



**Taiwan Mobile Co., Ltd.**

# **2026 Annual General Shareholders' Meeting**

## **Agenda (Translation)**

**May 29, 2026**

*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.*



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Taiwan Mobile Co., Ltd.

## **2026 Annual General Shareholders' Meeting Agenda**

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

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

Method of Convening the Meeting: Hybrid (in-person and video conference)

Virtual Meeting URL: <https://www.stockservices.tdcc.com.tw>

1. The Chairman — Call the Meeting to order
2. Chairman's Address
3. Report Items
4. Ratification Items
5. Discussion and Election Items  
Voting by poll
6. Special Motions
7. Meeting Adjourned

## Report Items

**1. The 2025 Business Report**

The 2025 Business Report is attached hereto as Attachment I.

**2. The 2025 Audit & Risk Management Committee Reports**

The 2025 Audit & Risk Management Committee Report is attached hereto as Attachment II.

The Communication Between the Audit & Risk Management Committee and Internal Audit Officer is attached hereto as Attachment III.

**3. The Distribution of 2025 Employees' and Directors' Compensations**

(1) Article 30-1 of the Company's Articles of Incorporation promulgate that if the Company has profits in a fiscal year, it shall set aside 1% to 3% of the profits as employee bonuses and not more than 0.3% of the profits as director compensation.

(2) The 2025 employees' and directors' compensations are NT\$500,071,232 (of which 50%, or NT\$250,035,616, is allocated to non-executive employees) and NT\$50,007,123 respectively, which were approved by the Board and the total amounts will be distributed in cash.

**4. The Issuance of Corporate Bonds in 2025**

To repay bank borrowings, support a socially responsible investing plan and strengthen the Company's financial structure, the Board resolved to issue an unsecured straight corporate bond of NT\$3.7bn and an unsecured convertible bond of NT\$10bn. The terms and the use of proceeds from the bond issuance, and conversion conditions are as follows:

Issuance	Unsecured Corporate Straight Bond (1 <sup>st</sup> for Year 2025)	Unsecured Domestic Convertible Bond (4 <sup>th</sup> Issue)	Unsecured Domestic Convertible Bond (5 <sup>th</sup> Issue)
Issue Date	2025/04/28	2025/02/24	2025/02/25
Tenor	5 years	5 years	5 years
Maturity Date	2030/04/28	2030/02/24	2030/02/25
Amount	NT\$3.7bn	NT\$7bn	NT\$3bn
Coupon Rate	1.900%	0%	0%
Use of Proceeds	The proceeds were used to repay bank loans incurred for projects under the social responsibility bond framework, with full repayment completed by April 28, 2025	The proceeds were used to repay debts, with full repayment completed in the first quarter of 2025	The proceeds were used to repay debts, with full repayment completed in the first quarter of 2025
Conversion Conditions	Not applicable	As of December 31, 2025, no bondholders have exercised their conversion rights	As of December 31, 2025, no bondholders have exercised their conversion rights

**5. The Report on Related Party Transactions in 2025**

Please refer to Attachment IV for the report on related party transactions.

**6. The Report on Sustainable Development**

Please refer to Attachment V for progress on our RE100 and EV100 initiatives, and the Blue Carbon Mangrove Restoration Project.

## **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> <li>•Vice Chairman, Taipei Fubon Commercial Bank</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>
		Co., Ltd. • Chairman, Fubon Asset Management Company Ltd.		
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:

## **Special Motions**

## **Meeting Adjourned**

## ATTACHMENTS

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## **Business Report**

Dear Shareholders,

Two years have passed since Taiwan Mobile (“TWM,” or “the Company”) merged with Taiwan Star, marking a pivotal milestone in Taiwan’s telecom industry that has reshaped the market from price competition toward differentiated, value-driven offerings. TWM has continued to expand its 5G ecosystem by developing unique bundles that closely align with evolving customer needs. Building on its core telecom capabilities, the Company has stepped up the integration of technology and innovation within the group to expand its Telco+Tech businesses. Working in collaboration with strategic partners, TWM is accelerating AI-driven application upgrades, opening a new chapter of value-based competition in the telecom sector and advancing toward a more efficient and sustainable future.

### **2025 operating and financial results**

TWM’s two core growth engines — mobile and broadband — delivered solid performances, bolstered by the strong uptake of unique bundles such as Double Play and OP Life. With the 5G penetration rate surpassing 40%, smartphone postpaid average revenue per user (ARPU) and mobile service revenue grew further, while the postpaid monthly churn rate declined to another historical low. After a year of precise execution, the Company’s investment into the enterprise and government system integration business started to bear fruit before the year-end, ensuring growth for fixed network services going forward. TWM’s Telco+Tech businesses have also emerged as new growth drivers, supported by contributions from direct carrier billing, game publishing, e-commerce services for brand businesses, carrier-led BNPL (buy now pay later), Web3 and electric vehicle charging. In 2025, TWM’s consolidated revenue increased to NT\$198.8 billion. EBITDA reached a record high of NT\$43.2 billion, while operating income rose to a 17-year high, driven by solid telecom revenue growth, merger synergies, and the rationalization of marketing expenses. EPS of NT\$4.77 marked a seven-year high.

### **New business roadmap and group resources integration**

Underpinned by a three-tier Telco+Tech upgrade strategy at its core, TWM continues to fortify its core telecom business while driving group-wide synergies. Through collaboration with cable TV operators, the Company has expanded the coverage of Double Play bundles to nearly 90% of households nationwide. To further enhance customer experience, it has integrated additional

content into its 5G plans, including OTT services bundles, Perplexity Pro subscriptions, and all-access digital subscription to CommonWealth Magazine. On the enterprise and technology front, TWM has partnered with Vantage to operate an AI data center to capture the opportunities arising from the accelerating deployment of AI, and deepened its strategic partnership with Systex to strengthen its competitive edge through complementary offerings and joint go-to-market initiatives. This year, the Company entered the Web3 space with the launch of TWEX, integrating cybersecurity, financial and technological capabilities across the group to establish a secure and reliable virtual asset trading platform. TWM's Telco+Tech businesses now span AI, mocoins, carrier-led BNPL (buy now pay later), an electric vehicle ecosystem, digital assets and AI infrastructure. Building on these strengths and our innovative capabilities, TWM continues to enhance user experiences and unlock new growth opportunities as a technology-driven telecom company.

### **Innovative applications and research results**

Leveraging its telecom technology and extensive data assets, TWM has developed a broad portfolio of AI, cybersecurity and cloud solutions, translating its telecom capabilities and research and development strengths into a resilient, long-term growth engine. The Company's AI initiatives cover infrastructure, model innovation and end-user applications, including AI model training software powered by aiDAPTIV+ solution, AI-driven automatic speech recognition, and GenAIus — a generative AI model designed to help enterprises train and build proprietary intelligence databases. TWM has also developed and deployed a range of text and voice-based solutions across multiple enterprise operations, such as “VotexAI,” “AI Customer Services Assistant,” and “M+ Enterprise Communication Command Hub.” At the same time, it has accelerated the adoption of AI across its internal operations. All employees participated in the “Superman Project,” which enhanced operational efficiency and strengthened the Company's overall intelligence capabilities. In recognition of its efforts, TWM received the Diamond Award in Business Weekly's first “AI-powered Innovation Top 100 Companies” for its notable achievements in the information and communications technology industry.

### **Balancing customer experience and shareholder interests**

Supported by its industry-leading 100 MHz of spectrum in the golden 3.5 GHz band, TWM garnered top rankings for Overall Video Experience, 5G Video Experience, 5G Voice App Experience and Availability in the latest OpenSignal review. Notably, TWM was the only telecom operator in Taiwan to receive an award for Overall Video Experience – the category that best reflects the quality of users' day-to-day video streaming experience. At the same time, the benefits of the Taiwan Star merger continued to unfold. Scale expansion and merger synergies have

strengthened the Company's cash flow and financial flexibility, supporting further growth in shareholder returns while ensuring user experience and operating efficiency.

### **Sustainability development and path to Net Zero**

TWM aspires to be a role model in sustainability. As the first telecom operator to elevate its Sustainability Committee to a board-level functional committee, the Company links senior management remuneration to environment, social responsibility and corporate governance (ESG) performance, embedding sustainability accountability across the organization. Through our collective efforts, renewable energy usage reached 17% in 2025, surpassing our target of 14%. TWM remains committed to achieving 100% renewable energy consumption by 2040, in line with our RE100 pledge. The Company introduced AI RAN to improve spectrum efficiency and deployed AI-driven Service Management and Orchestration (SMO) architecture to manage highly energy-intensive base stations. These initiatives enabled intelligent, automated network resource allocation, strengthening network energy efficiency. Together with the blue carbon restoration project, TWM is steadily moving toward the final mile of net-zero emissions.

### **Recognition for ESG and operational excellence**

In the past year, TWM made further progress in ESG for which it received numerous awards and accolades domestically and internationally. The Company ranked in the top 5% of the Taiwan Stock Exchange Corporate Governance Evaluation of listed companies for the 11th consecutive year and was included in the Taiwan Sustainability Index for the eighth straight year. It received top "A" ratings from the Carbon Disclosure Project (CDP) for climate change for the fifth time last year and for supplier engagement for the fourth consecutive year. TWM was also the only Taiwanese telecom operator included in Time Magazine's Global Top 100 Most Sustainable Companies of 2025. Additionally, the Company received the highest "AAA" rating in the TIP Taiwan Sustainability Rating, ranking among the top 5% across all sectors. In investor relations, TWM swept Extel's (formerly Institutional Investor) Overall Asia (excluding Japan) and the Rest of Asia (excluding Japan and China) telecom rankings, placing first in all seven categories: Best CEO, Best CFO, Best IR Program, Best IR Professional, Best IR Team, Best ESG and Best Board of Directors. These achievements reflect the capital market's solid recognition of TWM's management team. Last but not least, TWM debuted at No.14 overall and ranked No. 1 among telecom operators in its first inclusion in the Taiwan FINI 100.

### **Outlook**

TWM will deepen 5G-AI integration, driving innovation across both B2C and B2B applications and accelerating the development of 5G-Advanced and other leading-edge technologies with global

partners. By enhancing network performance and improving spectrum and energy efficiency through AI, TWM is laying a solid foundation for the integration of space and terrestrial systems and the development toward 6G. Supported by its core telecom business, TWM will leverage group-wide synergies across finance, digital and retail businesses to expand its 5G ecosystem and AI-enabled applications. As our profit flywheel continues to gather momentum, we will create more value for users, employees, shareholders and all stakeholders.

Daniel M. Tsai

Chairperson

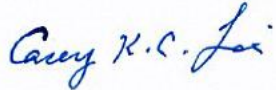
 Taiwan Mobile Co., Ltd.

**Audit & Risk Management Committee Report**

March 13, 2026

The Board of Directors of Taiwan Mobile Co., Ltd. (hereafter, the Board, TWM, or the Company, whenever appropriate) has submitted the Company's business report and financial statements for the year ended December 31, 2025 (hereafter the 2025 business report and the 2025 financial statements, respectively), plus its proposal for the distribution of the 2025 net earnings to the Audit and Risk Management Committee. Deloitte & Touche, a CPA (certified public accountant) firm was retained by the Board to audit TWM's 2025 financial statements and has issued an auditor's report, with a clean opinion thereon. The 2025 business report, the 2025 financial statements and TWM's proposal for distributing its 2025 net earnings have been reviewed by TWM's Audit and Risk Management Committee and were noted no exception. According to Article 14-4 of Taiwan Securities and Exchange Act and Article 219 of Taiwan Company Act, we hereby submit this report to the Company's 2026 shareholders' meeting for recognition.

Taiwan Mobile Co., Ltd.



Casey K.C. Lai

Chairman of the Audit and Risk Management Committee



## **Communication between the Audit & Risk Management Committee and the Internal Audit Officer**

### **■ Regular :**

- The internal audit officer reports the audit matters to the independent directors individually every quarter.

### **■ Ad hoc :**

- The committee chairman will arrange a discussion about audit matters with the internal audit officer and auditor personnel.
- When instructions are given by independent directors during Audit & Risk Management Committee meeting, the internal audit officer must submit a report regarding actions taken afterwards.



## The Report on Related Party Transactions in 2025

Please refer to the following for the details of the acquisition or disposal of right-of-use assets in related party transactions:

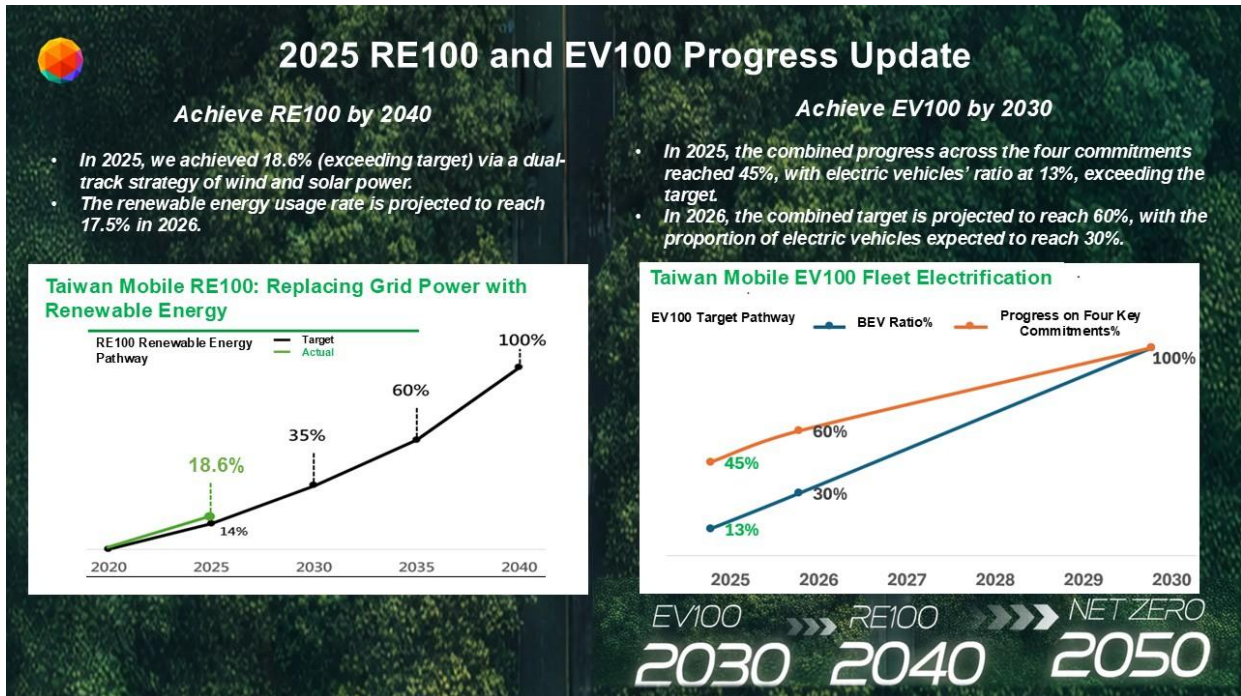
Unit: NT\$ thousand

Counterparty	Acquisition /Disposal	Date of announcement	Monetary Amount	Term	Purpose	Restriction/ Others
Phoenix Cable TV Co., Ltd.	Disposal	2025/01/22	1,370	Payable monthly	Operational premise	None
Fubon No.2 Real Estate Investment Trust	Acquisition	2025/02/27	1,813	Payable monthly	Operational premise	None
Fubon Insurance Co., Ltd.	Acquisition	2025/02/27	1,260	Payable annually	Operational premise	None
Taiwan Fixed Network Co., Ltd.	Acquisition	2025/04/15	115	Payable monthly	Operational premise	None
Fubon Life Insurance Co., Ltd.	Acquisition	2025/08/07	971	Payable annually	Operational premise	None
Fubon Insurance Co., Ltd.	Acquisition	2025/08/07	1,017	Payable annually	Operational premise	None
Fubon Charity Foundation	Acquisition	2025/08/07	2,269	Payable monthly	Operational premise	None
Fubon Life Insurance Co., Ltd.	Acquisition	2025/08/07	1,891	Payable monthly	Operational premise	None
Fubon Insurance Co., Ltd.	Acquisition	2025/08/07	1,213	Payable annually	Operational premise	None
Taiwan Fixed Network Co., Ltd.	Acquisition	2025/10/31	65	Payable monthly	Operational premise	None
Fubon Life Insurance Co., Ltd.	Acquisition	2025/11/12	386	Payable annually	Operational premise	None
Fubon Life Insurance Co., Ltd.	Acquisition	2025/11/12	2,130	Payable monthly	Operational premise	None
Fubon Life Insurance Co., Ltd.	Acquisition	2025/11/12	1,951	Payable annually	Operational premise	None
Fubon Insurance Co., Ltd.	Acquisition	2025/11/12	1,452	Payable annually	Operational premise	None
Taiwan Fixed Network Co., Ltd.	Acquisition	2025/11/20	75,277	Payable monthly	Operational premise	None

Taiwan Fixed Network Co., Ltd.	Acquisition	2025/12/01	57,801	Payable monthly	Operational premise	None
Taiwan Fixed Network Co., Ltd.	Acquisition	2025/12/01	14,373	Payable monthly	Operational premise	None
Taiwan Teleservices & Technologies Co., Ltd.	Acquisition	2025/12/01	5,652	Payable monthly	Operational premise	None

Note 1: For detailed information, please refer to the content of the announcement on the Market Observation Post System (MOPS).

Note 2: The transaction monetary amount refers to the value of the right-of-use asset.



## Taiwan Blue Carbon Mangrove Restoration Project

Completed the planting of **3,200** mangroves in 2025.

### Phased Results :

**Carbon sequestration growth exceeded expectations**

1 Year 77 tCO<sub>2</sub>e/ha → 102 tCO<sub>2</sub>e/ha

**Water Quality Improvement**

The mangroves' natural filtration system effectively reduced nutrient concentrations in the fish farm.

High Pollution & High Emissions Idle Fish Farm → Low-impact & Long-term Carbon Sequestration Ecological Site

**Biodiversity Enhancement**

62 birds 240 fish were observed in the fish farm during the monitoring period





Taiwan Mobile Co., Ltd.

## **The 2025 Consolidated Financial Statements**

### **INDEPENDENT AUDITORS' REPORT**

The Board of Directors and Stockholders  
Taiwan Mobile Co., Ltd.

#### **Opinion**

We have audited the accompanying consolidated financial statements of Taiwan Mobile Co., Ltd. and its subsidiaries (collectively, the “Group”), which comprise the consolidated balance sheets as of December 31, 2025 and 2024, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for the years then ended, and the related notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the “consolidated financial statements”).

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2025 and 2024, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission (FSC) of the Republic of China (ROC).

#### **Basis for Opinion**

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the ROC. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the ROC, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2025. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The descriptions of the key audit matters of the 2025 consolidated financial statements are as follows:

### Telecommunications and Value-added Services Revenue

The description of key audit matter:

One of the operating revenue sources of the Group is the telecommunications and value-added services revenue. The Group offers more different monthly-fee plans and diversifies the business by innovating value-added services since the telecommunication industry becomes more competitive nowadays. The competitive telecommunication industry and complicated calculations for revenue recognition, which highly relies on automatic and systematic connection and implementation, lead the telecommunications and value-added services revenue to be considered as one of the key audit matters.

Corresponding audit procedures:

By conducting compliance tests, we obtained an understanding of the telecommunication revenue recognition process and of the design and execution for relevant controls. We also performed major audit procedures which are as follows:

1. Review the contracts of mobile subscribers to ensure the accuracy of information in the accounting system.
2. Perform dialing tests and data usage tests to verify the completeness of the information in the telephone exchange system.
3. Perform system integration and test data usage from telephone-exchange to telephone traffic.
4. Test for the accuracy of call record charge rates, data usage and billing calculations.
5. Verify the accuracy of the billing amounts generated from monthly rentals, data usage as well as airtime accounting systems and the transfer to the accounting information system.
6. Select the samples from telecommunications and value-added services revenue and agree to the contracts, bills and records of cash receipts.

## Sales Revenue

The description of key audit matter:

The Group's another source of operating revenue is generated from the sales through virtual channels, including E-commerce portals, multimedia business and catalogues by momo.com Inc. (momo). Due to the nature of momo's core sales, momo offers a wide range of products and services to different customers; the trading quantity is rather high while each transaction is individually low in value and is highly automated through the website and related system. As a result of momo's business model being highly reliant on IT infrastructure and the fact that momo processes, stores and transmits large amounts of data through digital and web-based environment, the risk in revenue recognition is whether the sales amount is transmitted and recorded accurately to the IT system.

Corresponding audit procedures:

By conducting compliance tests, we obtained an understanding of the revenue recognition process and of the design and execution for relevant controls. We also performed major audit procedures which are as follows:

1. Verify the details of invoices in the system to check if the sales amount of each invoice is consistent with its shipping notice and sales order.
2. Confirm the completeness and consistency of transmission through IT system by testing the information transferred from front-end system to general ledger system, and further perform tests on whether the Daily Sales Report in the system is consistent with journal entries of revenue each day.

## **Other Matter**

We have also audited the parent company only financial statements of Taiwan Mobile Co., Ltd. as of and for the years ended December 31, 2025 and 2024 on which we have issued an unmodified opinion.

## **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and IFRS, IAS, IFRIC, and SIC endorsed and issued into effect by the FSC of the ROC, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit and risk management committee, are responsible for overseeing the Group's financial reporting process.

## **Auditors' Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the ROC will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Standards on Auditing of the ROC, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2025 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Pei-De Chen and Te-Chen Cheng.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

March 13, 2026

Notice to Readers

*The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in Taiwan, the Republic of China (ROC) and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally applied in the ROC.*

*For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the ROC. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language auditors' report and consolidated financial statements shall prevail.*

TAIWAN MOBILE CO., LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS  
(In Thousands of New Taiwan Dollars)

ASSETS	December 31, 2025		December 31, 2024		LIABILITIES AND EQUITY	December 31, 2025		December 31, 2024	
	Amount	%	Amount	%		Amount	%	Amount	%
<b>CURRENT ASSETS</b>					<b>CURRENT LIABILITIES</b>				
Cash and cash equivalents (Notes 6 and 29)	\$ 8,565,239	4	\$ 11,945,684	5	Short-term borrowings (Note 17)	\$ 11,200,000	5	\$ 19,290,000	8
Financial assets at fair value through profit or loss	27,876	-	11,008	-	Short-term notes and bills payable (Note 17)	6,891,162	3	5,092,920	2
Financial assets at fair value through other comprehensive income (Note 7)	283,758	-	268,591	-	Contract liabilities (Note 22)	2,163,953	1	2,677,430	1
Financial assets at amortized cost	92,666	-	161,088	-	Notes and accounts payable	14,645,624	6	13,258,616	6
Contract assets (Note 22)	8,134,704	3	6,780,457	3	Notes and accounts payable due to related parties (Note 29)	263,157	-	238,742	-
Notes and accounts receivable, net (Note 8)	9,454,914	4	8,943,620	4	Other payables (Note 29)	11,625,298	5	12,635,036	5
Notes and accounts receivable due from related parties (Note 29)	412,959	-	483,806	-	Current tax liabilities	2,252,874	1	2,540,389	1
Other receivables (Note 29)	3,891,942	2	3,878,136	2	Provisions (Note 19)	96,105	-	159,460	-
Inventories (Note 9)	8,633,656	4	8,833,607	3	Lease liabilities (Notes 13, 26 and 29)	4,184,922	2	3,855,097	2
Prepayments (Note 29)	1,023,515	-	996,620	-	Advance receipts	156,291	-	141,697	-
Other financial assets (Notes 29 and 30)	1,993,784	1	2,143,075	1	Long-term liabilities, current portion (Notes 17 and 18)	3,611,222	2	17,319,823	7
Other current assets	203,172	-	194,780	-	Other current liabilities (Note 29)	5,075,375	2	4,561,537	2
Total current assets	42,718,185	18	44,642,472	18	Total current liabilities	62,165,983	27	81,770,747	34
<b>NON-CURRENT ASSETS</b>					<b>NON-CURRENT LIABILITIES</b>				
Financial assets at fair value through profit or loss	1,690,594	1	1,985,440	1	Financial liabilities at fair value through profit or loss (Note 18)	59,658	-	-	-
Financial assets at fair value through other comprehensive income (Note 7)	3,905,763	2	4,123,016	2	Contract liabilities (Note 22)	356,807	-	126,023	-
Financial assets at amortized cost	-	-	95,154	-	Bonds payable (Note 18)	38,924,358	17	25,984,823	11
Contract assets (Note 22)	7,808,914	3	7,237,271	3	Long-term borrowings (Note 17)	22,491,269	9	24,667,728	10
Investments accounted for using equity method (Notes 10 and 29)	6,876,788	3	6,728,977	3	Provisions (Note 19)	1,926,221	1	1,611,622	1
Property, plant and equipment (Notes 12 and 29)	50,606,383	22	51,800,440	21	Deferred tax liabilities (Note 24)	1,491,182	1	1,374,971	1
Right-of-use assets (Notes 13 and 29)	13,101,119	6	11,187,400	5	Lease liabilities (Notes 13, 26 and 29)	9,101,807	4	7,422,099	3
Investment properties (Note 14)	2,141,929	1	2,122,869	1	Net defined benefit liabilities (Note 20)	62,899	-	72,186	-
Concessions (Notes 15 and 30)	60,599,971	26	66,394,968	28	Guarantee deposits	1,375,678	-	1,352,324	-
Goodwill (Note 15)	33,228,022	14	33,228,022	14	Other non-current liabilities	2,154,457	1	3,116,248	1
Other intangible assets (Notes 15 and 29)	5,694,255	2	5,821,933	2	Total non-current liabilities	77,944,336	33	65,728,024	27
Deferred tax assets (Note 24)	1,035,517	-	895,607	-					
Incremental costs of obtaining a contract (Note 22)	2,434,927	1	2,616,905	1	Total liabilities	140,110,319	60	147,498,771	61
Net defined benefit assets (Note 20)	215,826	-	178,347	-					
Other financial assets (Notes 29 and 30)	377,999	-	383,141	-	<b>EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT (Note 21)</b>				
Other non-current assets (Notes 16 and 29)	2,223,375	1	1,985,203	1	Common stock	37,232,618	16	37,232,618	16
Total non-current assets	191,941,382	82	196,784,693	82	Capital surplus	29,032,105	12	29,337,376	12
					Retained earnings				
					Legal reserve	36,113,578	15	34,716,971	14
					Special reserve	135,582	-	-	-
					Unappropriated earnings	14,309,874	6	13,966,321	6
					Other equity interests	( 966,556)	-	( 135,582)	-
					Treasury stock	( 29,717,344)	( 12)	( 29,717,344)	( 12)
					Total equity attributable to owners of the Corporation	86,139,857	37	85,400,360	36
					<b>NON-CONTROLLING INTERESTS</b>				
						8,409,391	3	8,528,034	3
					Total equity	94,549,248	40	93,928,394	39
<b>TOTAL</b>	<b>\$ 234,639,567</b>	<b>100</b>	<b>\$ 241,427,165</b>	<b>100</b>	<b>TOTAL</b>	<b>\$ 234,639,567</b>	<b>100</b>	<b>\$ 241,427,165</b>	<b>100</b>

The accompanying notes are an integral part of the consolidated financial statements.

**TAIWAN MOBILE CO., LTD. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2025		2024	
	Amount	%	Amount	%
OPERATING REVENUES (Notes 22, 29 and 36)	\$ 198,764,583	100	\$ 199,373,905	100
OPERATING COSTS (Notes 9, 29, 33 and 36)	157,808,811	79	159,678,771	80
GROSS PROFIT FROM OPERATIONS	40,955,772	21	39,695,134	20
OPERATING EXPENSES (Notes 29, 33 and 36)				
Marketing	12,908,854	7	12,504,762	6
Administrative	6,795,304	4	7,067,814	4
Research and development	830,404	-	682,128	-
Expected credit loss	356,136	-	392,311	-
Total operating expenses	20,890,698	11	20,647,015	10
OTHER INCOME AND EXPENSES, NET (Note 29)	1,385,010	1	1,202,357	-
OPERATING INCOME (Note 36)	21,450,084	11	20,250,476	10
NON-OPERATING INCOME AND EXPENSES				
Interest income (Note 29)	241,279	-	296,450	-
Other income (Note 23)	80,195	-	864,660	-
Other gains and losses, net (Notes 23 and 29)	( 369,625)	-	( 135,670)	-
Finance costs (Notes 23, 29 and 36)	( 1,586,639)	( 1)	( 1,718,091)	-
Share of gain (loss) of associates accounted for using equity method	127,558	-	( 25,785)	-
Total non-operating income and expenses	( 1,507,232)	( 1)	( 718,436)	-
PROFIT BEFORE TAX	19,942,852	10	19,532,040	10
INCOME TAX EXPENSE (Note 24)	3,736,683	2	3,736,495	2
NET PROFIT	16,206,169	8	15,795,545	8
OTHER COMPREHENSIVE INCOME (LOSS) (Notes 20, 21 and 24)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurements of defined benefit plans	14,168	-	105,330	-
Unrealized gain (loss) on investments in equity instruments at fair value through other comprehensive income	( 760,363)	-	( 629,816)	-
Share of other comprehensive income (loss) of associates accounted for using equity method	( 191,980)	-	109,024	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation	( 42,925)	-	18,745	-
Share of other comprehensive income (loss) of associates accounted for using equity method	( 15,781)	-	13,333	-
Other comprehensive income (loss) (after tax)	( 996,881)	-	( 383,384)	-
TOTAL COMPREHENSIVE INCOME	\$ 15,209,288	8	\$ 15,412,161	8
NET PROFIT ATTRIBUTABLE TO:				
Owners of the parent	\$ 14,437,394	7	\$ 13,816,716	7
Non-controlling interests	1,768,775	1	1,978,829	1
	\$ 16,206,169	8	\$ 15,795,545	8
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the parent	\$ 13,480,156	7	\$ 13,421,817	7
Non-controlling interests	1,729,132	1	1,990,344	1
	\$ 15,209,288	8	\$ 15,412,161	8
EARNINGS PER SHARE (Note 25)				
Basic earnings per share	\$ 4.77		\$ 4.57	
Diluted earnings per share	\$ 4.70		\$ 4.56	

The accompanying notes are an integral part of the consolidated financial statements.

