

## **Acer E-Enabling Service Business Inc.**

### **Articles of Incorporation**

#### **CHAPTER I – GENERAL PROVISIONS**

Article 1 The Company shall be incorporated in accordance with the Company Law, and its name shall be 宏碁資訊服務股份有限公司 in the Chinese language, and Acer E-Enabling Service Business Inc. in the English language.

Article 2 The scope of business of the Company shall include the following:

- (1) F113050 Wholesale of Computing and Business Machinery Equipment;
- (2) F118010 Wholesale of Computer Software;
- (3) F218010 Retail Sale of Computer Software
- (4) F401010 International Trade;
- (5) I199990 Other Consulting Service
- (6) I301010 Information Software Services
- (7) I301020 Data Processing Services
- (8) I301030 Electronic Information Supply Services
- (9) IZ09010 Management System Certification
- (10) J399010 Software Publishing
- (11) F119010 Wholesale of Electronic Materials
- (12) F219010 Retail Sale of Electronic Materials
- (13) F213030 Retail Sale of Computers and Clerical Machinery Equipment
- (14) ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3 The Company may, for its business operations or other investment matters, make endorsements or issue guarantees.

Article 4 The total amount of investment made by the Company shall be exempt from the restriction under Article 13 of the Company Law.

Article 5 The headquarters of the Company shall be located in Taipei City, Taiwan, R.O.C. If the Company considers it necessary, it may, by a resolution adopted at a meeting by the board of directors, set up branch offices in Taiwan or abroad.

Article 6 Public announcements of the Company shall be made in accordance with the Company Law and other relevant rules and regulations of the R.O.C.

## CHAPTER II – CAPITAL STOCK

Article 7 The total amount of this Company capital stock is NT\$ six hundred (600) million divided into sixty (60) million shares at par value of NT\$10 per share, within which the board of directors is authorized to issue shares in installments.

NT sixty (60) million of the aforesaid total capital stock, divided into six (6) million shares, is reserved and authorized to the Board of Directors to issue for exercising employee stock options.

In case the Company issues employee stock options, transfer treasury stock to employees, issues new shares reserved for subscription by employees, and issues restricted stock for employees, the employees of subsidiaries of the Company may be included. Qualification requirements of the employees who are entitled to receive it may be set and specified by the Board of Director.

Article 8 After approval for registration, the share certificates of the Company shall be issued in registered form, signed by, and affixed with the seals of, the represented directors of the Company, and authenticated by the competent registrar.

The Company may not print its physical share certificate; however, the Company shall register the issued shares with a centralized securities depository enterprise, same as when the Company issues its securities.

Article 9 All matters concerning shares shall be handled in accordance with the regulations of the competent authority except as otherwise provided by law.

## CHAPTER III – SHAREHOLDERS’ MEETINGS

Article 9 Shareholders’ meetings of this Company are classified into (1) regular meetings and (2) special meetings. The board of directors shall convene regular meetings within six months after the close of each fiscal year. Special meetings shall be convened, whenever deemed necessary in accordance with the law. A notice to convene a meeting of shareholders and the notice may, as an alternative, be given by means of electronic transmission, after obtaining the consent from the shareholders. For the shareholders who own less the one thousand (1,000) shares of the Company, such notice may be given by a public notice.

The shareholders’ meeting can be held by means of visual communication

network or other methods promulgated by the central competent authority, and the Company shall be subject to prescriptions provided for by the competent authority in charge of securities affairs, including the prerequisites, procedures, and other compliance matters.

The convening and noticing of the shareholders’ meeting of the Company shall be executed in accordance with the Article 172 of the Company Law.

Article 11 Where a shareholder is unable to attend a meeting; such shareholder may appoint a proxy by using the proxy form, which shall specify the scope of proxy and be signed and sealed by the shareholder, in accordance with relevant rules and regulations of the R.O.C.

Article 12 Unless otherwise regulated by law, each shareholder of the Company owns one vote per share.

After the Company becomes an OTC/listed company, it shall provide electronic voting mechanism as one of the options for shareholders to exercise their voting rights in accordance with relevant rules and regulations of the R.O.C.

Article 13 Except as otherwise provided by the Company Law, a resolution may be adopted by the holders of a simple majority of the votes of the issued and outstanding capital stock represented at a shareholders' meeting at which the holders of a majority of issued and outstanding capital stock are present.

#### **CHAPTER IV – DIRECTORS AND COMMITTEE**

Article 14 This Company shall have five (5) ~ nine (9) directors, to be elected from the nominees listed in the roster of director with the candidate nomination system, in accordance with Article 192-1 of the Company Law. The term of office for directors and supervisors shall be three (3) years. The directors are eligible for re-election. To comply with Article 14-2 of the Securities and Exchange Act, the Company shall establish at least three (3) independent directors, occupying equal to /exceeding seats of one-third of the elected directors, to be included in the number of directors designated in the preceding paragraph. The profession qualifications of independent directors, and their holding shares number, non-competition limitation, nomination, election and other items requiring compliance shall be ascertained referring to regulations of the security authority.

The Company may buy the Responsibility Insurance for the Directors who have to be responsible for the damages caused by their duties.

