightly down 0.67% year-on-year (YoY). For operating income increased by 1.48% year-on-year respectively. Moreover, after-tax net profit fell 16.46% to NT\$93,681 thousand over the same period. Earnings per share is NT\$2.10.

The reason for the decrease in the company's after-tax net profit compared to the same period was mainly due to the sharp decline in the exchange rate of the New Taiwan dollar from the third quarter, reaching an average value of NT\$ 28.51.

2020 Financial Performance Table (Units: NTD thousand ; %)

Year Items	2019	2020	Changed YoY(%)
Revenues	1,547,880	1,537,470	-0.67
Gross Profit	307,751	408,003	32.58
Operating Income	131,500	133,446	1.48
After-Tax Income	112,141	93,681	-16.46
Net profit attribution Owner of the company	102,097	93,335	-8.58

The Company's revenue contribution for 2020 mainly came from remote high-end servers, and because Europe and the United States are still deeply affected by the COVID-19, the consumer market (such as NB, mobile phones, large screens and game consoles) , and Working From Home of business opportunity, is driving the product demand for the application of peripheral components and diodes.

II. Financial income / expenditure and profitability analysis

Items		2019	2020	
Financial structure	Debt-to-asset ratio (%)	55.89	60.46	
	Long-term capital to fixed assets ratio (%)	126.61	121.17	
Profitability	Return on assets (%)	5.27	4.00	
	Return on shareholders' equity (%)	9.75	8.62	
	Occupancy capital ratio (%)	Operating Income	29.60	30.04
		Pre-Tax income	31.17	25.34
	Net income rate (%)	7.24	6.09	
	Earnings per share (NTD)	2.30	2.10	

III. 2021 Business outlook

Looking forward to the business strategy of the company in 2021, the company continues to work hard in three major operating business strategies: (1) wafer manufacturing process (innovative research and development), (2) automated packaging process (replacement of old and new), (3) construction The MPE system (to make data consistent), etc. are separately explained as follows.

First of all, in terms of wafer process technology, that beneficial from introduction of its subsidiary Yea-shin 5-inch wafer development process technology based on the GPP process, it will start from Q3 to reduce wafer manufacturing costs and effectively improve the company. The overall gross profit margin also helps increase profitability.

Secondly, the company has started to replace current of manufacturing processes is adopting fully automated production technology, which will not only help improve the audit certification of automotive product customers, but also provide Tier 1 customers more stably than in the past. It is expected to bring substantial revenue and profit contribution to the company in the second half of this year after obtaining a complete set of equipment for the production of automotive components from the Lite-on Keelung Plant.

Finally, the company continues to work on this acre of field automation, and hopes to save the data by constructing MPE (Maverick Product Elimination) system, big data analysis forms, records, etc., so that human/employees factors can be minimized, after that could enhance the company work upon smart

production (automation). The accumulation of know-how in the manufacturing process has enabled company's competitive advantages to continuously grow through internalization and innovation, which in turn drives changes. Furthermore, as result of the high extent of automation, it is helpful to the layout of new products. It is optimistic that from the second half of 2021, continuous expansion to the next two years will substantially increase the company's business revenues and profitability. Sincerely, we have confidants that after the completion of the current Quality System project, the company's business will be gain more expand, and it will firmly entry the high-end product opportunity and enhance the company's profitability.

IV. Corporate Governance and Sustainability

As the company is about to entry its third decade, the company will continue to accelerate the footsteps of globalization, strengthen product strategic(to entry the market with the latest product trends), improve key technologies, build quality service systems (consistency) , market positioning and other business strategies to enhance corporate sustainability and ESG (Environmental, Social and corporate Governance) performance, accordingly maintaining the company's competitive advantage and ushering in a new future. Eris Tech. has always adhered to a belief "Focus on the industry, sustainable operation". Convinced that this business philosophy is the foundation on which the company relies on sustainable operations, and drives the company toward the digital vision of "using technological innovation to improve the quality of life and the environment".

Once again, we sincerely appreciate our customers, shareholders, and business partners who are long-term support to Eris. We will continue to work hard/smart and move forward together toward business strategy goals. While pursuing business performance and profitability goals, it also fulfills its corporate social responsibilities, leading Eris an internationally respected company that is proud of its employees. The company's management team and employees' will continue to work hard to create the greatest value and benefits for the company and shareholders.