TAIWAN MOBILE CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Parent										
	Retained Earnings					Other Equity Interests		Treasury Stock	Total	Non-controlling Interests	Total Equity
	Common Stock	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translation	Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income				
BALANCE, JANUARY 1, 2024	\$ 37,232,618	\$ 31,302,785	\$ 33,498,727	\$ -	\$ 12,182,646	\$ ( 38,219)	\$ 362,335	\$ ( 29,717,344)	\$ 84,823,548	\$ 8,560,606	\$ 93,384,154
Distribution of 2023 earnings											
Legal reserve	-	-	1,218,244	-	( 1,218,244)	-	-	-	-	-	-
Cash dividends	-	-	-	-	( 10,964,152)	-	-	-	( 10,964,152)	-	( 10,964,152)
Total distribution of earnings	-	-	1,218,244	-	( 12,182,396)	-	-	-	( 10,964,152)	-	( 10,964,152)
Cash dividends from capital surplus	-	( 2,041,242)	-	-	-	-	-	-	( 2,041,242)	-	( 2,041,242)
Profit for the year ended December 31, 2024	-	-	-	-	13,816,716	-	-	-	13,816,716	1,978,829	15,795,545
Other comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	106,119	20,077	( 521,095)	-	( 394,899)	11,515	( 383,384)
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	13,922,835	20,077	( 521,095)	-	13,421,817	1,990,344	15,412,161
Transfer and disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	46,840	-	41,320	-	88,160	-	88,160
Difference between consideration and carrying amount of subsidiaries acquired	-	-	-	-	( 3,604)	-	-	-	( 3,604)	( 6,431)	( 10,035)
Changes in equity of associates accounted for using equity method	-	74,569	-	-	-	-	-	-	74,569	-	74,569
Other changes in capital surplus	-	1,264	-	-	-	-	-	-	1,264	-	1,264
Cash dividends for non-controlling interests of subsidiaries	-	-	-	-	-	-	-	-	-	( 2,016,485)	( 2,016,485)
BALANCE, DECEMBER 31, 2024	37,232,618	29,337,376	34,716,971	-	13,966,321	( 18,142)	( 117,440)	( 29,717,344)	85,400,360	8,528,034	93,928,394
Distribution of 2024 earnings											
Legal reserve	-	-	1,396,607	-	( 1,396,607)	-	-	-	-	-	-
Special reserve	-	-	-	135,582	( 135,582)	-	-	-	-	-	-
Cash dividends	-	-	-	-	( 12,434,064)	-	-	-	( 12,434,064)	-	( 12,434,064)
Total distribution of earnings	-	-	1,396,607	135,582	( 13,966,253)	-	-	-	( 12,434,064)	-	( 12,434,064)
Cash dividends from capital surplus	-	( 1,176,232)	-	-	-	-	-	-	( 1,176,232)	-	( 1,176,232)
Profit for the year ended December 31, 2025	-	-	-	-	14,437,394	-	-	-	14,437,394	1,768,775	16,206,169
Other comprehensive income (loss) for the year ended December 31, 2025	-	-	-	-	10,663	( 31,850)	( 936,051)	-	( 937,238)	( 39,643)	( 996,881)
Total comprehensive income (loss) for the year ended December 31, 2025	-	-	-	-	14,448,057	( 31,850)	( 936,051)	-	13,480,156	1,729,132	15,209,288
Equity component of convertible bonds issued by the company	-	851,347	-	-	-	-	-	-	851,347	-	851,347
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	( 136,927)	-	136,927	-	-	-	-
Changes in equity of associates accounted for using equity method	-	32,036	-	-	( 1,324)	-	-	-	30,712	-	30,712
Disposal of investments accounted for using equity method	-	( 13,449)	-	-	-	-	-	-	( 13,449)	-	( 13,449)
Other changes in capital surplus	-	1,027	-	-	-	-	-	-	1,027	-	1,027
Cash dividends for non-controlling interests of subsidiaries	-	-	-	-	-	-	-	-	-	( 1,847,576)	( 1,847,576)
Decrease in non-controlling interests	-	-	-	-	-	-	-	-	-	( 199)	( 199)
BALANCE, DECEMBER 31, 2025	\$ 37,232,618	\$ 29,032,103	\$ 36,113,578	\$ 135,582	\$ 14,309,874	\$ ( 49,992)	\$ ( 916,564)	\$ ( 29,717,344)	\$ 86,139,837	\$ 8,409,391	\$ 94,549,248

The accompanying notes are an integral part of the consolidated financial statements.

## TAIWAN MOBILE CO., LTD. AND SUBSIDIARIES

### CONSOLIDATED STATEMENTS OF CASH FLOWS (In Thousands of New Taiwan Dollars)

	<u>2025</u>	<u>2024</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before tax	\$ 19,942,852	\$ 19,532,040
Adjustments for:		
Depreciation expense	15,131,525	15,599,267
Amortization expense	6,589,092	6,670,347
Amortization of incremental costs of obtaining a contract	1,802,922	1,871,831
Loss on disposal and retirement of property, plant and equipment, net	172,589	193,905
Gain on disposal of property, plant and equipment held for sale	( 1,689)	( 4,545)
Expected credit loss	356,136	392,311
Other income and expenses	( 1,008,714)	( 916,514)
Finance costs	1,586,639	1,718,091
Interest income	( 241,279)	( 296,450)
Dividend income	( 75,917)	( 859,809)
Valuation gain on financial assets at fair value through profit or loss	( 27,019)	( 49,167)
Valuation gain on financial liabilities at fair value through profit or loss	( 12,200)	-
Share of loss (gain) of associates accounted for using equity method	( 127,558)	25,785
Loss (Gain) on disposal of investments accounted for using equity method	( 45,142)	1,872
Impairment loss on non-financial assets	70,991	99,893
Others	( 30,060)	( 79,203)
Changes in operating assets and liabilities		
Contract assets	( 1,935,558)	( 2,126,828)
Notes and accounts receivable	( 805,574)	( 153,550)
Notes and accounts receivable due from related parties	72,847	103,426
Other receivables	( 6,159)	719,602
Inventories	199,951	( 640,524)
Prepayments	( 28,531)	37,332
Other current assets	( 4,419)	2,060
Other financial assets	( 403,660)	( 395,628)
Incremental costs of obtaining a contract	( 1,620,944)	( 1,995,994)
Contract liabilities	( 281,387)	( 214,361)
Notes and accounts payable	1,387,008	( 202,889)
Notes and accounts payable due to related parties	24,415	107,250
Other payables	5,672	( 4,539)
Provisions	181,405	( 241,167)
Advance receipts	14,526	46,710
Other current liabilities	512,532	661,223
Net defined benefit plans	( 29,056)	( 32,511)
Cash inflows generated from operating activities	41,366,236	39,569,266
Interest received	23,572	13,975
Interest paid	( 3,532)	( 1,972)
Income taxes paid	( 3,885,005)	( 3,536,157)
Net cash generated from operating activities	<u>37,501,271</u>	<u>36,045,112</u>

(Continued)

## TAIWAN MOBILE CO., LTD. AND SUBSIDIARIES

### CONSOLIDATED STATEMENTS OF CASH FLOWS (In Thousands of New Taiwan Dollars)

	<u>2025</u>	<u>2024</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Acquisition of property, plant and equipment	\$( 10,376,683)	\$( 11,030,847)
Acquisition of right-of-use assets	( 39,173)	( 23,890)
Acquisition of intangible assets	( 528,456)	( 530,389)
Increase in prepayments for equipment	( 366,958)	( 588,016)
Proceeds from disposal of property, plant and equipment	106,396	60,126
Proceeds from disposal of property, plant and equipment held for sale	10,730	10,224
Increase in advance receipts from asset disposals	68	170
Acquisition of financial assets at fair value through profit or loss	( 103,235)	( 133,440)
Acquisition of financial assets at fair value through other comprehensive income	( 250,000)	( 63,720)
Proceeds from capital reduction of financial assets at fair value through profit or loss	3,175	19,156
Proceeds from return of share capital of financial assets at fair value through other comprehensive income	-	729,097
Proceeds from financial assets at amortized cost	157,700	162,600
Acquisition of investments accounted for using equity method	( 536,340)	( 4,845,022)
Increase in prepayments for investment	( 14,100)	( 48,632)
Disposal of investments accounted for using equity method	117,104	-
Other investing activities	71,735	1,094,947
Increase in refundable deposits	( 757,602)	( 315,134)
Decrease in refundable deposits	360,118	394,330
Increase in other financial assets	( 775,703)	( 1,329,107)
Decrease in other financial assets	1,333,029	416,211
Interest received	219,317	262,440
Dividends received from associates	167,950	-
Other dividends received	48,164	860,918
Net cash used in investing activities	<u>( 11,152,764)</u>	<u>( 14,897,978)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Increase (decrease) in short-term borrowings	( 8,090,000)	830,000
Increase (decrease) in short-term notes and bills payable	1,789,809	( 7,768,472)
Proceeds from issuance of bonds	13,708,805	1,997,415
Repayment of bonds	( 14,000,000)	-
Proceeds from long-term borrowings	1,510,755	8,048,822
Repayment of long-term borrowings	( 3,397,421)	( 3,905,777)
Repayment of the principal portion of lease liabilities	( 4,411,044)	( 5,104,044)
Increase in guarantee deposits received	158,740	147,673
Decrease in guarantee deposits received	( 135,407)	( 223,931)
Cash dividends paid (including paid to non-controlling interests)	( 15,457,808)	( 15,021,812)

(Continued)

## TAIWAN MOBILE CO., LTD. AND SUBSIDIARIES

### CONSOLIDATED STATEMENTS OF CASH FLOWS (In Thousands of New Taiwan Dollars)

	<u>2025</u>	<u>2024</u>
Interest paid	\$( 1,408,313)	\$( 1,435,664)
Decrease in non-controlling interests	( 199)	-
Acquisition of ownership interests in subsidiaries	-	( 10,035)
Net cash used in financing activities	<u>( 29,732,083)</u>	<u>( 22,445,825)</u>
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	<u>3,131</u>	<u>109</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	( 3,380,445)	( 1,298,582)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	<u>11,945,684</u>	<u>13,244,266</u>
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	<u>\$ 8,565,239</u>	<u>\$ 11,945,684</u>

The accompanying notes are an integral part of the consolidated financial statements.

(Concluded)



Taiwan Mobile Co., Ltd

## **The 2025 Standalone Financial Statements**

### **INDEPENDENT AUDITORS' REPORT**

The Board of Directors and Stockholders  
Taiwan Mobile Co., Ltd.

#### **Opinion**

We have audited the accompanying financial statements of Taiwan Mobile Co., Ltd. (TWM), which comprise the balance sheets as of December 31, 2025 and 2024, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and the related notes to the financial statements, including material accounting policy information (collectively referred to as the “financial statements”).

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of TWM as of December 31, 2025 and 2024, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

#### **Basis for Opinion**

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China (ROC). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of TWM in accordance with The Norm of Professional Ethics for Certified Public Accountant of the ROC, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended December 31, 2025. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The descriptions of the key audit matters of the 2025 financial statements are as follows:

#### **Telecommunications and Value-added Services Revenue**

The description of key audit matter:

The primary operating revenue sources of TWM is the telecommunications and value-added services revenue. TWM offers more different monthly-fee plans and diversifies the business by innovating value-added services since the telecommunication industry becomes more competitive nowadays. The competitive telecommunication industry and complicated calculations for revenue recognition, which highly relies on automatic and systematic connection and implementation, lead the telecommunications and value-added services revenue to be considered as one of the key audit matters.

#### Corresponding audit procedures:

By conducting compliance tests, we obtained an understanding of the telecommunication revenue recognition process and of the design and execution for relevant controls. We also performed major audit procedures which are as follows:

1. Review the contracts of mobile subscribers to ensure the accuracy of information in the accounting system.
2. Perform dialing tests and data usage tests to verify the completeness of the information in the telephone exchange system.
3. Perform system integration and test data usage from telephone-exchange to telephone traffic.
4. Test for the accuracy of call record charge rates, data usage and billing calculations.
5. Verify the accuracy of the billing amounts generated from monthly rentals, data usage as well as airtime accounting systems and the transfer to the accounting information system.
6. Select the samples from telecommunications and value-added services revenue and agree to the contracts, bills and records of cash receipts.

#### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing TWM's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate TWM or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit and risk management committee, are responsible for overseeing TWM's financial reporting process.

#### **Auditors' Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the ROC will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the Standards on Auditing of the ROC, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of TWM's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on TWM's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause TWM to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within TWM to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the year ended December 31, 2025 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Pei-De Chen and Te-Chen Cheng.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

March 13, 2026

Notice to Readers

*The accompanying financial statements are intended only to present the financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in Taiwan, the Republic of China (ROC) and not those of any other jurisdictions. The standards, procedures and practices to audit such financial statements are those generally applied in the ROC.*

*For the convenience of readers, the independent auditors' report and the accompanying financial statements have been translated into English from the original Chinese version prepared and used in the ROC. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and financial statements shall prevail.*

TAIWAN MOBILE CO., LTD.

