

# **2026 Annual General Shareholders' Meeting**

## **Brief Summary of Proposed Resolutions (Translation)**

AGM Time: 9:00 a.m., Friday, May 29, 2026

AGM Place: 6F, No. 88, Yanchang Rd., Xinyi Dist., Taipei City  
(Taipei New Horizon Building)

*Note to Readers:*

*If there is any discrepancy between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese version shall prevail.*

## **Ratification Items**

### **1. To accept the 2025 Business Report and Financial Statements**

Taiwan Mobile's (the Company) financial statements were audited by certified public accountants, Pei-De Chen and Te-Chen Cheng, of Deloitte & Touche. The 2025 Business Report, CPA's audit report, and financial statements are attached hereto as Attachments I, VI, and VII.

Resolution:

### **2. To accept the proposal for the distribution of 2025 retained earnings**

- (1) The Company's 2025 net income was NT\$14,437,394,063 (please see Attachment VIII for the 2025 Earnings Distribution Proposal).
- (2) The cash dividend from retained earnings proposed by the Board is NT\$12,047,833,971. The Company received letters of agreement from Taiwan Cellular Co., Ltd. (TCC), TCCI Investment & Development Co., Ltd. (TID) and Taiwan Fixed Network Co., Ltd. (TFN) forfeiting their share of dividends from the Company. Deducting 698,751,601 shares collectively owned by TCC, TID and TFN from the total outstanding shares of 3,723,261,811, the share count entitled to receive dividends is 3,024,510,210, or a cash dividend of NT\$3.9834 per share. It is proposed that the Chairman be authorized to set a record date for distribution and make relevant adjustments, if any, based on the total number of shares outstanding on the record date. Total amount of the cash dividend paid to each shareholder shall be rounded down to the nearest dollar and the remainder will be recognized as other revenue of the Company.

Resolution:

## **Discussion and Election Items**

### **1. To approve the cash return from capital surplus**

Cash return from capital surplus proposed by the Board is NT\$2,469,815,038. The Company received letters of agreement from Taiwan Cellular Co., Ltd. (TCC), TCCI Investment & Development Co., Ltd. (TID) and Taiwan Fixed Network Co., Ltd. (TFN) forfeiting their share of cash return from the Company. Deducting 698,751,601 shares collectively owned by TCC, TID and TFN from the total outstanding shares of 3,723,261,811, the share count entitled to receive cash return is 3,024,510,210, or a cash distribution of NT\$0.8166 per share. It is proposed that the Chairman be authorized to set a record date for distribution and make relevant adjustments, if any, based on the total number of shares outstanding on the record date. Total amount of the cash return paid to each shareholder shall be rounded down to the nearest dollar and the remainder will be recognized as other revenue of the Company.

Resolution:

### **2. To approve revisions to the Articles of Incorporation**

The Company proposed revisions to the Articles of Incorporation, with key changes as follows:

- (1) To add new categories to the scope of business to meet operational needs (Article 2).
- (2) To specify that share certificates shall be affixed with the signatures or personal seals of the director representing the Company in accordance with Article 162 of the Company Act (Article 8).
- (3) To rename the Audit Committee as the Audit & Risk management Committee (Article 21-1 and 27).

Please refer to Attachment IX for articles and amendments.

Resolution:

**3. To elect nine board directors (including five independent directors) for the eleventh term**

- (1) With the term of the current Board of Directors set to expire on June 12, 2026, the eleventh term of Board of Directors shall be elected at the 2026 AGM.
- (2) Article 21 and 21-1 of the Company’s Articles of Incorporation promulgate that nine to eleven directors (at least three independent directors), with a three-year tenure of office, shall be persons with legal capacity elected by the shareholders at the shareholders’ meeting and shall be determined by a candidate nomination system.
- (3) The eleventh term of the Board of Directors with nine directors (including five independent directors) who will hold office from May 29, 2026 to May 28, 2029 shall be elected at the 2026 AGM.

Please see the candidate list of directors below and refer to Attachment X for the Rules for Election of the Directors.