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【Attachment 2】

Audit Committee's Review Report

To: Shareholders' Annual General Meeting for Year 2021, ERIS Technology Corporation

The Board of Directors has prepared and submitted to the undersigned, Audit Committee of ERIS Technology Corporation the 2020 Business Report, Financial Statements and the proposal of distribution of earnings. The Financial Statements have been duly audited by Certified Public Accountants Tzu-Jung Kuo and Hsiu-Chun Huang of Deloitte & Touche. The above Business Report, Financial Statements and the proposal of distribution of earnings have been examined and determined to be correct by the undersigned. This Report is duly submitted in accordance with Article 14-4 of Securities and Exchange Law and Article 219 of the Company Law.

Chairman or the Audit Chairman:

Mrs. Jackie Din
March 5, 2021

【Attachment 5】**Eris Technology Corporation****2020 Profit Distribution Table**

Unit : NTD	
Items	Amount (NT\$)
Unallocated earnings, beginning of year	15,218,580
Net profit	93,334,859
Legal reserve	(9,333,486)
Special reserve	<u>572,950</u>
Distributable earnings	<u>99,792,903</u>
Distribution:	
Cash dividends: (NT\$2.0 /per share)	<u>88,856,500</u>
Unallocated earnings, end of year	<u>10,936,403</u>

【Appendix 1】

Eris Technology Corporation

Rules of Procedure for Shareholders Meetings

Article 1

The Company's Shareholders' meeting (the "Meeting") shall be conducted in accordance with the Rules and Procedures.

Article 2 meetings shall be convened by the board of directors.

This Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. This Corporation shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, this Corporation shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby as well as being distributed on-site at the meeting place.

The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.

Election or dismissal of directors or supervisors, amendments to the articles of incorporation, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act, or Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.

A shareholder holding 1 percent or more of the total number of issued shares may submit to this Corporation a written proposal for discussion at a regular shareholders meeting. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it

from the agenda.

Prior to the book closure date before a regular shareholders meeting is held, this Corporation shall publicly announce that it will receive shareholder proposals, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders meeting, this Corporation shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

Article 3

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

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to this Corporation before 5 days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to this Corporation, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to this Corporation before 2 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 4 (Principles determining the time and place of a shareholders meeting)

The venue for a shareholders meeting shall be the premises of this Corporation, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

Article 5

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

This Corporation shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an

election of directors or supervisors, pre-printed ballots shall also be furnished.

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

Article 6

If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson.

If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

This Corporation may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.

Article 7

This Corporation, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Article 8

Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the

attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within 1 month.

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

Article 9

If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

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

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

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote.

Article 10

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

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they

have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

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

After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

Article 11

Voting at a shareholders meeting shall be calculated based the number of shares.

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

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

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

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

Article 12

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

When this Corporation holds a shareholders meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic means (in accordance with the proviso of Article 177-1 of the Company Act regarding companies that shall adopt electronic voting: When this Corporation holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence). When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that this Corporation avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to this Corporation before 2 days before

the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

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

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

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation.

Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

Article 13

The election of directors or supervisors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by this Corporation, and the voting results shall be announced on-site immediately, including the names of those elected as directors and supervisors and the numbers of votes with which they were elected.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 14

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

This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results, and shall be retained for the duration of the existence of this Corporation.

Article 15

On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting.

If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or GreTai Securities Market) regulations, this Corporation shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 16

Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.

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

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

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

Article 17

When a meeting is in progress, the chair may announce a break based on time considerations. If a

force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

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

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

Article 18

The Rules and Procedures were enacted on June 26, 2012.

The 1st amendment was made on Oct 3, 2014.

【Appendix 2】

Eris Technology Corporation

Articles of Incorporation

Section I – General Provisions

Article 1

The Corporation shall be incorporated, as a company limited by shares, under the Company Law of the Republic of China, and its name shall be 德微科技股份有限公司 in the Chinese language, and Eris Technology Corporation in the English language.