The directors election of the Company is proceed with cumulative voting system, per share has election rights to elect the number of directors that should be elected, the votes may be focus on one nominator or dispatch to several nominators. The nominators who have majority of votes shall be elected as director.

The Company shall establish Audit Committee. The Audit Committee and its

member shall practice the liabilities of the supervisors specified in the Company Law, the Security and Exchange Act, and relevant rules and regulations of the R.O.C.

**Article 15**

The Board of Directors shall consist of directors of the company, and the chairman of the Board of Directors shall be elected by a majority of directors in attendance at a meeting attended by over two-thirds of the Board of Directors. The chairman of the Board of Directors shall represent this Company in external matters. The Board of Directors shall place any kinds of committee includes and so on.

Unless otherwise specified in the Company Law, meetings of the Board of Directors shall be convened by the chairman of the Board of Directors. For convening a meeting of the Board of Directors, a notice shall set forth therein the subject(s) to be discussed at the meeting, such notice shall be given to each director no later than seven (7) days prior to the scheduled meeting date. The notice of the convening a meeting of the Board of Directors may be delivered by means of written letter, electronic mail, or facsimile transmission to each director.

**Article 16**

Where the chairman of the board of directors is on leave or cannot exercise his powers or perform his duties for any reason, an acting chairman shall be designated in accordance with the Company Law.

Where a director is unable to attend the meeting of the board of directors, he may appoint another director as his proxy to attend the meeting by issuing a letter of proxy. Each director can act as a proxy for only one other director.

The meeting of the Board of Directors may be 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 17**

Unless otherwise provided for in the Company Law, resolutions of the board of directors shall be adopted by one-half of the directors at a meeting attended by one-half of the directors.

**Article 18**

For the purpose of the operations of the Company, the Board of Directors may establish functional committee. The establishment and the duties of any relevant committee shall apply to the relevant rules and regulations of the authorities.

**Article 19**

The Board of Directors is authorized to determine the compensation recommended by the Remuneration Committee for the directors, taking 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, no matter whether the Company has profit or suffered loss.

## **CHAPTER V – MANAGERS**

**Article 20**

The Company may have one president and several vice presidents. The Appointment, removal, and compensation of the president and vice presidents

shall be made in accordance with Article 29 of the Company Law.

## **CHAPTER VI – ACCOUNTING**

Article 21 At the end of each business fiscal year, the following reports shall be prepared by the board of directors, and shall be submitted to the shareholders' meeting for approval:

- (1) Business Report;
- (2) Financial Report;
- (3) Proposal of Appropriation of Net Profit or the Covering of Losses.

Article 22 If the Company makes a profit in the year, after reserving the amount of accumulated losses in advance, it shall allocate not less than 2% of the balance for employee remuneration (of which no less than 1% shall be allocated for the remuneration of grassroots employees) and may allocate no more than 8/1000 for the remuneration of directors.

The employees' compensation in the previous section may be distributed in the form of either cash or stock bonus, and may be distributed to the employees of subsidiaries of this Company. Qualification requirements of the employees who are entitled to receive the employees' compensation may be specified by the Board of Directors.

Article 23 Where this Company has earnings at the end of the fiscal year, after paying all relevant taxes, making up losses of previous year, this Company shall first set aside ten percent (10%) of said earnings as legal reserve, except that such legal reserve amounts to the total paid-in capital. Thereafter, this Company shall set aside or reverse a special reserve in accordance with the applicable laws and regulations. The remainder together with previous year amount, after an amount is reserved for operation needs, shall be allocated to shareholders as bonuses.

Article 24 The dividend policy of the Company depends on the current and future development plan, investment environments, concerning the interest of shareholders, etc.: therefore, share or cash dividends of the Company shall be distributed at least ten percent (10%) of yearly dividends. For the purpose of having a balance and steady dividend policy, the cash dividends shall not less than ten percent (10%) of the total dividend amount when distributing the dividend to the shareholders, except as otherwise the dividend is decided not to distribute with a consent adopted by the meeting of the Board of Directors and also approved by the shareholders' meeting. Provided the Company has no earning of the fiscal year, the Company shall not distribute share or cash dividends; however, in consideration of the financial, business and operational situations of the Company, the Company may distribute partial or all the legal reserve and the capital reserve in accordance with the regulations or rules of the relevant authorities.

The distributable dividends and bonuses in whole or in part will be paid in cash by this Company after a resolution has been adopted by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.

## **CHAPTER VII – SUPPLEMENTARY PROVISIONS**

Article 22 The Company Law and related regulations shall govern any matter not provided in the Articles of Incorporation.

Article 23 These Articles of Incorporation were approved on February 8, 2012

The first amendment was approved on October 6, 2014

The second amendment was approved on November 6, 2015

The third amendment was approved on June 5, 2017

The fourth amendment was approved on March 5, 2019

The fifth Amendment was approved on November 6, 2019

The sixth amendment was approved on May 26, 2020

The seventh amendment was approved on December 4, 2020

The eighth amendment was approved on June 14, 2022

The ninth amendment was approved on June 4, 2025