

ERIS Technology Corporation 2023 Annual General Shareholders' Meeting Minutes

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.

Time: 9:00 a.m., May. 16, 2023

Venue: 6F., No.23, Ln. 155, Sec. 3, Beishen Rd., Shenkeng Dist., New Taipei City, Taiwan (R.O.C)

Total shares represented by shareholders present in person or proxy: 30,365,530 shares, or 68.34% of total outstanding shares of 44,428,250.

Chairman: Jonathan Chang

Attended Directors: Jonathan Chang, Maxine Lai, Patricia Hwang

Attended Independent Directors/Chair of Audit Committee: Ding, Huei-Min

Attendees: Huang, Hsiu-Chun (CPA), Charlies Liu (Lawyer)

Chairperson: Jonathan Chang

Recorder: Esther Chiu

The aggregate shareholding of the shareholders present in person or proxy constituted a quorum. The Chairman called the meeting to order.

Chairman's Address: (Omitted)

I. Report Items

1. Report on business for the year 2022. (Please refer to Attachment 1)
2. Audit Committee's Review Report for the year 2022. (Please refer to Attachment 2)
3. Report of the distribution of compensation to employees for the year 2022. (Omitted)

II. Ratification Items

Item 1: Ratification of the Business Report and Financial Statements of 2022.

Proposal: Submission (by the BOD) of the Company's 2022 business report and financial statements for ratification.

Explanation:

1. The Company's 2022 financial statement have been audited by Hsiu-Chun Huang and Jimmy S. Wu, 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 2022” and “Financial Statements for Year 2022”, please refer to Attachments 1 and 2. For “Financial Statements for Year 2022” please refer to company’s website (www.eris.com.tw).

Resolution: Proposal was approved after voting with 98.74% of approval rate.

Approval votes: 29,985,553 votes (through e-voting : 29,511,758 votes)

Disapproval votes: 7,042 votes (including 7,042votes through e-voting)

Invalid votes: 0 vote

Abstention votes/ no votes:372,935 votes (including 371,935 votes through e-voting)

Total votes: 30,365,530 votes

Item 2: Ratification of the proposal for distribution of 2022 profits.

Proposal: Submission (by the BOD) of the proposal for 2022 earnings distribution for ratification.

Explanation:

1. The proposal for Eris Technology’s (the Company) 2022 appropriation of earnings had been approved in the Board of Directors meeting convened on Feb. 20, 2023.
2. In Fiscal Year 2022, the Company made a net profit of NT\$455,818,335, that planned to allocate a total of NT\$297,669,280 in shareholder dividends from the distributable earnings in 2022, and it is proposed to distribute shareholder stock dividends of NT\$1.3 per share (amount of NT\$57,756,730) and cash dividends of NT\$5.4 per share (amount of NT\$239,912,550). After the resolution of this case is passed at the shareholders' meeting, it is proposed to authorize the chairman to set another ex-dividend base date and distribution date for distribution. For 2022 Profit Distribution Table, please refer to Attachment 3.
3. Submission for ratification.

Resolution: Proposal was approved after voting with 98.74% of approval rate.

Approval votes: 29,985,778 votes (through e-voting : 29,511,983 votes)

Disapproval votes: 7,067 votes (including 7,067 votes through e-voting)

Invalid votes: 0 vote

Abstention votes/ no votes: 372,685 votes (including 371,685votes through e-voting)

Total votes: 30,365,530 votes

III. Discussion Items

Item 1

Subject: 2022 transfer surplus to capital increase and issue new shares

Proposal: Submission (by the BOD) of the proposal for 2022 transfer surplus to capital increase and issue new shares.

Explanation:

1. The company intends to allocate NT\$57,756,730 from the distributable surplus in 2022 to issue 5,775,673 new shares with a face value of NT\$10 per share. Issued 130 shares, with no entity issued. If less than one share is allotted, the shareholder may register with the company's stock affairs agency within 5 days from the date when the stock transfer is closed at the time of ex-rights and complete the registration of the whole share. Article 240 of the law stipulates that cash shall be converted to the face value, and the calculation shall be up to NT\$ yuan (round down below the NT\$ yuan), and the chairman shall be authorized to contact a designated person to purchase it at the face value.
2. The rights and obligations of the new shares issued this time are the same as those of the ordinary shares previously issued. After the issuance of new shares for this capital increase is approved by the shareholders' meeting and submitted to the competent authority for declaration to become effective, the board of directors is authorized to set another base date for capital increase and allotment of shares.
3. If the number of outstanding shares is affected due to factors such as the repurchase of the company's shares, or the transfer, conversion, and cancellation of the repurchased shares, and the share allocation ratio of shareholders changes, it is proposed to request the shareholders' meeting to authorize the chairman to handle it. Regarding the allotment matters related to this case, if it is necessary to change due to laws and regulations or the approval of the competent authority, or due to the operational needs of the objective environment, it is proposed to request the shareholders' meeting to authorize the board of directors to handle it with full authority.
4. Submission for ratification.

Resolution: Proposal was approved after voting with 98.74% of approval rate.

Approval votes: 29,984,697 votes (through e-voting : 29,510,902 votes)

Disapproval votes: 8,158 votes (including 8,158 votes through e-voting)

Invalid votes: 0 vote

Abstention votes/ no votes: 372,675 votes (including 371,675 votes through e-voting)

Total votes: 30,365,530 votes

IV. Extemporary Motion: None.**V. Meeting Adjourned: 9:40 a.m., May 16, 2023.**

(The minutes of the shareholders' meeting was only stated gist of the meeting, of which video shall prevail.)