Article 2

The scope of business of the Corporation shall be as follows:

01. CC01110 Computer and Peripheral Equipment Manufacturing
02. F113050 Wholesale of Computers and Clerical Machinery Equipment
03. F213030 Retail Sale of Computers and Clerical Machinery Equipment
04. E605010 Computer Equipment Installation
05. I301010 Information Software Services
06. I301020 Data Processing Services
07. I301030 Electronic Information Supply Services
08. F401010 International Trade
09. CC01080 Electronics Components Manufacturing
10. F119010 Wholesale of Electronic Materials
11. E603050 Automatic Control Equipment Engineering
12. CB01010 Mechanical Equipment Manufacturing
13. CP01010 Hand Tools Manufacturing
14. E604010 Machinery Installation
15. F113010 Wholesale of Machinery
16. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3

The Corporation shall have its head office in New Taipei City, Taiwan, Republic of China, and shall be free to set up branch offices with the resolution of the Board of Directors, at various locations within and without the territory of the Republic of China, wherever and whenever the Corporation deems it necessary or advisable to carry out any or all of its activities.

Article 4

The Corporation shall make endorsements/guarantees for others which complying with Article 5 of

Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies.

Article 5

When the Corporation shall reinvest and become a limited liability shareholder, the amount of total investment shall have no restrictions.

Section II – Capital Share

Article 6

The total capital stock of the Corporation shall be in the amount of 700,000,000 New Taiwan Dollars, divided into 70,000,000 common shares, at ten New Taiwan Dollars each. Unissued Capital Stock is authorized the Board of Directors to be paid-up in installments.

Article 6-1

To comply Article 56-1 of Regulations Governing the Offering and Issuance of Securities by Securities Issuers, an issuer is required to obtain the consent of at least two-thirds of the voting rights represented at a shareholders meeting attended by shareholders representing a majority of the total issued shares. The price of employee stock options shall be at least below closing price of issue date.

Article 6-2

After the shares of the Corporation were listed, complied with the Article 10-1 of Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies, an issuer is required to obtain the consent of at least two-thirds of the voting rights represented at a shareholders meeting attended by shareholders representing a majority of the total issued shares. Repurchases its own shares for the purpose of transferring them to its employees shall be at least below listed matters.

Article 7

The Corporation may issue shares without printing share certificate(s). If the Corporation decides to print share certificates for shares issued, the transfer and creation of pledge for the shares registered with a centralized securities depository enterprise.

Article 8

Registration for transfer of shares shall be suspended sixty (60) days immediately before the date of regular meeting of shareholders, and thirty (30) days immediately before the date of any special meeting of shareholders, or within five (5) days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Corporation.

Article 9

All transfer of stocks, pledge of rights, loss, succession, gift, loss of seal, amendment of seal, change of address or similar stock transaction conducted by shareholders of the Corporation shall follow the “Guidelines for Stock Operations for Public Companies” unless specified otherwise by law and securities regulations.

Section II – Shareholder Meeting

Article 10

Shareholders' meeting shall be of the following two kinds. Regular meeting of shareholders shall be held at least once every year and be convened within six months after close of each fiscal year. Special meeting of shareholders shall be held when necessary. A shareholders meeting shall, unless otherwise provided for in Company Act, be convened by the Board of Directors.

A regular meeting of shareholders shall be given to each shareholder no later than 30 days prior to the scheduled meeting date. As of Special meeting of shareholders, a meeting notice shall be given to each shareholder no later than 15 days prior to the scheduled meeting date. According to regulatory requirements, shareholders may also be noticed by an electronic transmission. Shareholders holding less than 1,000 shares shall be noticed by announcement.

Article 11

The shareholders' meeting shall be presided over by the Chairman of the Board of Directors of the Corporation. In his absence, the chairman of the meeting shall be appointed; whereas for a shareholders' meeting convened by any other person having the convening right, he/she shall act as the chairman of that meeting provided, however, that if there are two or more persons having the convening right, the chairman of the meeting shall be elected from among themselves.

Article 12

If a shareholder is unable to attend a meeting, he/she may appoint a representative to attend it, and to exercise, on his/her behalf, all rights at the meeting, in accordance with Article 177 of the Company Law. The representative to attend shareholder meeting shall be complied with the provisions of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies.

Article 12-1

Except in the circumstance of the Article 179 of Company Act, a shareholder shall have one voting power in respect of each share in his/her/its possession. Shareholders may also vote via an electronic voting system, of which exercise method shall be stated in the notice of shareholders' meeting.