BALANCE SHEETS

(In Thousands of New Taiwan Dollars)

	December 31, 2025		December 31, 2024			December 31, 2025		December 31, 2024	
	Amount	%	Amount	%		Amount	%	Amount	%
<b>ASSETS</b>					<b>LIABILITIES AND EQUITY</b>				
<b>CURRENT ASSETS</b>					<b>CURRENT LIABILITIES</b>				
Cash and cash equivalents (Notes 6 and 28)	\$ 2,629,496	1	\$ 3,003,111	1	Short-term borrowings (Notes 16 and 28)	\$ 27,242,000	13	\$ 33,390,000	15
Financial assets at fair value through profit or loss	27,876	-	11,008	-	Short-term notes and bills payable (Note 16)	6,891,162	3	5,092,920	2
Financial assets at fair value through other comprehensive income (Note 7)	283,643	-	268,429	-	Contract liabilities (Note 21)	1,490,188	1	1,550,422	1
Contract assets (Note 21)	7,462,944	4	6,774,990	3	Notes and accounts payable	2,726,195	1	1,783,133	1
Notes and accounts receivable, net (Note 8)	8,404,432	4	7,827,392	4	Notes and accounts payable due to related parties (Note 28)	329,634	-	334,062	-
Notes and accounts receivable due from related parties (Note 28)	543,517	-	551,500	-	Other payables (Note 28)	8,564,531	4	9,557,964	4
Other receivables (Note 28)	1,894,690	1	1,877,931	1	Current tax liabilities	1,300,458	1	1,359,767	1
Inventories (Note 9)	3,743,661	2	3,969,904	2	Provisions (Note 18)	29,915	-	75,967	-
Prepayments	215,593	-	295,949	-	Lease liabilities (Notes 12, 25 and 28)	3,232,249	1	3,054,956	1
Other financial assets (Notes 28 and 29)	139,945	-	39,288	-	Long-term liabilities, current portion (Notes 16 and 17)	3,498,602	2	17,189,703	8
Other current assets	2,412	-	2,499	-	Other current liabilities (Note 28)	2,925,971	1	2,834,608	1
Total current assets	25,348,209	12	24,622,001	11	Total current liabilities	58,230,905	27	76,223,502	34
<b>NON-CURRENT ASSETS</b>					<b>NON-CURRENT LIABILITIES</b>				
Financial assets at fair value through profit or loss	1,387,011	1	1,697,940	1	Financial liabilities at fair value through profit or loss (Note 17)	59,658	-	-	-
Financial assets at fair value through other comprehensive income (Note 7)	3,263,655	1	3,565,760	2	Contract liabilities (Note 21)	50,083	-	94,123	-
Contract assets (Note 21)	7,806,038	4	7,232,263	3	Bonds payable (Note 17)	38,924,358	18	25,984,823	12
Investments accounted for using equity method (Notes 10 and 28)	52,719,570	25	52,540,432	24	Long-term borrowings (Note 16)	21,186,819	10	23,186,074	10
Property, plant and equipment (Notes 11 and 28)	28,176,965	13	30,520,635	14	Provisions (Note 18)	640,451	-	626,025	-
Right-of-use assets (Notes 12 and 28)	8,514,569	4	8,193,351	4	Deferred tax liabilities (Note 23)	1,009,577	1	887,654	1
Investment properties (Note 13)	2,499,638	1	2,527,296	1	Lease liabilities (Notes 12, 25 and 28)	5,334,085	3	5,198,278	3
Concessions (Note 14)	54,702,233	26	60,318,511	27	Guarantee deposits	485,203	-	480,523	-
Goodwill (Note 14)	24,620,850	11	24,620,850	11	Other non-current liabilities	1,989,165	1	2,888,582	1
Other intangible assets (Notes 14 and 28)	1,403,111	1	1,400,906	1	Total non-current liabilities	69,679,399	33	59,346,082	27
Deferred tax assets (Note 23)	626,814	-	488,954	-	Total liabilities	127,910,304	60	135,569,584	61
Incremental costs of obtaining a contract (Note 21)	2,333,578	1	2,514,814	1	<b>EQUITY (Note 20)</b>				
Net defined benefit assets (Note 19)	66,317	-	47,262	-	Common stock	37,232,618	17	37,232,618	17
Other non-current assets (Notes 15, 28 and 29)	581,603	-	678,969	-	Capital surplus	29,032,105	13	29,337,376	13
Total non-current assets	188,701,952	88	196,347,943	89	Retained earnings				
					Legal reserve	36,113,578	17	34,716,971	16
					Special reserve	135,582	-	-	-
					Unappropriated earnings	14,309,874	7	13,966,321	6
					Other equity interests	( 966,556)	-	( 135,582)	-
					Treasury stock	( 29,717,344)	( 14)	( 29,717,344)	( 13)
					Total equity	86,139,857	40	85,400,360	39
<b>TOTAL</b>	<b>\$ 214,050,161</b>	<b>100</b>	<b>\$ 220,969,944</b>	<b>100</b>	<b>TOTAL</b>	<b>\$ 214,050,161</b>	<b>100</b>	<b>\$ 220,969,944</b>	<b>100</b>

The accompanying notes are an integral part of the financial statements.

**TAIWAN MOBILE CO., LTD.**

**STATEMENTS OF COMPREHENSIVE INCOME**  
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2025		2024	
	Amount	%	Amount	%
OPERATING REVENUES (Notes 21 and 28)	\$ 82,121,303	100	\$ 80,290,867	100
OPERATING COSTS (Notes 9, 28 and 32)	59,515,053	72	59,390,803	74
GROSS PROFIT FROM OPERATIONS	22,606,250	28	20,900,064	26
OPERATING EXPENSES (Notes 28 and 32)				
Marketing	8,888,580	11	8,769,106	11
Administrative	3,304,066	4	3,551,371	5
Research and development	360,515	1	274,697	-
Expected credit loss	350,945	-	389,047	-
Total operating expenses	12,904,106	16	12,984,221	16
OTHER INCOME AND EXPENSES, NET (Note 28)	1,218,267	1	1,058,538	1
OPERATING INCOME	10,920,411	13	8,974,381	11
NON-OPERATING INCOME AND EXPENSES				
Interest income	81,134	-	103,816	-
Other income (Note 22)	73,101	-	855,443	1
Other gains and losses, net (Note 22)	( 92,933)	-	( 126,231)	-
Finance costs (Notes 22 and 28)	( 1,775,088)	( 2)	( 1,871,756)	( 2)
Share of profit of subsidiaries and associates accounted for using equity method	7,039,858	9	7,311,829	9
Total non-operating income and expenses	5,326,072	7	6,273,101	8
PROFIT BEFORE TAX	16,246,483	20	15,247,482	19
INCOME TAX EXPENSE (Note 23)	1,809,089	2	1,430,766	2
NET PROFIT	14,437,394	18	13,816,716	17
OTHER COMPREHENSIVE INCOME (LOSS) (Notes 19, 20 and 23)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurements of defined benefit plans	( 124)	-	65,198	-
Unrealized loss on investments in equity instruments at fair value through other comprehensive income	( 721,081)	( 1)	( 632,337)	-
Share of other comprehensive income (loss) of subsidiaries and associates accounted for using equity method	( 204,183)	-	152,163	-
Items that may be reclassified subsequently to profit or loss:				
Share of other comprehensive income (loss) of associates accounted for using equity method	( 31,850)	-	20,077	-
Other comprehensive loss (after tax)	( 957,238)	( 1)	( 394,899)	-
TOTAL COMPREHENSIVE INCOME	\$ 13,480,156	17	\$ 13,421,817	17
EARNINGS PER SHARE (Note 24)				
Basic earnings per share	\$ 4.77		\$ 4.57	
Diluted earnings per share	\$ 4.70		\$ 4.56	

The accompanying notes are an integral part of the financial statements.

TAIWAN MOBILE CO., LTD.

STATEMENTS OF CHANGES IN EQUITY  
(In Thousands of New Taiwan Dollars)

	Retained Earnings					Other Equity Interests		Treasury Stock	Total Equity
	Common Stock	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translation	Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income		
BALANCE, JANUARY 1, 2024	\$ 37,232,618	\$ 31,302,785	\$ 33,498,727	\$ -	\$ 12,182,646	\$ ( 38,219)	\$ 362,335	\$ ( 29,717,344)	\$ 84,823,548
Distribution of 2023 earnings									
Legal reserve	-	-	1,218,244	-	( 1,218,244)	-	-	-	-
Cash dividends	-	-	-	-	( 10,964,152)	-	-	-	( 10,964,152)
Total distribution of earnings	-	-	1,218,244	-	( 12,182,396)	-	-	-	( 10,964,152)
Cash dividends from capital surplus	-	( 2,041,242)	-	-	-	-	-	-	( 2,041,242)
Profit for the year ended December 31, 2024	-	-	-	-	13,816,716	-	-	-	13,816,716
Other comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	106,119	20,077	( 521,095)	-	( 394,899)
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	13,922,835	20,077	( 521,095)	-	13,421,817
Transfer and disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	46,840	-	41,320	-	88,160
Difference between consideration and carrying amount of subsidiaries acquired	-	-	-	-	( 3,604)	-	-	-	( 3,604)
Changes in equity of associates accounted for using equity method	-	74,569	-	-	-	-	-	-	74,569
Other changes in capital surplus	-	1,264	-	-	-	-	-	-	1,264
BALANCE, DECEMBER 31, 2024	37,232,618	29,337,376	34,716,971	-	13,966,321	( 18,142)	( 117,440)	( 29,717,344)	85,400,360
Distribution of 2024 earnings									
Legal reserve	-	-	1,396,607	-	( 1,396,607)	-	-	-	-
Special reserve	-	-	-	135,582	( 135,582)	-	-	-	-
Cash dividends	-	-	-	-	( 12,434,064)	-	-	-	( 12,434,064)
Total distribution of earnings	-	-	1,396,607	135,582	( 13,966,253)	-	-	-	( 12,434,064)
Cash dividends from capital surplus	-	( 1,176,232)	-	-	-	-	-	-	( 1,176,232)
Profit for the year ended December 31, 2025	-	-	-	-	14,437,394	-	-	-	14,437,394
Other comprehensive income (loss) for the year ended December 31, 2025	-	-	-	-	10,663	( 31,850)	( 936,051)	-	( 957,238)
Total comprehensive income (loss) for the year ended December 31, 2025	-	-	-	-	14,448,057	( 31,850)	( 936,051)	-	13,480,156
Equity component of convertible bonds issued by the company	-	851,347	-	-	-	-	-	-	851,347
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	( 136,927)	-	136,927	-	-
Changes in equity of associates accounted for using equity method	-	32,036	-	-	( 1,324)	-	-	-	30,712
Disposal of investments accounted for using equity method	-	( 13,449)	-	-	-	-	-	-	( 13,449)
Other changes in capital surplus	-	1,027	-	-	-	-	-	-	1,027
BALANCE, DECEMBER 31, 2025	\$ 37,232,618	\$ 29,032,105	\$ 36,113,578	\$ 135,582	\$ 14,309,874	\$ ( 49,992)	\$ ( 916,564)	\$ ( 29,717,344)	\$ 86,139,857

The accompanying notes are an integral part of the financial statements.

## TAIWAN MOBILE CO., LTD.

### STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars)

	2025	2024
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Acquisition of property, plant and equipment	\$( 6,465,040)	\$( 7,830,814)
Acquisition of right-of-use assets	( 37,755)	( 24,194)
Acquisition of intangible assets	( 343,342)	( 328,514)
Increase in prepayments for equipment	( 67,495)	( 136,650)
Proceeds from disposal of property, plant and equipment	86,044	52,895
Proceeds from disposal of property, plant and equipment held for sale	10,730	6,884
Acquisition of subsidiaries	( 100,000)	( 70,000)
Acquisition of financial assets at fair value through profit or loss	( 103,235)	( 133,440)
Acquisition of financial assets at fair value through other comprehensive income	( 125,000)	( 63,720)
Proceeds from capital reduction of financial assets at fair value through profit or loss	3,175	19,156
Proceeds from return of share capital of financial assets at fair value through other comprehensive income	-	729,097
Acquisition of investments accounted for using equity method	( 536,340)	( 4,639,022)
Increase in prepayments for investment	( 14,100)	( 48,632)
Disposal of investments accounted for using equity method	117,104	-
Other investing activities	51,802	1,076,120
Proceeds from transferring of business	-	28,400
Increase in refundable deposits	( 111,192)	( 161,465)
Decrease in refundable deposits	130,252	246,754
Increase in other financial assets	( 337)	( 11,350)
Decrease in other financial assets	337	11,350
Interest received	69,539	81,179
Dividends received from subsidiaries	7,038,379	7,165,958
Dividends received from associates	167,950	-
Other dividends received	38,227	851,547
Net cash used in investing activities	<u>( 190,297)</u>	<u>( 3,178,461)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Increase (decrease) in short-term borrowings	( 6,660,000)	590,000
Borrowings from related parties	21,832,000	16,832,000
Repayments of borrowings from related parties	( 21,320,000)	( 15,647,000)
Increase (decrease) in short-term notes and bills payable	1,789,809	( 7,768,472)
Proceeds from issuance of bonds	13,708,805	1,997,415
Repayment of bonds	( 14,000,000)	-
Proceeds from long-term borrowings	1,510,755	7,998,822
Repayment of long-term borrowings	( 3,202,718)	( 3,616,550)
Repayment of the principal portion of lease liabilities	( 3,562,212)	( 4,128,364)
Increase in guarantee deposits received	67,717	85,220
Decrease in guarantee deposits received	( 63,299)	( 108,398)
Cash dividends paid	( 13,610,232)	( 13,005,327)

(Continued)

## TAIWAN MOBILE CO., LTD.

### STATEMENTS OF CASH FLOWS

(In Thousands of New Taiwan Dollars)

	2025	2024
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before tax	\$ 16,246,483	\$ 15,247,482
Adjustments for:		
Share of profit of subsidiaries and associates accounted for using equity method	( 7,039,858)	( 7,311,829)
Depreciation expense	11,459,691	12,039,694
Amortization expense	6,115,705	6,214,853
Amortization of incremental costs of obtaining a contract	1,698,295	1,762,955
Loss on disposal and retirement of property, plant and equipment, net	174,198	208,511
Gain on disposal of property, plant and equipment held for sale	( 1,689)	( 4,287)
Expected credit loss	350,945	389,047
Other income and expenses	( 995,520)	( 902,930)
Finance costs	1,775,088	1,871,756
Interest income	( 81,134)	( 103,816)
Dividend income	( 65,980)	( 850,438)
Valuation gain on financial assets at fair value through profit or loss	( 10,936)	( 49,167)
Valuation gain on financial liabilities at fair value through profit or loss	( 12,200)	-
Loss (Gain) on disposal of investments accounted for using equity method	( 45,142)	1,872
Others	( 3,377)	( 46,016)
Changes in operating assets and liabilities		
Contract assets	( 1,271,264)	( 2,131,617)
Notes and accounts receivable	( 932,055)	( 391,944)
Notes and accounts receivable due from related parties	7,983	( 81,464)
Other receivables	( 6,520)	209,421
Inventories	226,243	( 403,797)
Prepayments	81,525	( 27,187)
Other current assets	( 339)	116
Other financial assets	( 100,657)	( 5,016)
Incremental costs of obtaining a contract	( 1,517,059)	( 1,889,530)
Contract liabilities	( 102,968)	( 204,041)
Notes and accounts payable	943,062	( 648,222)
Notes and accounts payable due to related parties	( 4,428)	62,204
Other payables	( 246,582)	( 241,539)
Provisions	( 57,338)	( 226,216)
Other current liabilities	90,057	127,480
Net defined benefit plans	( 19,210)	( 17,817)
Cash inflows generated from operating activities	26,655,019	22,598,518
Interest received	19,661	8,379
Interest paid	( 1,951)	( 471)
Income taxes paid	( 1,714,372)	( 713,187)
Net cash generated from operating activities	<u>24,958,357</u>	<u>21,893,239</u>

(Continued)

**TAIWAN MOBILE CO., LTD.**

**STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024  
(In Thousands of New Taiwan Dollars)**

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	<u>2025</u>	<u>2024</u>
Interest paid	\$( 1,632,300)	\$( 1,550,184)
Net cash used in financing activities	( 25,141,675)	( 18,320,838)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	( 373,615)	393,940
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	<u>3,003,111</u>	<u>2,609,171</u>
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	<u>\$ 2,629,496</u>	<u>\$ 3,003,111</u>

The accompanying notes are an integral part of the financial statements.

(Concluded)



**Taiwan Mobile Co., Ltd**  
**2025 Earnings Distribution Proposal**

Unit: NT\$

Item	Amount
Unappropriated retained earnings as of December 31, 2024	<b>67,785</b>
Actuarial gains of 2025	10,663,130
Adjustments due to investments accounted for using equity method	(1,323,957)
Disposal of investments in equity instruments designated as at fair value through other comprehensive income	(136,927,343)
Unappropriated retained earnings - Adjusted	<b>(127,520,385)</b>
Net income of 2025	14,437,394,063
Legal reserve appropriation (10%)	(1,430,980,589)
Special reserve appropriation	(830,974,101)
Retained earnings available for distribution	<b>12,047,918,988</b>
Appropriation:	
Cash dividends <sup>1</sup>	(12,047,833,971)
Balance of unappropriated retained earnings	<b>85,017</b>

Note 1: Refer to the second proposed resolution regarding the distribution of the 2025 retained earnings.

## Articles of Incorporation

### Before and After Amendments for Comparison

Article	Amended	Original	Explanation
2	<p>The scope of business of the Company shall be:</p> <ol style="list-style-type: none"> <li>1. G903010 Telecommunications Enterprises;</li> <li>2. <u>CC01060 Wired Communication Mechanical Equipment Manufacturing;</u></li> <li>3. <u>CC01070 Wireless Communication Mechanical Equipment Manufacturing;</u></li> <li>4. CC01080 Electronics Components Manufacturing;</li> <li>5. <u>CC01110 Computer and Peripheral Equipment Manufacturing;</u></li> <li>6. <u>CC01990 Other Electrical Engineering and Electronic Machinery Equipment Manufacturing;</u></li> <li>7. <u>D101060 Self-usage power generation equipment utilizing renewable energy industry;</u></li> <li>8. <u>D101091 Renewable-Energy-Based Electricity Retailing Enterprise;</u></li> <li>9. E601010 Electric Appliance Construction;</li> <li>10. E601020 Electric Appliance Installation;</li> <li>11. <u>E603010 Cable Installation Engineering;</u></li> <li>12. <u>E603050 Automatic Control</u></li> </ol>	<p>The scope of business of the Company shall be:</p> <ol style="list-style-type: none"> <li>1. G903010 Telecommunications Enterprises;</li> <li>2. I301040 Third-Party Payment;</li> <li>3. I301020 Data Processing Services;</li> <li>4. J303010 Magazine and Periodical Publication;</li> <li>5. J304010 Book Publishers;</li> <li>6. J305010 Audio Tape and Record Publishers;</li> <li>7. J399010 Software Publication;</li> <li>8. J399990 Other Publishers Not Elsewhere Classified;</li> <li>9. F108031 Wholesale of Drugs, Medical Goods;</li> <li>10. F208031 Retail Sale of Medical Equipment;</li> <li>11. E601010 Electric Appliance Construction;</li> <li>12. E701010 Telecommunications Construction;</li> <li>13. CC01080 Electronic Parts and Components Manufacturing;</li> <li>14. E601020 Electric Appliance Installation;</li> <li>15. E603090 Illumination Equipment Construction;</li> <li>16. IG03010 Energy Technical Services;</li> <li>17. H703100 Real Estate Rental</li> </ol>	Added the scope of business.

Article	Amended	Original	Explanation
	<p><u>Equipment Engineering;</u>  <u>13. E603080 Traffic Signs Installation Engineering;</u>  <u>14. E603090 Lighting Equipments Construction;</u>  <u>15. E605010 Computer Equipment Installation;</u>  <u>16. E701010 Telecommunications Engineering;</u>  <u>17. E701020 Satellite Television KU Channels and Channel C Equipment Installation;</u>  <u>18. E701030 Controlled Telecommunications Radio-Frequency Devices Installation Engineering;</u>  <u>19. EZ05010 Instrument and Meters Installation Engineering;</u>  <u>20. F108031 Wholesale of Medical Devices;</u>  <u>21. F113050 Wholesale of Computers and Clerical Machinery Equipment;</u>  <u>22. F113070 Wholesale of Telecommunication Apparatus;</u>  <u>23. F114080 Wholesale of Track Vehicle and Component Parts Thereof;</u>  <u>24. F118010 Wholesale of Computer Software;</u>  <u>25. F119010 Wholesale of Electronic Materials;</u>  <u>26. F208031 Retail Sale of Medical Apparatus;</u>  <u>27. F213030 Retail Sale of Computers and Clerical Machinery Equipment;</u>  <u>28. F213060 Retail Sale of Telecommunication Apparatus;</u>  <u>29. F214080 Retail Sale of Track Vehicle and Component Parts Thereof;</u>  <u>30. F214990 Retail Sale of Other</u></p>	<p>and Leasing  <u>18. JE01010 Rental and Leasing Business;</u>  <u>19. J401010 Motion Picture Production;</u>  <u>20. J402010 Motion Picture Distribution;</u>  <u>21. J503020 Television Production</u>  <u>22. J503030 Broadcasting and Television Program Distribution</u>  <u>23. EZ05010 Apparatus Installation Construction</u>  <u>24. I301010 Information Software Services</u>  <u>25. D101091 Renewable-Energy-Based Electricity Retailing Enterprise</u>  <u>26. ZZ99999 Any other business (other than those approved by the relevant authorities) not prohibited or restricted by law.</u></p>	

Article	Amended	Original	Explanation
	<p><u>Traffic Means of Transport and Component Parts Thereof;</u>  <u>31. F218010 Retail Sale of Computer Software;</u>  <u>32. H703100 Real Estate Leasing;</u>  <u>33. I103060 Management Consulting;</u>  <u>34. I199990 Other Consulting Service;</u>  <u>35. I301010 Information Software Services;</u>  <u>36. I301020 Data Processing Services;</u>  <u>37. I301030 Electronic Information Supply Services;</u>  <u>38. I301040 The Third-Party Payment;</u>  <u>39. IG03010 Energy Technical Services;</u>  <u>40. IZ13010 Internet Certificates Service;</u>  <u>41. J101050 Environmental Testing Services;</u>  <u>42. J303010 Magazine(Periodical) Publishing;</u>  <u>43. J304010 Book Publishing;</u>  <u>44. J305010 Audio Publishing;</u>  <u>45. J399010 Software Publishing;</u>  <u>46. J399990 Other Publishers Not Elsewhere Classified;</u>  <u>47. J401010 Motion Picture Production;</u>  <u>48. J402010 Motion Picture Distribution;</u>  <u>49. J503020 Television Program Production;</u>  <u>50. J503030 Broadcasting and Television Program Distribution;</u>  <u>51. JE01010 Rental and Leasing;</u>  <u>52. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.</u></p>		

Article	Amended	Original	Explanation
8	Share certificates of the Company shall be issued only if they bear the names of the shareholders, be appropriately serial numbered, be signed by or affixed with the personal seals of <u>the director representing</u> the Company, and be duly signed and authenticated by the responsible authority or a share registry endorsed by the regulatory authority. The Company is exempted from issuing any physical share certificates for the shares issued. A physical share certificate may be issued for all the new shares issued at a particular point in time, provided that the share certificate shall be placed in custody or for registration with a centralized depository.	Share certificates of the Company shall be issued only if they bear the names of the shareholders, be appropriately serial numbered, be signed by or affixed with the personal seals of <u>three or more Directors</u> of the Company, and be duly signed and authenticated by the responsible authority or a share registry endorsed by the regulatory authority. The Company is exempted from issuing any physical share certificates for the shares issued. A physical share certificate may be issued for all the new shares issued at a particular point in time, provided that the share certificate shall be placed in custody or for registration with a centralized depository.	In accordance with Article 162 of the Company Act.
21-1	According to Article 14-2 of the Securities and Exchange Act, among the directors, there shall be no less than 3 independent directors. The independent directors shall together constitute the Audit <u>&amp; Risk Management</u> Committee and replace the role of the supervisors.	According to Article 14-2 of the Securities and Exchange Act, among the directors, there shall be no less than 3 independent directors. The independent directors shall together constitute the Audit Committee and replace the role of the supervisors.	Amended the name of the committee.
27	The Audit <u>&amp; Risk Management</u> Committee shall exercise their powers and other relevant matters in accordance with the relevant laws, regulations or the Company's Articles of Incorporation.	The Audit Committee shall exercise their powers and other relevant matters in accordance with the relevant laws, regulations or the Company's Articles of Incorporation.	Amended the name of the committee.

Article	Amended	Original	Explanation
34	<p>The Articles of Incorporation were agreed to and signed on January 30, 1997. ...</p> <p>The thirty-first amendment was made on 23 June 2022.</p> <p>The thirty-second amendment was made on 21 June 2024.</p> <p>The thirty-third amendment was made on 29 May 2025.</p> <p><u>The thirty-fourth amendment was made on 29 May 2026.</u></p>	<p>The Articles of Incorporation were agreed to and signed on January 30, 1997. ...</p> <p>The thirty-first amendment was made on 23 June 2022.</p> <p>The thirty-second amendment was made on 21 June 2024.</p> <p>The thirty-third amendment was made on 29 May 2025.</p>	<p>Added the amendment sequence number, and the date of the latest amendment to the Articles of Incorporation.</p>

# Articles of Incorporation

## Chapter I General Provisions

**Article 1** The Company shall be incorporated as a company limited by shares, under the Company Act of the Republic of China. The name of the Company shall be 台灣大哥大股份有限公司.

**Article 2** The scope of business of the Company shall be:

1. G903010 Telecommunications Enterprises;
2. CC01060 Wired Communication Mechanical Equipment Manufacturing;
3. CC01070 Wireless Communication Mechanical Equipment Manufacturing;
4. CC01080 Electronics Components Manufacturing;
5. CC01110 Computer and Peripheral Equipment Manufacturing;
6. CC01990 Other Electrical Engineering and Electronic Machinery Equipment Manufacturing;
7. D101060 Self-usage power generation equipment utilizing renewable energy industry;
8. D101091 Renewable-Energy-Based Electricity Retailing Enterprise;
9. E601010 Electric Appliance Construction;
10. E601020 Electric Appliance Installation;
11. E603010 Cable Installation Engineering;
12. E603050 Automatic Control Equipment Engineering;
13. E603080 Traffic Signs Installation Engineering;
14. E603090 Lighting Equipments Construction;
15. E605010 Computer Equipment Installation;
16. E701010 Telecommunications Engineering;
17. E701020 Satellite Television KU Channels and Channel C Equipment Installation;
18. E701030 Controlled Telecommunications Radio-Frequency Devices Installation Engineering;
19. EZ05010 Instrument and Meters Installation Engineering;
20. F108031 Wholesale of Medical Devices;
21. F113050 Wholesale of Computers and Clerical Machinery Equipment;
22. F113070 Wholesale of Telecommunication Apparatus;
23. F114080 Wholesale of Track Vehicle and Component Parts Thereof;
24. F118010 Wholesale of Computer Software;
25. F119010 Wholesale of Electronic Materials;
26. F208031 Retail Sale of Medical Apparatus;
27. F213030 Retail Sale of Computers and Clerical Machinery Equipment;
28. F213060 Retail Sale of Telecommunication Apparatus;
29. F214080 Retail Sale of Track Vehicle and Component Parts Thereof;
30. F214990 Retail Sale of Other Traffic Means of Transport and Component Parts Thereof;
31. F218010 Retail Sale of Computer Software;
32. H703100 Real Estate Leasing;
33. I103060 Management Consulting;
34. I199990 Other Consulting Service;
35. I301010 Information Software Services;

36. I301020 Data Processing Services;
37. I301030 Electronic Information Supply Services;
38. I301040 The Third-Party Payment;
39. IG03010 Energy Technical Services;
40. IZ13010 Internet Certificates Service;
41. J101050 Environmental Testing Services;
42. J303010 Magazine(Periodical) Publishing;
43. J304010 Book Publishing;
44. J305010 Audio Publishing;
45. J399010 Software Publishing;
46. J399990 Other Publishers Not Elsewhere Classified;
47. J401010 Motion Picture Production;
48. J402010 Motion Picture Distribution;
49. J503020 Television Program Production;
50. J503030 Broadcasting and Television Program Distribution;
51. JE01010 Rental and Leasing;
52. 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 act as a guarantor where necessary for the purpose of carrying out its business.

**Article 4** The Company shall have its registered head office in Taipei, Taiwan, Republic of China and shall, where necessary and with a resolution to do so by the Board of Directors (“Board”), set up branch offices either within or outside the territory of the Republic of China.

**Article 5** (Deleted)

**Article 6** The Company’s aggregate investment may exceed forty percent of its paid-up capital.

## **Chapter II Capital Stock**

**Article 7** The total registered capital stock of the Company shall be Sixty Billion New Taiwan Dollars (NT\$60,000,000,000), divided into Six Billion (6,000,000,000) shares with a par value of Ten New Taiwan Dollars (NT\$10) per share. Any unissued shares shall be issued, where necessary, upon the approval of the Board.

Two hundred and fifty million shares of the above total capital stock of the Company with a par value of Ten New Taiwan Dollars (NT\$10) per share shall be retained for the issuance of employee stock options, which may be issued from time to time upon the approval of the Board.

**Article 7-1** (Deleted)

**Article 7-2** The Company may, upon the approval at a Shareholders’ Meeting which is attended by shareholders holding at least 50% of the issued capital stock, by more than two-thirds of the shareholders attending the Meeting, transfer the treasury shares to its employees at a

price lower than the average buyback price.

- Article 8** Share certificates of the Company shall be issued only if they bear the names of the shareholders, be appropriately serial numbered, be signed by or affixed with the personal seals of the director representing the Company, and be duly signed and authenticated by the responsible authority or a share registry endorsed by the regulatory authority. The Company is exempted from issuing any physical share certificates for the shares issued. A physical share certificate may be issued for all the new shares issued at a particular point in time, provided that the share certificate shall be placed in custody or for registration with a centralized depository.
- Article 9** Shareholders shall provide their names, addresses, and specimens of their personal seals to the Company for record. The same shall also be provided upon variation of any of the above details. Where any personal seals of the shareholders are lost, the specimens of the personal seals shall only be replaced with new specimens if the shareholders report the loss to the Company.
- Article 10** Upon transfer of shares, the transferor and transferee shall complete an application for registration of the transfer and affix their personal seals on the application. The application and the associated share certificates, affixed with the personal seals of the transferor and transferee on the back page, together with other documents evidencing the transfer, shall be submitted to the Company for the purpose of registration of the transfer. The transferee shall not have a right of action against the Company with respect to matters associated with or arising from the transfer if the name of the transferee is not recorded on the share certificates and the name and address of the transferee are not entered onto the register of shareholders of the Company.
- Article 11** Where a share certificate is lost, the shareholder shall immediately file an application to report the loss and submit the same to the Company for audit and record. The shareholder shall also apply to the competent court for a judgment declaring the original share certificate invalid, in accordance with the procedures for public announcement of invalidation of a certificate under the Code of Civil Procedures. After obtaining the judgment from the court, the shareholder shall apply to the Company for the share certificate to be reissued, with the original copy of the aforementioned court judgment. Where a share certificate is worn out or defaced and the shareholder wishes to apply for a replacement of the share certificate, the shareholder shall apply to the Company for the replacement by submitting to the Company the original copy of the share certificate with a completed application for replacement of share certificate.
- Article 12** The Company shall charge for administrative fees and stamp duties for the reissue of share certificates due to loss of the original share certificates or for other reasons.
- Article 13** Registration of share transfers shall be suspended for a 60-day period immediately prior to a general meeting of the shareholders; for a 30-day period immediately prior to an extraordinary meeting of the shareholders; and for a 5-day period immediately prior to the record date for distribution of dividend, bonuses or other benefits.

**Article 14** Shareholders shall submit specimens of their personal seals to the Company for record. The same personal seals shall be used by the shareholders for the purposes of claiming their dividends and when exercising their rights as shareholders via written documents.

### **Chapter III Shareholders' Meetings**

**Article 15** There are two types of Shareholders' Meetings, the general meetings and the extraordinary meetings.

(1) General Meetings – General meetings shall be held within 6 months of the end of each fiscal year, and shall be convened by the Board by no less than 30 days' prior notice to the shareholders.

(2) Extraordinary Meetings – Extraordinary meetings shall be convened in accordance with the relevant laws, by no less than 15 days' prior notice to the shareholders.

**Article 15-1** The Shareholders' Meeting can be held via video conference or other audiovisual means, as announced by the Ministry of Economic Affairs.

**Article 16** A shareholder is entitled to appoint a proxy to attend and vote on behalf of the shareholder at a Shareholders' Meeting by completing and submitting to the Company a form prescribed by the Company stating the scope of authorization.

**Article 17** The Chairman or, in his absence, the Vice Chairman, shall preside as the chairman of the Shareholders' Meetings of the Company. If neither the Chairman nor the Vice Chairman shall be present at the Meetings, or the Vice Chairman becomes vacant, the Chairman shall designate one of the Directors as the chairman, failing which, the Directors present at the Meetings shall elect the chairman from amongst themselves.

**Article 18** Except under the circumstances set forth in Article 179 of the Company Act, shareholders of the Company shall be entitled to one vote for each share held at the Shareholders' Meeting.

**Article 18-1** Shareholders may exercise their voting rights in written or electronic forms at the Shareholders' Meetings.

**Article 19** Unless otherwise provided by the Company Act, all resolutions of a Shareholders' Meeting of the Company shall be passed, at a meeting attended by shareholders holding at least 50% of the issued capital stock, by more than 50% of the shareholders attending the Meeting.

**Article 20** Resolutions at a Shareholders' Meeting shall be recorded in a meeting minute signed by or affixed with the personal seal of the chairman. The Meeting minute shall be distributed to all the shareholders of the Company by public announcement within 20 days after the Shareholders' Meeting. The Meeting minute shall contain information such as the time and venue of the Meeting, name of the chairman of the Meeting, manner in which resolutions are passed, and a summary and outcome of all proceedings

of the Meeting.

## **Chapter IV Directors**

**Article 21** There shall be 9 to 11 Directors of the Company. Directors shall be persons with legal capacity and shall be elected by the shareholders at the Shareholders' Meeting. The tenure of the offices of the Directors shall be 3 years and the Directors shall be eligible for re-elections. The election of Directors is adopted by candidate nomination system per Article 192-1 of the Company Act. Not more than half of the Directors of the Company shall have the following relationships among them:

- (1) A spousal relationship.
- (2) A familial relationship within the second degree of kinship.

The Chairman and the Vice Chairman shall be elected respectively from amongst the Directors by a simple majority of the Directors present at the Board meetings attended by at least two thirds of all the Directors.

The Company may purchase liability insurance for directors with respect to their liabilities resulting from exercising their duties during their terms of occupancy.

**Article 21-1** According to Article 14-2 of the Securities and Exchange Act, among the directors, there shall be no less than 3 independent directors. The independent directors shall together constitute the Audit & Risk Management Committee and replace the role of the supervisors.

**Article 22** If one third of the offices of the Directors become vacant, the Board shall convene an extraordinary meeting of the shareholders within 60 days to re-elect and re-appoint Directors to fill the vacancies. The tenure of offices so filled shall be the balance of the term of the relevant offices.

**Article 23** If any new Directors are not elected in time before the expiration of the tenure of the relevant existing offices of the Directors, the tenure of the existing offices shall be extended until such time when the new Directors duly elected to assume their offices.

**Article 24** The business policy and other imperative matters of the Company shall be determined by the Board. The Board shall be entitled to form different functional committees, and determine the duties and responsibilities of the committees. Except for the first meeting of each term of the Board which shall be convened by the Director who received a ballot representing the largest number of votes at the election of Directors, Board meetings shall be convened by the Chairman, who shall also be the chairman of the meetings. If the Chairman is unable to perform his duties for any reasons, the Vice Chairman shall act on his behalf. If the Vice Chairman is also absent from the meetings or becomes vacant, the Chairman shall designate one of the Directors to act on his behalf, failing which, the Directors present at the meetings shall elect a person from amongst themselves to act on behalf of the Chairman.

The notice of the Board meetings may be made and delivered by letter, email or facsimile.

**Article 25** Unless otherwise provided for in the Company Act, all resolutions of the Board shall be passed by a simple majority of the Directors present at the Board meetings attended by at least 50% of all the Directors. If a Director is unable to attend the meeting, he shall be entitled to authorize another Director to represent him at the meeting by executing a power of attorney stating therein the scope of authorization with respect to each matter proposed to be dealt with at the meeting, however, a Director attending the meeting shall not be authorized to represent more than one absent Directors at the meeting. If any Director attends the Board meeting by video conference, it is deemed that such Director has participated in person.

**Article 26** All proceedings at a Board meeting shall be recorded in a meeting minute signed by or affixed with the personal seal of the chairman of the meeting. The meeting minute shall be distributed to all Directors of the Company within 20 days after the Board meeting. The meeting minute shall contain information such as the time and venue of the meeting, name of the chairman of the meeting, manner in which resolutions are passed, and a summary and outcome of all proceedings of the meeting.

**Article 27** The Audit & Risk Management Committee shall exercise their powers and other relevant matters in accordance with the relevant laws, regulations or the Company's Articles of Incorporation.

**Article 27-1** (Deleted)

**Article 27-2** (Deleted)

**Article 27-3** The Board is authorized to decide the compensation to directors (including independent directors), according to his/her contribution to the operation and involvement in the operation of the Company, comparable to peer's levels, transportation and other allowance included.

## **Chapter V Managers and Officers**

**Article 28** There shall be several Presidents and Vice Presidents of the Company. The President shall be nominated by the Chairman; and his/her appointment or removal shall be approved by more than 50% of the Directors. The Vice Presidents shall be nominated by the President; and their appointment or removal shall be approved by more than 50% of the Directors.

**Article 29** The Company may, by resolution of the Board, retain consultants or key officers.

**Article 29-1** The Company shall purchase liability insurance for key management based on their duties and terms.

## **Chapter VI Financial Reports**

**Article 30** The fiscal year of the Company shall begin on 1 January and end on 31 December of each year. The Board shall prepare the following reports after the end of each fiscal year, and present to the shareholders at the general meeting of the shareholders for their ratifications in accordance with the legal procedure:

- (1) Business Report
- (2) Financial Statements
- (3) Proposal for distribution of earnings to shareholders or recovery of prior year losses.

**Article 30-1** If the Company has profits in a fiscal year, it shall set aside 1% to 3% of the profits as employee bonuses (with at least 50% to be allocated to non-executive employees) and not more than 0.3% of the profits as director compensation. However, if the Company has accumulated losses, it shall first reserve a certain amount for offsetting losses, then allocate for the employee bonuses and director compensation proportionally from the remaining amount.

Qualification requirements of employees entitled to receive shares or cash set for in the above paragraph shall be applied to the employees of subsidiaries who meet certain requirements.

**Article 31** In the event that the Company, according to the final settlement, earns profits in a fiscal year, such profits shall first be set aside to pay the applicable taxes, offset losses, set aside for legal reserve pursuant to laws and regulations, unless the legal reserve has reached the Company's total paid-up capital. The remaining profits shall be set aside for special reserve in accordance with the laws, regulations, or the business requirements. Any further remaining profits plus unappropriated earnings shall be distributed in accordance with the proposal submitted by the Board, for approval at a Shareholders' Meeting.

**Article 31-1** The Company adopts a dividend distribution policy whereby only surplus profits of the Company shall be distributed to shareholders. That is, only the surplus profits, after setting aside amounts for retained earnings based on the Company's capital budget plan, shall be distributed as cash dividend. The value of stock dividend in a particular year shall not be more than 80% of the value of dividend distributed for that year. The amount of the distributable dividend, the forms in which dividend shall be distributed and the ratios thereto, shall depend on the actual profits and cash positions of the Company and shall be approved by resolutions of the Board, who shall, upon such approval, recommend the same to the shareholders for approval by resolution at the Shareholders' Meetings.

**Article 32** The internal organization and the detailed procedures relevant to the business operation of the Company shall be separately determined by the Board.

**Article 33** Matters not specifically provided for in these Articles of Incorporation shall be governed by the Company Act and any other relevant laws.

**Article 34** The Articles of Incorporation were agreed to and signed on January 30, 1997. The first amendment was made on February 18, 1997.

The second amendment was made on February 22, 1997.  
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The thirty-third amendment was made on 29 May 2025.  
The thirty-fourth amendment was made on 29 May 2026.



Taiwan Mobile Co., Ltd.

### Rules for Election of the Directors

**Article 1** These Regulations are duly enacted in accordance with Article 21 of the "Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies" in an effort to incorporate a fair, just, and open procedure for the election of directors.

**Article 2** The election of the Company's directors, unless otherwise provided in the applicable laws, regulations, or the Articles of Incorporation, shall be conducted in accordance with these Regulations.

**Article 3** The election of the Company's directors shall take into account the arrangement of the board of directors. The board members shall have the necessary knowledge, skill, and experience for performing their duties. The board of directors shall have the following abilities:

1. Judgment on operations
2. Accounting and financial analysis
3. Business management
4. Crisis management
5. Industrial knowledge
6. Global view
7. Leadership
8. Decision making

**Article 4** (Delete)

**Article 5** The independent directors of the Company shall meet one of the following professional qualification requirements, together with at least five years working experience:

1. An instructor or higher in a department of commerce, law, finance, accounting, or other academic department related to the business needs of the Company in a public or private junior college, college, or university;
2. A judge, public prosecutor, attorney, certified public accountant, or other professional or technical specialist who has passed a national examination and been awarded a certificate in a profession necessary for the business of the Company.
3. Working experience in the areas of commerce, law, finance, or accounting, or otherwise necessary for the business of the Company.

A person to whom any of the following circumstances applies may not serve as an

independent director, or if already serving in such capacity, shall ipso facto be dismissed:

1. Any of the circumstances in the subparagraphs of Article 30 of the Company Act.
2. Elected in the capacity of the government, a juristic person, or a representative thereof, as provided in Article 27 of the Company Act.
3. Any violation of the independent director qualification requirements set out in the “Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies”.

**Article 6** Within the scope of execution of business, an independent director of the Company shall maintain independence, and may not have any direct or indirect interest in the Company. Two years before being elected or during the term of office, an independent director of the Company shall not have been or be any of the following:

1. An employee of the Company or any of its affiliates.
2. A director or supervisor of the Company or any of its affiliates. The same does not apply, however, in cases where the person is an independent director of the Company, its parent company, or any subsidiary in which the company holds, directly or indirectly, more than 50 percent of the voting shares.
3. A natural-person shareholder who holds shares, together with those held by the person’s spouse, minor children, or held by the person under other names, in an aggregate amount of one percent or more of the total number of issued shares of the Company or ranking in the top 10 in holdings.
4. A spouse, relative within the second degree of kinship, or lineal relative within the third degree of kinship, of a managerial officer under subparagraph 1 or any of the persons in the preceding two subparagraphs.
5. A director, supervisor, or employee of a corporate shareholder that directly holds five percent or more of the total number of issued shares of the Company, or that ranks among the top five in shareholdings, or that designates its representative to serve as a director or supervisor of the Company under Article 27, paragraph 1 or 2 of the Company Act.
6. If a majority of the Company's director seats or voting shares and those of any other company are controlled by the same person: a director, supervisor, or employee of that other company.
7. If the chairperson, president, or person holding an equivalent position of the Company and a person in any of those positions at another company or institution are the same person or are spouses: a director (or governor), supervisor, or employee of that other company or institution.
8. A director, supervisor, officer, or shareholder holding five percent or more of the shares, of a specified company or institution that has a financial or business relationship with the Company.
9. A professional individual who, or an owner, partner, director, supervisor, or officer of a sole proprietorship, partnership, company, or institution that, provides auditing services to the Company or any affiliate of the Company, or that provides commercial, legal, financial, accounting or related services to the Company or any affiliate of the Company for which the provider in the past 2 years has received cumulative compensation exceeding NT\$500,000, or a spouse thereof; provided, this restriction does not apply to a member of the remuneration committee, public tender

offer review committee, or special committee for merger/consolidation and acquisition, who exercises powers pursuant to the Act or to the Business Mergers and Acquisitions Act or related laws or regulations.

Subparagraph 2 and subparagraphs 5 to 7 of the preceding paragraph do not apply to independent directors appointed in accordance with the Securities and Exchange Act or the laws and regulations of the local country by, and concurrently serving as such at, the Company and its parent or subsidiary or a subsidiary of the same parent.

The paragraph 1 in relation to "two years before being elected" does not apply where an independent director of the Company has served as an independent director of the company or any of its affiliates, or of a specified company or institution that has a financial or business relationship with the company, as stated in subparagraph 2 or 8 of the paragraph 1, but is currently no longer in that position.

No independent director of the Company may concurrently serve as an independent director of more than three other public companies.

**Article 7** The election of the directors of the Company is subject to the provisions of Article 192-1 of the Company Act in that a candidate nomination system shall be adopted, that such system shall be expressly stated in the Articles of Incorporation of the Company, and that shareholders shall elect directors from among those listed in the slate of director candidates.

The Company shall, prior to the book closure date before the convening of the shareholders' meeting, publish a notice specifying a period for receiving nominations of the director candidates, the number of directors to be elected, the place for receiving such nominations, and other necessary matters; the period for receiving nominations shall be no less than 10 days.

The Company may present a slate of director candidates nominated by the methods set out below, and, upon evaluation by the board of directors that all candidates so nominated are qualified director candidates, submit it to the shareholders' meeting for elections:

1. A shareholder holding one percent or more of the total number of issued shares may present a slate of director candidates in writing to the Company; the number of nominees may not exceed the number of directors to be elected.
2. The board of directors presents a slate of director candidates; the number of nominees may not exceed the number of directors to be elected.
3. Other methods designated by the authority.

When providing a recommended slate of director candidates under the preceding paragraph, a shareholder or the board of directors shall specify each nominee's name, educational background, working experience, and submit therewith documentation that the nominees meet the requirements of Article 5, paragraph 1, and Article 6, and other documentary proof.

When calling a shareholders' meeting for the purpose of director elections, the board of

directors, or other person having the authority to call a shareholders' meeting, shall review the qualifications of each director nominee; except under any of the following circumstances, all qualified nominees shall be included in the slate of director candidates:

1. The nominating shareholder submits the nomination at a time not within the published period for receiving nominations.
2. The shareholding of the nominating shareholder holds less than one percent, at the time of book closure, of the Company under Article 165, paragraph 2 or 3 of the Company Act.
3. The number of nominees exceeds the number of directors to be elected.
4. The relevant documentary proof required under the preceding paragraph is not attached.

The procedure of reviewing the director nominees shall be recorded and retained for at least one year. However, if any shareholder files a lawsuit regarding the election of the directors, the record shall be retained until the lawsuit ends.

The Company shall, forty days prior to the shareholders' meeting date or twenty-five days prior to the extra-ordinary shareholders' meeting date, announce publicly the recommended slate of director candidates and each nominee's name, educational background, working experience, and the amount of shares each nominee owns. The Company shall also inform the result of review to the nominating shareholder and, for the nominee(s) not included in the slate of directors, the Company shall provide the reasons.

**Article 8** The Company's directors shall be elected by means of single-named cumulative ballots method. Each share is entitled to have votes equivalent to the number of directors to be elected, and the number of votes may be used to elect one candidate or be allocated among several candidates.

**Article 9** According to the seats set forth in the Articles of Incorporation, the voting rights for the independent directors or non-independent directors shall be counted separately. In the election of the directors, the candidates who acquired more votes should win the seats; and, if two or more persons receive the same number of votes, resulting in the total number of persons to be elected exceeding the number specified in the Company's Articles of Incorporation, those persons who have received the same number of votes shall draw straws to decide who is elected. If any person who has received the same number of votes as others, but is absent at the meeting, the chairman shall draw the straw on the absent person's behalf.

**Article 10** Before beginning of the election, the chairman shall designate a certain number of persons who are also shareholders to check, count ballots and perform the relevant duties. The ballot box used for voting shall be prepared by the board of directors and checked in public by the person assigned to check the ballots before voting.

**Article 11** The Board of Directors shall prepare the election ballots which equal to the number of

directors to be elected with the number of voting rights. The ballots shall be given to the shareholders present at the shareholders' meeting. In the election of directors, the names of the voters may be represented by their shareholder number.

**Article 12** If the candidate is a shareholder of this Company, electors shall fill in the "candidate" column the candidate's name and shareholder's number on each ballot. If the candidate is not a shareholder, electors shall fill in the candidate's name and ID number. If the candidate is a government agency or a legal entity, the full name of the government agency or the legal entity or the name of the representative should be filled in the column. If there are more than one representative, the full names of the representatives should be filled in separately.

**Article 13** A ballot shall be construed as null and void under the following conditions:

1. The elector has failed to use the ballot prepared by the board of directors.
2. Blank ballots not completed by the voter.
3. The writing is unclear and illegible.
4. If the candidate is a shareholder of the Company, the name or shareholder's number of the candidate filled in the ballot is inconsistent with the shareholders' register. If the candidate is not a shareholder of this Company, the name or ID number of the candidate filled in the ballot is incorrect.
5. Ballots with other written characters in addition to candidate's name, shareholder's number (ID number) and the number of votes cast for the candidate.
6. The name of the candidates filled in the ballots being the same as another candidate's name and the respective shareholder's numbers (ID numbers) not being indicated to distinguish them.

**Article 14** The ballots should be calculated during the meeting right after the voting and the results (the list of new directors) of the election should be announced by the chairman at the meeting.

**Article 15** These Regulations shall be effective from the date they are approved in the shareholder's meeting. The same applies to amendments.

# APPENDICES

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**Taiwan Mobile Co., Ltd.**

**Shares Owned by Directors**

As of March 31, 2026

Title	Name	Current Shareholding	
		Shares	%
Chairman	Fu-Chi Investment Co., Ltd. Representative: Daniel M. Tsai	5,748,763	0.15%
Director	Fu-Chi Investment Co., Ltd. Representative: Richard M. Tsai	5,748,763	0.15%
Independent Director	Char-Dir Chung	0	0.00%
Independent Director	Hsi-Peng Lu	0	0.00%
Independent Director	Tong-Hai Tan	0	0.00%
Independent Director	Drina Yue	0	0.00%
Independent Director	Casey Lai	0	0.00%
Director	Ting An Development Co., Ltd. Representative: Frank Lin	130,992,705	3.52%
Director	TCCI Investment & Development Co., Ltd. Representative: Jamie Lin	87,589,556	2.35%
The total shares owned by the directors are 224,331,024 shares, or 6.03% of the total issued shares.			

Note:

- As the Company has a majority of independent directors, and has established the Audit & Risk Management Committee that satisfies the requirements of the Securities and Exchange Act, the minimum shareholding requirements for directors and supervisors do not apply.



## Articles of Incorporation

### **Chapter I    General Provisions**

**Article 1**    The Company shall be incorporated as a company limited by shares, under the Company Act of the Republic of China. The name of the Company shall be 台灣大哥大股份有限公司.

**Article 2**    The scope of business of the Company shall be:

1. G903010 Telecommunications Enterprises;
2. I301040 Third-Party Payment;
3. I301020 Data Processing Services;
4. J303010 Magazine and Periodical Publication;
5. J304010 Book Publishers;
6. J305010 Audio Tape and Record Publishers;
7. J399010 Software Publication;
8. J399990 Other Publishers Not Elsewhere Classified;
9. F108031 Wholesale of Drugs, Medical Goods;
10. F208031 Retail Sale of Medical Equipment;
11. E601010 Electric Appliance Construction;
12. E701010 Telecommunications Construction;
13. CC01080 Electronic Parts and Components Manufacturing;
14. E601020 Electric Appliance Installation;
15. E603090 Illumination Equipment Construction;
16. IG03010 Energy Technical Services;
17. H703100 Real Estate Rental and Leasing
18. JE01010 Rental and Leasing Business;
19. J401010 Motion Picture Production;
20. J402010 Motion Picture Distribution;
21. J503020 Television Production
22. J503030 Broadcasting and Television Program Distribution
23. EZ05010 Apparatus Installation Construction
25. D101091 Renewable-Energy-Based Electricity Retailing Enterprise
26. ZZ99999 Any other business (other than those approved by the relevant authorities) not prohibited or restricted by law.

**Article 3**    The Company may act as a guarantor where necessary for the purpose of carrying out its business.

**Article 4**    The Company shall have its registered head office in Taipei, Taiwan, Republic of China and shall, where necessary and with a resolution to do so by the Board of Directors (“Board”), set up branch offices either within or outside the territory of the Republic of China.

**Article 5** (Deleted)

**Article 6** The Company's aggregate investment may exceed forty percent of its paid-up capital.

## **Chapter II Capital Stock**

**Article 7** The total registered capital stock of the Company shall be Sixty Billion New Taiwan Dollars (NT\$60,000,000,000), divided into Six Billion (6,000,000,000) shares with a par value of Ten New Taiwan Dollars (NT\$10) per share. Any unissued shares shall be issued, where necessary, upon the approval of the Board.

Two hundred and fifty million shares of the above total capital stock of the Company with a par value of Ten New Taiwan Dollars (NT\$10) per share shall be retained for the issuance of employee stock options, which may be issued from time to time upon the approval of the Board.

**Article 7-1** (Deleted)

**Article 7-2** The Company may, upon the approval at a Shareholders' Meeting which is attended by shareholders holding at least 50% of the issued capital stock, by more than two-thirds of the shareholders attending the Meeting, transfer the treasury shares to its employees at a price lower than the average buyback price.

**Article 8** Share certificates of the Company shall be issued only if they bear the names of the shareholders, be appropriately serial numbered, be signed by or affixed with the personal seals of three or more Directors of the Company, and be duly signed and authenticated by the responsible authority or a share registry endorsed by the regulatory authority. The Company is exempted from issuing any physical share certificates for the shares issued. A physical share certificate may be issued for all the new shares issued at a particular point in time, provided that the share certificate shall be placed in custody or for registration with a centralized depository.

**Article 9** Shareholders shall provide their names, addresses, and specimens of their personal seals to the Company for record. The same shall also be provided upon variation of any of the above details. Where any personal seals of the shareholders are lost, the specimens of the personal seals shall only be replaced with new specimens if the shareholders report the loss to the Company.

**Article 10** Upon transfer of shares, the transferor and transferee shall complete an application for registration of the transfer and affix their personal seals on the application. The application and the associated share certificates, affixed with the personal seals of the transferor and transferee on the back page, together with other documents evidencing the transfer, shall be submitted to the Company for the purpose of registration of the transfer. The transferee shall not have a right of action against the Company with respect to matters associated with or arising from the transfer if the name of the transferee is not recorded on the share certificates and the name and address of the transferee are not entered onto the register of shareholders of the

Company.

- Article 11** Where a share certificate is lost, the shareholder shall immediately file an application to report the loss and submit the same to the Company for audit and record. The shareholder shall also apply to the competent court for a judgment declaring the original share certificate invalid, in accordance with the procedures for public announcement of invalidation of a certificate under the Code of Civil Procedures. After obtaining the judgment from the court, the shareholder shall apply to the Company for the share certificate to be reissued, with the original copy of the aforementioned court judgment. Where a share certificate is worn out or defaced and the shareholder wishes to apply for a replacement of the share certificate, the shareholder shall apply to the Company for the replacement by submitting to the Company the original copy of the share certificate with a completed application for replacement of share certificate.
- Article 12** The Company shall charge for administrative fees and stamp duties for the reissue of share certificates due to loss of the original share certificates or for other reasons.
- Article 13** Registration of share transfers shall be suspended for a 60-day period immediately prior to a general meeting of the shareholders; for a 30-day period immediately prior to an extraordinary meeting of the shareholders; and for a 5-day period immediately prior to the record date for distribution of dividend, bonuses or other benefits.
- Article 14** Shareholders shall submit specimens of their personal seals to the Company for record. The same personal seals shall be used by the shareholders for the purposes of claiming their dividends and when exercising their rights as shareholders via written documents.

### **Chapter III Shareholders' Meetings**

- Article 15** There are two types of Shareholders' Meetings, the general meetings and the extraordinary meetings.
- (1) General Meetings – General meetings shall be held within 6 months of the end of each fiscal year, and shall be convened by the Board by no less than 30 days' prior notice to the shareholders.
  - (2) Extraordinary Meetings – Extraordinary meetings shall be convened in accordance with the relevant laws, by no less than 15 days' prior notice to the shareholders.
- Article 15-1** The Shareholders' Meeting can be held via video conference or other audiovisual means, as announced by the Ministry of Economic Affairs.
- Article 16** A shareholder is entitled to appoint a proxy to attend and vote on behalf of the shareholder at a Shareholders' Meeting by completing and submitting to the Company a form prescribed by the Company stating the scope of authorization.
- Article 17** The Chairman or, in his absence, the Vice Chairman, shall preside as the chairman of

the Shareholders' Meetings of the Company. If neither the Chairman nor the Vice Chairman shall be present at the Meetings, or the Vice Chairman becomes vacant, the Chairman shall designate one of the Directors as the chairman, failing which, the Directors present at the Meetings shall elect the chairman from amongst themselves.

**Article 18** Except under the circumstances set forth in Article 179 of the Company Act, shareholders of the Company shall be entitled to one vote for each share held at the Shareholders' Meeting.

**Article 18-1** Shareholders may exercise their voting rights in written or electronic forms at the Shareholders' Meetings.

**Article 19** Unless otherwise provided by the Company Act, all resolutions of a Shareholders' Meeting of the Company shall be passed, at a meeting attended by shareholders holding at least 50% of the issued capital stock, by more than 50% of the shareholders attending the Meeting.

**Article 20** Resolutions at a Shareholders' Meeting shall be recorded in a meeting minute signed by or affixed with the personal seal of the chairman. The Meeting minute shall be distributed to all the shareholders of the Company by public announcement within 20 days after the Shareholders' Meeting. The Meeting minute shall contain information such as the time and venue of the Meeting, name of the chairman of the Meeting, manner in which resolutions are passed, and a summary and outcome of all proceedings of the Meeting.

#### **Chapter IV Directors**

**Article 21** There shall be 9 to 11 Directors of the Company. Directors shall be persons with legal capacity and shall be elected by the shareholders at the Shareholders' Meeting. The tenure of the offices of the Directors shall be 3 years and the Directors shall be eligible for re-elections. The election of Directors is adopted by candidate nomination system per Article 192-1 of the Company Act. Not more than half of the Directors of the Company shall have the following relationships among them:

- (1) A spousal relationship.
- (2) A familial relationship within the second degree of kinship.

The Chairman and the Vice Chairman shall be elected respectively from amongst the Directors by a simple majority of the Directors present at the Board meetings attended by at least two thirds of all the Directors.

The Company may purchase liability insurance for directors with respect to their liabilities resulting from exercising their duties during their terms of occupancy.

**Article 21-1** According to Article 14-2 of the Securities and Exchange Act, among the directors, there shall be no less than 3 independent directors. The independent directors shall together constitute the Audit Committee and replace the role of the supervisors.

- Article 22** If one third of the offices of the Directors become vacant, the Board shall convene an extraordinary meeting of the shareholders within 60 days to re-elect and re-appoint Directors to fill the vacancies. The tenure of offices so filled shall be the balance of the term of the relevant offices.
- Article 23** If any new Directors are not elected in time before the expiration of the tenure of the relevant existing offices of the Directors, the tenure of the existing offices shall be extended until such time when the new Directors duly elected to assume their offices.
- Article 24** The business policy and other imperative matters of the Company shall be determined by the Board. The Board shall be entitled to form different functional committees, and determine the duties and responsibilities of the committees. Except for the first meeting of each term of the Board which shall be convened by the Director who received a ballot representing the largest number of votes at the election of Directors, Board meetings shall be convened by the Chairman, who shall also be the chairman of the meetings. If the Chairman is unable to perform his duties for any reasons, the Vice Chairman shall act on his behalf. If the Vice Chairman is also absent from the meetings or becomes vacant, the Chairman shall designate one of the Directors to act on his behalf, failing which, the Directors present at the meetings shall elect a person from amongst themselves to act on behalf of the Chairman.
- The notice of the Board meetings may be made and delivered by letter, email or facsimile.
- Article 25** Unless otherwise provided for in the Company Act, all resolutions of the Board shall be passed by a simple majority of the Directors present at the Board meetings attended by at least 50% of all the Directors. If a Director is unable to attend the meeting, he shall be entitled to authorize another Director to represent him at the meeting by executing a power of attorney stating therein the scope of authorization with respect to each matter proposed to be dealt with at the meeting, however, a Director attending the meeting shall not be authorized to represent more than one absent Directors at the meeting. If any Director attends the Board meeting by video conference, it is deemed that such Director has participated in person.
- Article 26** All proceedings at a Board meeting shall be recorded in a meeting minute signed by or affixed with the personal seal of the chairman of the meeting. The meeting minute shall be distributed to all Directors of the Company within 20 days after the Board meeting. The meeting minute shall contain information such as the time and venue of the meeting, name of the chairman of the meeting, manner in which resolutions are passed, and a summary and outcome of all proceedings of the meeting.
- Article 27** The Audit Committee shall exercise their powers and other relevant matters in accordance with the relevant laws, regulations or the Company's Articles of Incorporation.
- Article 27-1** (Deleted)
- Article 27-2** (Deleted)

**Article 27-3** The Board is authorized to decide the compensation to directors (including independent directors), according to his/her contribution to the operation and involvement in the operation of the Company, comparable to peer's levels, transportation and other allowance included.

## **Chapter V Managers and Officers**

**Article 28** There shall be several Presidents and Vice Presidents of the Company. The President shall be nominated by the Chairman; and his/her appointment or removal shall be approved by more than 50% of the Directors. The Vice Presidents shall be nominated by the President; and their appointment or removal shall be approved by more than 50% of the Directors.

**Article 29** The Company may, by resolution of the Board, retain consultants or key officers.

**Article 29-1** The Company shall purchase liability insurance for key management based on their duties and terms.

## **Chapter VI Financial Reports**

**Article 30** The fiscal year of the Company shall begin on 1 January and end on 31 December of each year. The Board shall prepare the following reports after the end of each fiscal year, and present to the shareholders at the general meeting of the shareholders for their ratifications in accordance with the legal procedure:

- (1) Business Report
- (2) Financial Statements
- (3) Proposal for distribution of earnings to shareholders or recovery of prior year losses.

**Article 30-1** If the Company has profits in a fiscal year, it shall set aside 1% to 3% of the profits as employee bonuses (with at least 50% to be allocated to non-executive employees) and not more than 0.3% of the profits as director compensation. However, if the Company has accumulated losses, it shall first reserve a certain amount for offsetting losses, then allocate for the employee bonuses and director compensation proportionally from the remaining amount.

Qualification requirements of employees entitled to receive shares or cash set for in the above paragraph shall be applied to the employees of subsidiaries who meet certain requirements.

**Article 31** In the event that the Company, according to the final settlement, earns profits in a fiscal year, such profits shall first be set aside to pay the applicable taxes, offset losses, set aside for legal reserve pursuant to laws and regulations, unless the legal reserve has reached the Company's total paid-up capital. The remaining profits shall be set aside for special reserve in accordance with the laws, regulations, or the business requirements. Any further remaining profits plus unappropriated earnings

shall be distributed in accordance with the proposal submitted by the Board, for approval at a Shareholders' Meeting.

- Article 31-1** The Company adopts a dividend distribution policy whereby only surplus profits of the Company shall be distributed to shareholders. That is, only the surplus profits, after setting aside amounts for retained earnings based on the Company's capital budget plan, shall be distributed as cash dividend. The value of stock dividend in a particular year shall not be more than 80% of the value of dividend distributed for that year. The amount of the distributable dividend, the forms in which dividend shall be distributed and the ratios thereto, shall depend on the actual profits and cash positions of the Company and shall be approved by resolutions of the Board, who shall, upon such approval, recommend the same to the shareholders for approval by resolution at the Shareholders' Meetings.
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- Article 33** Matters not specifically provided for in these Articles of Incorporation shall be governed by the Company Act and any other relevant laws.
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Taiwan Mobile Co., Ltd.

### **Rules and Procedures Governing Shareholders' Meeting**

**Article 1:** The Company's Shareholders' Meeting (the "Meeting") shall be conducted in accordance with the Rules and Procedures.

**Article 2:** Shareholders attending the Meeting shall submit the attendance card for the purpose of signing in. Representatives appointed by institutional shareholders to attend the Meeting shall submit the Letter of Appointment and the supporting identification documents of the appointee upon signing in. If an institutional shareholder appoints both a proxy and a representative, the appointed representative shall be accepted. For the virtual Shareholders' Meeting, shareholders may register on the TDCC Stockvote. Shareholders who choose to attend virtually shall be deemed to have attended the Meeting in person.

The Meeting shall be held at the premises of Company or at a place that is both convenient for shareholders to attend and suitable for holding the Meeting. The Meeting shall start not earlier than 9:00 a.m. or later than 3:00 p.m.

The virtual Meeting is not subject to the venue restrictions in the preceding paragraph.

The Company may appoint designated counsel, Certified Public Accountant or other relevant persons to attend the Meeting.

The staff in charge of handling the affairs of the Meeting shall wear badges.

If the Meeting is called by the board of directors, the board chairman shall preside at the Meeting. In case the chairman is on leave of absence, or cannot exercise his powers and authority, the vice chairman shall act in lieu of him. If there is no vice chairperson, or the vice chairman is also on leave of absence, or cannot exercise his powers and authority, the chairman shall designate a director to act in lieu of him. If the chairman does not designate a director, the directors shall elect one from among themselves to act in lieu of the chairman. If the Meeting is called by any other person than the board of directors, who has the right to call the Meeting, the said person shall preside at that Meeting. If there are more than two said persons calling the Meeting, one of the two persons shall be chairing the Meeting.

The entire proceedings of the Meeting shall be tape recorded and videotaped and these tapes shall be archived for a minimum of one year. If the Meeting is held virtually, the Company shall record and videotape the whole meeting, store the records properly, and provide audio and video recordings for video conference preservation.

**Article 2-1:** Shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of the Company may propose to the Company a proposal for discussion at the Meeting, and only one matter shall be allowed in each single proposal, and in

case a proposal contains more than one matter, such proposal shall not be included in the agenda. However, in case the shareholder proposal is to urge the Company to promote public interest or fulfill its social responsibilities, the board of directors may still include it in the agenda. The board of directors shall not include a proposal into the agenda if the proposal falls under any clause set forth in Company Act Article 172-1, Paragraph 4. Prior to the date on which share transfer registration is suspended before the convention of the Meeting, the Company shall give a public notice announcing the written or electronic way, the place and the period for shareholders to submit proposals for discussions at the Meeting; and the period for accepting such proposals shall not be less than ten (10) days.

The number of words of a proposal to be submitted by a shareholder shall be limited to no more than three hundred (300) words, and any proposal containing more than 300 words shall not be included in the agenda of the Meeting. The shareholder who has submitted a proposal shall attend, in person or by a proxy, the Meeting where his proposal is to be discussed and shall take part in the discussion of such proposal.

The Company shall, prior to preparing and delivering the Meeting notice, inform the proposal submitting shareholders of the results of the proposal, and shall list in the Meeting notice the proposals conforming to the requirements set out in this rule. With regard to the proposals submitted by shareholders but not included in the agenda of the Meeting, the cause for exclusion of such proposals and explanation shall be made by the board of directors at the Meeting to be convened.

**Article 3:** The presence of shareholders in the Meeting and their voting thereof shall be calculated in accordance with the number of shares.

The number of shares representing shareholders present at the Meeting shall be calculated based on the submitted attendance cards and the number of shareholders registered on the video conferencing platform, plus the number of shares whose voting powers are exercised in writing or by way of electronic transmission.

**Article 4:** The chairman shall call the Meeting to order at the time scheduled for the Meeting provided that the number of shares represented by the shareholders present at the Meeting reaches the specified quorum. The chairman may postpone the start time for the Meeting if the number of represented shares has not yet constituted the quorum at the time of the Meeting. The number of postponements shall be limited to a maximum of two times and each postponement shall not exceed thirty minutes. If after two postponements no quorum can yet be constituted but the number of represented shares is more than one-third of the total issued shares, tentative resolutions may be made by a majority vote of the present shareholders in accordance with Article 175 of the Company Act. If during the process of tentative resolutions, the number of represented shares becomes sufficient to constitute the quorum, the Chairman may call the Meeting to order and submit the tentative resolutions to the Meeting for approval.

**Article 5:** If the Meeting is convened by the board of directors, the agenda of the Meeting shall be set by the board of directors. Related motions (including extraordinary motions and amendments to original proposals) shall be resolved by voting. Unless otherwise resolved at the Meeting, the Meeting shall proceed in accordance with the scheduled

agenda.

If the Meeting is convened by any person other than the board of directors, the provision set forth in the preceding paragraph shall be applicable *mutatis mutandis*.

Unless otherwise resolved at the Meeting, the chairman shall not adjourn the Meeting until the discussion items (including extraordinary motions) listed on the agenda have been resolved.

After the Meeting is adjourned, the shareholders shall not appoint another chairman to continue the Meeting at the same place or at a new location unless the chairman has violated the Rules and Procedures for the Meeting in adjourning the Meeting.

**Article 6:** During the proceedings of the Meeting, the chairman may, at his discretion, set time for intermission.

**Article 7:** When a shareholder present at the Meeting wishes to speak, the shareholder shall first fill out a slip, specifying therein the shareholder's serial number (or the number of attendance card), the name of the shareholder, and the key points of the speech. The chairman shall determine the sequence of speeches by the shareholders.

If any shareholder present at the Meeting submits a slip for speech but does not speak, no speech shall be deemed to have been made by such shareholder. In case there is a discrepancy between the contents of the speech and the contents specified on the slip, the contents of actual speech shall prevail.

**Article 8:** A shareholder shall not speak more than two times for each discussion item, unless with the prior consent from the chairman, and each speech shall not exceed 5 minutes.

**Article 9:** In case the speech of a shareholder violates the time provisions or exceeds the scope of the discussion item, the chairman may stop the speech of such shareholder. While a shareholder is speaking, other shareholders shall not interrupt the speech unless the shareholders have obtained prior consent of the chairman and the speaking shareholder. Otherwise, the chairman shall stop such interruption. If the offender defies the order to stop, Article XIV shall be applicable.

**Article 10:** Any legal entity designated as proxy by a shareholder to be present at the Meeting may appoint only one representative to attend the Meeting. If an institutional shareholder designates two or more representatives to attend the Meeting, only one representative may speak for each discussion item.

**Article 10-1:** If the Meeting is held via video conference, the shareholders participating virtually may ask questions through text on the video conferencing platform after the Chairman calls the Meeting to order and before adjournment is announced. The number of questions asked for each proposal shall not exceed two and the length is limited to 200 characters. Also, Articles 7 to 10 shall not apply.

**Article 11:** After the speech of a shareholder, the chairman may respond in person or appoint an appropriate person to respond. When the chairman considers that the discussion item has reached the extent for making a resolution, he may announce discontinuance of the discussion and submit the motion for resolution, and shall arrange sufficient time for voting.

**Article 12:** Unless otherwise specified for in the Company Act or the Articles of Incorporation of the Company, resolutions shall be adopted by a majority vote at the Meeting.

In case of an amendment or an alternative to a discussion item, the chairman shall determine the sequence of voting. If any one of them has been resolved, the other(s) shall be deemed vetoed and no further voting is necessary.

Each share hereof is entitled to one voting power. However, shares that fall under the clause set forth under Article 179-2 of the Company Act shall have no voting power.

Except for trust enterprises or stock agencies approved by the competent authority, when a person who acts as the proxy for two or more shareholders, the number of voting power represented by the person shall not exceed 3% of the total number of voting shares of the company, otherwise, the portion of excessive voting power shall not be counted.

When the Company holds a video conference, shareholders who participated virtually can vote on the resolutions and proposals through the video conferencing platform after the Chairman calls the Meeting to order. The voting should be completed before the Chairman announces the close of voting. Otherwise, it is deemed as a waiver.

**Article 13:** The persons for supervising the casting of votes and the counting thereof for resolutions shall be designated by the chairman. The person supervising the casting of votes, however, shall be a shareholder. The results of resolution(s) shall be announced in the Meeting, and recorded in the Meeting minutes.

**Article 14:** The chairman may direct disciplinary (or security) personnel to assist in maintaining the order of the Meeting. Such disciplinary (or security) personnel shall wear badges marked "Disciplinary Personnel" for identification purposes. The chairman or the disciplinary (or security) personnel may expel anyone who disturbs the order of the Meeting.

**Article 15:** If the continuation of the Meeting proves to be impossible due to force majeure, the chairman may suspend or reschedule the Meeting.

**Article 16:** Any matters not provided in the Rules and Procedures shall be handled in accordance with the Company Act, Articles of Incorporation of the Company and relevant laws and regulations.

**Article 17:** The Rules & Procedures were put into effect by the Founders' Meeting. Any amendments are subject to the approval of the Shareholders' Meeting.