<b>Director Candidates</b>				
<b>Name</b>	<b>Education</b>	<b>Experience</b>	<b>Current Major Position</b>	<b>Current Shareholding (Shares)</b>
Fu-Chi Investment Co., Ltd. Representative: Daniel M. Tsai	<ul style="list-style-type: none"> <li>• LL.D. honoris causa, Georgetown University (U.S.A.)</li> <li>• J. D. honoris causa, National Taiwan University</li> <li>• J. D. honoris causa, Fu Jen Catholic University</li> <li>• D.B.A. honoris causa, Tunghai University</li> <li>• LL.M., Georgetown University (U.S.A.)</li> <li>• LL.B., National Taiwan University</li> </ul>	<ul style="list-style-type: none"> <li>• Chairman, Fubon Financial Holding Co., Ltd.</li> <li>• Chairman, Taipei Fubon Commercial Bank Co., Ltd.</li> <li>• Chairman, Fubon Insurance Co., Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Chairman, Taiwan Mobile Co., Ltd.</li> <li>• Director, Fubon Financial Holding Co., Ltd.</li> <li>• Director, Fubon Life Insurance Co., Ltd.</li> <li>• Chairman, Fubon Bank (Hong Kong) Ltd.</li> <li>• Chairman, Fubon Financial Holding Venture Capital Co., Ltd.</li> <li>• Chairman, Fubon Sports &amp; Entertainment Co., Ltd.</li> <li>• Chairman, momo.com Inc.</li> </ul>	5,748,763
Fu-Chi Investment Co., Ltd. Representative: Richard M. Tsai	<ul style="list-style-type: none"> <li>• Honorary Doctorate of Engineering, Yang Ming Chiao Tong University</li> <li>• Honorary Doctorate of Medicine, Taipei Medical University</li> <li>• Honorary Doctorate of Business Administration, Fu Jen Catholic University</li> <li>• MBA, Stern School of Business, New York University</li> <li>• BBA, National Taiwan University</li> </ul>	<ul style="list-style-type: none"> <li>• The Pontifical Order of Pope Saint Sylvester</li> <li>• Chairman, Fubon Securities Co., Ltd.</li> <li>• Chairman, Fubon Life Insurance Co., Ltd</li> <li>• Chairman, Taiwan Mobile Co., Ltd.</li> <li>• Chairman, Fubon Bank (Hong Kong) Ltd.</li> <li>• Vice Chairman, Fubon Insurance Co., Ltd.</li> <li>• Chairman, Fubon Sports &amp; Entertainment Co., Ltd.</li> <li>• Chairman, Fubon Financial Holding Venture Capital Co., Ltd.</li> <li>• Chairman, Taiwan Fixed Network Co., Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Chairman, Fubon Financial Holding Co., Ltd.</li> <li>• Chairman, Taipei Fubon Commercial Bank Co., Ltd.</li> <li>• Vice Chairman, Fubon Bank (Hong Kong) Ltd.</li> </ul>	5,748,763