Article 12-2

Shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of a company may propose to the Corporation a proposal for discussion at a regular shareholders' meeting. The number of words of a proposal to be submitted by a shareholder shall be limited to not more than three hundred (300) words, and any proposal containing more than 300 words shall not be included in the agenda of the shareholders' meeting. The shareholder who has submitted a proposal shall attend, in person or by a proxy, the regular shareholders' meeting whereat his proposal is to be discussed and shall take part in the discussion of such proposal.

Article 13

Resolutions at a shareholders' meeting shall, unless otherwise provided for in this Act, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares.

Article 14

Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the Corporation within twenty (20) days after the close of the meeting.

The preparation and distribution of the minutes of shareholders' meeting as required in the preceding paragraph may be affected by means of electronic transmission.

Article 14-1

The Corporation may apply for an approval of ceasing its status as a public company by shareholders' meeting for review and approval. The present Article shall remain unchanged during the Corporation's listing in emerging, OTC, and stock exchange markets.

Article 14-2

(Deleted)

Section IV – Directors

Article 15

The Corporation shall have five to seven Directors who shall be elected by the shareholders' meeting from among the persons with disposing capacity. The term of office of a director shall not exceed three years; but he/she may be eligible for re-election. In case no election of new directors is affected after expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until the time new directors have been elected and assumed their office. A candidate nomination system is adopted by a company for election of the directors of the Corporation. Any shareholder holding 1% or more of the total number of outstanding shares issued by the Corporation or list of director candidates proposing by the Board of Directors shall be submitted to shareholders' meeting, and elected by shareholders from the list of director candidates.

The Corporation shall purchase liability insurance for its directors by the resolution of the Board of Directors.

Article 15-1

The cumulative voting method shall be used for election of the directors at this Corporation. In the process of electing directors at a shareholders' meeting, the number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates. A candidate to whom ballots cast represent a prevailing number of votes shall be deemed a director elect.

Article 16

To comply with Articles 14-2 of Securities and Exchange Act, the Corporation appoints independent directors, and independent directors shall not be less than two in number and not less than one-fifth of the total number of directors. Independent directors shall be elected by shareholders' meeting from among the nominees listed in the roster of candidates. Qualification and other compliance matters of independent directors shall comply with related provisions of security authority.

Article 16-1

The audit committee shall be composed of the entire number of independent directors. It shall not be fewer than three persons in number, one of whom shall be committee convenor, and at least one of whom shall have accounting or financial expertise. A public company establishing an audit committee shall do so in accordance with the provisions of the Act and of these Regulations; provided, where another law provides otherwise, the provisions of such law shall prevail.

Article 17

The Board of Directors shall be composed of the entire number of directors. The Directors shall elect from among themselves a chairman of the Board of Directors, and may elect a vice chairman of the Board of Directors, by a majority in a meeting attended by over two-thirds of the Directors. The Chairman shall not have a second or casting vote at any meeting of the Board of Directors. The chairman of the Board of Directors shall have the authority to represent the Corporation.

Article 18

Except the first Board meeting of every term of the newly elected Board of Directors, which shall be convened by the Director who has received the largest number of votes after such new election, meetings of the Board of Directors shall be convened by the Chairman of the Board of Directors. The Chairman of the Board of Directors shall preside over all meetings of the Board of Directors. Such prescribed notices may be waived in writing or electronics transmission. In his absence, the chairman of the meeting shall be appointed; whereas for a shareholders' meeting convened by any other person having the convening right, he/she shall act as the chairman of that meeting provided.

Article 19

Except as otherwise provided in the Company Law of the Republic of China, a meeting of the Board of Directors may be held if attended by a majority of total Directors and resolutions shall be adopted with the concurrence of the majority of the Directors present at the meeting. In case a director appoints another director to attend a meeting of the board of directors in his/her behalf, he/she shall, in each time, issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting. 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.

Article 20

Resolutions adopted at the Board shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all directors of the Corporation within twenty (20) days after the close of the meeting.

Article 21

(Deleted)

Article 22

The salary of the Directors, whether the Corporation generates a profit or a loss, shall be taken into account the extent and value of the services provided for the management of the Corporation and the standards of the industry within the R.O.C. and overseas.

Section V - Management of the Corporation

Article 23

A company may have one or more managerial personnel in accordance with the Article 29 of Company Act.

Section VI – Accounting

Article 24

The fiscal year for the Corporation shall be from January 1 of each year to December 31 of the same year. After the close of each fiscal year, the following reports shall be prepared by the Board of Directors, and submitted to the regular shareholders' meeting for acceptance: 1) Business Report, 2) Financial Statements; 3) Proposal Concerning the Distribution of Earnings or Covering of Losses.

Article 25

Before paying dividends or bonuses to shareholders, the Corporation shall set aside 1-5% of its profits of the period for which the Corporation distributes the earnings as profit sharing bonuses to its employees by way of cash dividend and/or stock dividend. Employees' profit-sharing bonuses are resolved by a majority vote at a Board of Directors meeting attended by at least two-thirds of the total number of directors and shall be reported to the shareholders' meeting.

Provided, however, that the Corporation shall have reserved a sufficient amount to offset its accumulated losses.

Article 25-1

When allocating the earnings, the Corporation shall reserve the taxes to be paid, offset its losses, set aside a legal capital reserve at 10% of the remaining earnings provided that the amount of accumulated legal capital reserve has not reached the amount of the paid-in capital of the Corporation, then set aside a special capital reserve in accordance with relevant laws or regulations or as requested by the authorities in charge. If any earnings remain, with accumulated undistributed earnings, the Board of Directors shall propose distribution of earnings and submit to shareholders' meeting for the resolution.

Earnings of the Corporation may be distributed by way of cash dividend and/or stock dividend. Distribution of earnings may also be made by way of stock dividend, provided however, the ratio for stock dividend shall not exceed 10% of total distribution. Since the industry of the Corporation is in growing stage, the Board of Directors shall estimate the distribution of earning and submit to shareholders' meeting for the resolution.

Section IV – Supplementary Provisions

Article 26

The internal organization of the Corporation and the detailed procedures of business operation shall be determined by the Board of Directors.

Article 27

In regard to all matters not provided for in these Articles of Incorporation, the Company Law of the Republic of China shall govern.

Article 28

These Articles of Incorporation are agreed on August 8, 1995.

The 1st amendment was on May 7, 2001;

The 2nd amendment was on June 5, 2001;

The 3rd amendment was on September 20, 2002;

The 4th amendment was on November 20, 2002;

The 5th amendment was on June 1, 2005;

The 6th amendment was on June 1, 2006;

The 7th amendment was on June 5, 2007;

The 8th amendment was on November 27, 2007;

The 9th amendment was on July 18, 2008;

The 10th amendment was on March 18, 2009;

The 11th amendment was on January 19, 2010;

The 12th amendment was on December 20, 2010;

The 13th amendment was on June 28, 2011;

The 14th amendment was on June 26, 2012;

The 15th amendment was on October 3, 2014;

The 16th amendment was on March 31, 2016;

The 17th amendment was on October 13, 2017;

The 18th amendment was on October 15, 2020.

【Appendix 3】**Eris Technology Corporation****The Share-holding Table of Directors**

1. The company's paid-in capital is NT\$444,282,500, which has been issued 44,428,250 shares.
2. In accordance with Article 26 of the Securities and Exchange Law, the Company's directors shall at least hold a total of 3,600,000 shares.
3. Account to April 30, 2021 that the entire directors and supervisors of the Company held 24,828,936 shares. As shown in the below:

Position	Name	Number of Shares Held	Shareholding ratio (%)
Chairman	Jonathan Chang	2,141,332	4.82%
Director	Representative of DIODES Holding B.V.: Gary Yu	22,687,604	51.07%
Director	Representative of DIODES Holding B.V.: Maxine Lai	22,687,604	51.07%
Director	Representative of DIODES Holding B.V.: Patricia Hwang	22,687,604	51.07%
Independent Director	Jackie Ding	0	0%
Independent Director	Kun Shan Lin	0	0%
Independent Director	Ed Tang	0	0%
The total of all directors		24,828,936	55.89%

【Appendix 4】

Others

Acceptance of proposal submitted by shareholders at this Annual General Shareholders Meeting:

1. In accordance with Article 172, Paragraph 1 of the Company Law, “Shareholders holding more than 1% of the total issued shares, It is possible to submit a written proposal to the company for the regular shareholders meeting, but only one proposal is allowed, and the proposed proposal is limited to 300 words.”
2. The company’s shareholders’ meeting this year will accept applications for shareholder proposals from April 23, 2021 to May 3, 2021. And has been announced in the Market Observatory Post System (website: <http://mops.twse.com.tw>) in accordance with the law.
3. The company has not received any shareholder proposals.