<b>Director Candidates</b>				
<b>Name</b>	<b>Education</b>	<b>Experience</b>	<b>Current Major Position</b>	<b>Current Shareholding (Shares)</b>
		<ul style="list-style-type: none"> <li>• Vice Chairman, Taipei Fubon Commercial Bank Co., Ltd.</li> <li>• Chairman, Fubon Asset Management Company Ltd.</li> </ul>		
Ting An Co., Ltd. Representative: Frank Lin	<ul style="list-style-type: none"> <li>• EMBA, National Taiwan University and Fudan University</li> <li>• BS in Accounting, Soochow University</li> </ul>	<ul style="list-style-type: none"> <li>• Chief Secretary, Ting Hsin International Group</li> <li>• Chairman, Taiwan Star Telecom Co., Ltd.</li> <li>• Chief Financial Officer, Vice President and Executive Director, Tingyi (Cayman Islands) Holding Corp.</li> <li>• Finance Department Associate / Chief Accountant, General Foods, Taiwan and Guangzhou</li> <li>• Manager, Accounting Department / Administration Department, Taiwan Nestle Co., Ltd.</li> <li>• Vice Manager, Audit Department, Oriental Union Chemical Corp.</li> <li>• Head, Accounting Section, Dadechang Petrochemical Co., Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Director, Vigor kobo Co., Ltd.</li> <li>• Chairman, Hexun Investment Co., Ltd.</li> <li>• Chairman, He Yang Investment Co., Ltd.</li> <li>• Chairman, Konzen Co., Ltd.</li> <li>• Chairman, Nice Triumph Investment Ltd.</li> <li>• Chairman, Kangfa Investment Ltd.</li> <li>• Chairman, Kangqing Co., Ltd.</li> <li>• Chairman, Kangchao Co., Ltd.</li> </ul>	42,466,302
TCCI Investment and Development Co., Ltd. Representative: Jamie Lin	<ul style="list-style-type: none"> <li>• MBA, Stern School of Business, New York University</li> <li>• BS in Chemical Engineering with a minor in Economics, National Taiwan University</li> </ul>	<ul style="list-style-type: none"> <li>• Co-founder / Vice President of Products, Social Sauce</li> <li>• Co-founder / General Manager of Greater China, Intumit</li> </ul>	<ul style="list-style-type: none"> <li>• President, Taiwan Mobile Co., Ltd.</li> <li>• Chairman, AppWorks Ventures</li> <li>• Director, Winbond Electronics Corp.</li> <li>• Director, LINE Bank Taiwan Ltd.</li> <li>• Director, 91APP</li> <li>• Director, momo.com Inc.</li> </ul>	87,589,556

### Independent Director Candidates

Name	Education	Experience	Current Positions	Current Shareholding (Shares)
Hsi-Peng Lu	<ul style="list-style-type: none"> <li>• Ph.D in Industrial Engineering, University of Wisconsin Madison</li> </ul>	<ul style="list-style-type: none"> <li>• Dean, Management School, National Taiwan University of Science and Technology</li> <li>• Dean, Honor College, National Taiwan University of Science and Technology</li> <li>• Dean, Student Affairs Office, National Taiwan University of Science and Technology</li> <li>• Chair, Department of Information Management, National Taiwan University of Science and Technology</li> </ul>	<ul style="list-style-type: none"> <li>• Professor, Department of Information Management, National Taiwan University of Science and Technology</li> <li>• Independent Director, Lion Travel Service Co., Ltd.</li> </ul>	0
Tong Hai Tan	<ul style="list-style-type: none"> <li>• BS in Electrical Engineering, National University of Singapore</li> </ul>	<ul style="list-style-type: none"> <li>• President and CEO, StarHub Pte Ltd. (Singapore)</li> <li>• President and CEO, Singapore Computer Systems Ltd.</li> <li>• President and CEO, Pacific Internet Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Chairman, United Hampshire US REIT (Singapore)</li> <li>• Director, Metis Energy Pte. Ltd. (Singapore)</li> <li>• Director, Manhattan Property Development Pte. Ltd.</li> </ul>	0
Drina Yue	<ul style="list-style-type: none"> <li>• BS in Electrical Engineering, MS in Computer Science, University of Illinois Urbana-Champaign</li> </ul>	<ul style="list-style-type: none"> <li>• Independent Director, Gemalto</li> <li>• President, Western Union Asia</li> <li>• Managing Director, Motorola Asia Home and Networks</li> <li>• Senior Advisor, GSMA Asia</li> <li>• Advisory Board Member, Brambles &amp; CHEP Asia</li> <li>• CEO, iSteelAsia</li> </ul>	<ul style="list-style-type: none"> <li>• Independent Director, Zhejiang Leapmotor Technology Co. Ltd.</li> </ul>	0
Casey K.C. Lai	<ul style="list-style-type: none"> <li>• MBA, National Taiwan University</li> <li>• Master in Accounting and Law, SooChow University</li> <li>• BBA in Business Administration, National Taipei University</li> </ul>	<ul style="list-style-type: none"> <li>• CEO and Chairman, Deloitte &amp; Touche Taiwan</li> </ul>	<ul style="list-style-type: none"> <li>• Managing Partner, LaiYuan CPA Co.</li> <li>• Independent Director, Ruentex Interior Design Inc.</li> <li>• Director, TriHealth Enterprise, Inc.</li> <li>• Chairman, Lai Yuan Industrial Co., Ltd.</li> </ul>	0

**Independent Director Candidates**

<b>Name</b>	<b>Education</b>	<b>Experience</b>	<b>Current Positions</b>	<b>Current Shareholding (Shares)</b>
Tzong-Lin Wu	<ul style="list-style-type: none"> <li>• Ph.D. in Electrical Engineering, National Taiwan University</li> <li>• BS in Electrical Engineering, National Taiwan University</li> </ul>	<ul style="list-style-type: none"> <li>• Associate Dean, College of Electrical Engineering and Computer Science, National Taiwan University</li> <li>• Director, Graduate Institute of Communication Engineering, National Taiwan University</li> <li>• Cadence Chair Professor, EECS College, National Taiwan University</li> <li>• President, Taiwan Microwave Association</li> <li>• Director, ASUS-NTU Joint Research Center</li> <li>• Editor in Chief, IEEE Transactions on Electromagnetic Compatibility</li> <li>• Fellow, Institute of Electrical and Electronics Engineers (IEEE)</li> <li>• Fellow, Chinese Institute of Electrical Engineering (CIEE)</li> <li>• Fellow, National Academy of Inventors (NAI)</li> </ul>	<ul style="list-style-type: none"> <li>• Dean, College of Electrical Engineering and Computer Science, National Taiwan University</li> <li>• Distinguished Professor, Department of Electrical Engineering, National Taiwan University</li> </ul>	0

Resolution:

**4. To approve the removal of the non-competition restrictions on the Director**

- (1) According to Article 209 of the Company Act, a Director, who acts for himself or on behalf of another person that is within the scope of the Company's business, shall clarify the essential content of his act to the Meeting of shareholders and secure its approval.
- (2) Vote on the removal of the non-competition restrictions on the Director that operates or invests in a business with the same business scope as the Company until the end of his term of office.

<b>Name</b>	<b>Current position(s) in other companies</b>
Daniel M. Tsai	Chairman, momo.com Inc.
	Chairman, Fubon Financial Holding Venture Capital Co., Ltd
	Chairman, Tien Chien Co., Ltd.
	Chairman, Ti Kun Co., Ltd.
	Chairman, Hsi Po Lai Co., Ltd.
	Chairman, Yi Fu So Co., Ltd.
	Chairman, Chung Shing Development Co., Ltd.
	Chairman, Dun Fu Co., Ltd.

Richard M. Tsai	Director, Tien Chien Co., Ltd.
	Director, Ti Kun Co., Ltd.
	Director, Hsi Po Lai Co., Ltd.
	Director, Yi Fu So Co., Ltd.
	Director, Chung Shing Development Co., Ltd.
	Director, Cho Pharma, Inc.
	Director, Everbright Biofund
	Director, NTU Alumni Ventures Co., Ltd.
Frank Lin	Chairman, Konzen Co., Ltd.
	Chairman, Kangqing Co., Ltd.
	Chairman, Kangchao Co., Ltd.
Jamie Lin	Chairman, AppWorks Ventures Co., Ltd.
	Chairman, AppWorks Fund IV(TW) Admin Ltd.
	Chairman, Fubon Green Power Co., Ltd.
	Chairman, Li Tong Management Consultant Co., Ltd.
	Chairman, NTU Alumni Ventures Co., Ltd.
	Chairman, Sumray Power Co., Ltd.
	Chairman, AppWorks School Co., Ltd.
	Chairman, Union Cable TV Co., Ltd.
	Chairman, Globalview Cable TV Co., Ltd.
	Director, momo.com Inc.
	Director, Taipei New Horizon Co., Ltd.
	Director, Winbond Electronics Corp.
	Director, WeMo Corp.
	Director, Wei Xiang Corp.
Director, 91APP, Inc.	
Director, DotDot Inc.	
Tong Hai Tan	Director, Metis Energy Pte. Ltd. (Singapore)
Casey K.C. Lai	Director, TriHealth Enterprise Co., Ltd.
Tzong-Lin Wu	Consultant, EMPass Technology Inc.

- (3) According to Article 178 of the Company Act, a shareholder, who has a conflict of interest with a proposed resolution, shall recuse himself from voting or from exercising the voting rights of other shareholders in the AGM.

Resolution: