



Stock Code: 7721

Microprogram Information Co., Ltd.

2026 Annual General Meeting of Shareholders

Meeting Handbook

Time: 9:30 a.m., Wednesday, May 20, 2026

Venue: Room 301, No. 386, Shizheng Road, Xitun District, Taichung City

Meeting Format: Physical shareholders' meeting

- 微程式資訊股份有限公司

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Microprogram Information Co., Ltd.
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Microprogram Information Co., Ltd.

2026 Annual General Meeting of Shareholders Meeting Procedure

- I. Report on the Number of Shares
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- II. Present Chairperson's Remarks**
- III. Report Items**
- IV. Ratification Items**
- V. Discussion Items**
- VI. Other Matters**
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Microprogram Information Co., Ltd. 2026 Annual General Meeting of Shareholders Meeting Agenda

Time: 9:30 a.m., Wednesday, May 20, 2026
Venue: Room 301, No. 386, Shizheng Road, Xitun District, Taichung City
Meeting Format: Physical shareholders' meeting
Shares Represented at the Meeting: The Company has issued a total of 55,370,000 shares.

- 1. Report on the Number of Shares Represented by Shareholders**
- 2. Present Chairperson's Remarks**
- 3. Report Items**
 - Item 1: 2025 Business Report.**
 - Item 2: Audit Committee's Review Report on the 2025 Financial Statements.**
 - Item 3: Report on the Distribution of Cash Dividends from 2025 Earnings.**
 - Item 4: Report on the Distribution of Employee Compensation and Directors' Remuneration of the Company.**
 - Item 5: Report on the Status of the Company's Private Placement of Common Shares in 2024.**
- Ratification Items**
 - Item 1: Ratification of the 2025 Financial Statements.**
 - Item 2: Proposal for Ratification of the Company's Earnings Distribution for 2025.**
- 4. Discussion Items**
 - Item 1: Proposal to Amend the Company's Articles of Incorporation.**
 - Item 2: Proposal for the Release of Directors from Non-Competition Restrictions.**
- 5. Other Matters**
- 6. Extemporaneous Motions**
- 7. Adjournment**

III. Report Items

Item 1: 2025 Business Report

Description: The 2025 Business Report has been prepared and approved by the Board of Directors. Please refer to Attachment I of this handbook.

Item 2: Audit Committee's Review Report on the 2025 Financial Statements Please refer to Attachment II of this handbook.

Description: The Company's 2025 consolidated and parent company only financial reports, including the Business Report, Balance Sheet, Statement of Comprehensive Income, Statement of Changes in Equity, Statement of Cash Flows, and the Statement on Internal Control System, have been duly prepared. The above financial statements have been audited by the independent auditors of KPMG (KPMG Taiwan), who have issued the auditors' reports thereon. Please refer to Attachment III and Attachment IV of this handbook.

Item 3: Report on the Distribution of Cash Dividends from 2025 Earnings

Description:

1. Pursuant to Article 22 of the Company's Articles of Incorporation, the distribution of the Company's earnings or the offsetting of losses may be resolved after the end of each fiscal year. It is proposed that a total of NT\$55,370,000 be distributed as shareholders' dividends and bonuses, representing NT\$1 per share, to shareholders recorded in the shareholders' register as of the dividend record date and in accordance with the number of shares held by them.
2. The above distribution is calculated based on the current number of outstanding shares. Cash dividends will be distributed to the nearest New Taiwan dollar. Any fractional amount less than NT\$1 will be recognized as other income of the Company.
3. The Chairman is authorized to determine the ex-dividend record date, payment date, and other related matters regarding the distribution.
4. If subsequent changes in the Company's capital result in changes to the number of outstanding shares and thereby affect the dividend distribution ratio, the Chairman is authorized to handle all related matters accordingly. Please refer to Attachment V of this handbook.

- Item 4:** **Report on the Distribution of Employee Compensation and Directors' Remuneration of the Company**
- 1. Pursuant to Article 21 of the Company's Articles of Incorporation, if the Company records a profit for the year in its annual final accounts, no less than 4% shall be allocated as employee compensation (of which 2% shall be allocated for salary adjustments or compensation for non-managerial employees), and no more than 2% shall be allocated as directors' remuneration.**
 - 2. For 2025, employee compensation and directors' remuneration were allocated at 4% and 2%, respectively, amounting to NT\$1,715,460 and NT\$857,730, all of which were distributed in cash.**
 - 3. The employee compensation allocated to managerial officers for 2025 amounted to NT\$0. For details of the distribution of directors' remuneration, NT\$857,730 .**
 - 4. Distribution method for non-managerial employees in 2025:**
Employees who are non-managerial personnel with an average monthly regular salary below NT\$63,000 were eligible for the allocation. A total of NT\$857,730 was distributed among 122 eligible employees in cash as incentive bonuses.
- Item 5:** **Report on the Status of the Company's Private Placement of Common Shares in 2024**
- Description:** **In 2024, the Company conducted a private placement of 5,000,000 newly issued common shares for a cash capital increase. The private placement and the implementation of the related capital utilization plan were fully completed in the third quarter of 2025. Please refer to Attachment VI of this handbook.**

IV. Ratification Items

Proposed by the Board of Directors:

Item 1: Ratification of the 2025 Business Report and Financial Statements

Description: 1. The Company's 2025 consolidated and parent company only financial statements, prepared in accordance with the International Financial Reporting Standards (IFRS), have been audited by Mr. Johnny Chang and Mr. Gino Chen, Certified Public Accountants of KPMG Taiwan, who have issued the independent auditors' report thereon.

2. The Business Report, Independent Auditors' Report, and the aforementioned financial statements are presented in Attachment I, Attachment III, and Attachment IV of this handbook.

Submitted for ratification.

Resolution:

Item 2: Proposal for Ratification of the Company's Earnings Distribution for 2025

Description: 1. Pursuant to Article 22 of the Company's Articles of Incorporation, the distribution of the Company's earnings or the offsetting of losses may be resolved after the end of each fiscal year.

2. It is proposed that a total of NT\$55,370,000 in cash dividends be distributed from the earnings available for distribution for 2025.

Submitted for ratification.

Microprogram Information Co., Ltd. 2025 Earnings Distribution Table Unit: NT\$	
Item	Amount
Accumulated earnings at the beginning of 2025	58,403,620
Add: Net income after tax for 2025	29,030,581
Accumulated earnings for 2025	87,434,201
Less: Legal reserve (10%)	(2,903,058)
Earnings available for distribution	84,531,143
Distribution Items	
1. Cash dividends to shareholders (NT\$1 per share)	55,370,000
Accumulated earnings after distribution	29,161,143

Resolution:

V. Discussion Items

Proposed by the Board of Directors:

Item 1: Proposal to Amend the Company's Articles of Incorporation

Description: The Company proposes to amend certain provisions of its Articles of Incorporation in order to comply with the relevant requirements of the Securities and Exchange Act. For the Comparison Table of Amendments to the Articles of Incorporation, please refer to Attachment VII of this handbook. The amended Articles of Incorporation are set forth in Appendix I of this handbook. Submitted for resolution.

Resolution:

Item 2: Proposal for the Release of the Company's Newly Elected Directors from Non-Competition Restrictions

Description:

1. Pursuant to Article 209, Paragraph 1 of the Company Act, a director who conducts any act for himself/herself or on behalf of another person that falls within the scope of the Company's business shall explain to the shareholders' meeting the material details of such act and obtain its approval.
2. In the event that any of the newly elected directors or their representatives engage in investment in, or operation of, enterprises that have the same or similar business scope as the Company and in which the Company has made investments, and/or serve as directors or managerial officers of such enterprises, it is proposed, provided that such activities do not prejudice the interests of the Company, that the shareholders' meeting approve the release of such directors and their representatives from the non-competition restrictions from the date they assume office.
3. For the names and titles of the directors proposed to be released from the non-competition restrictions, please refer to Attachment VIII of this handbook. Submitted for resolution.

Resolution

VI. Other Matters

VII. Extemporaneous Motions

VIII. Adjournment

I. Letter to Shareholders

Microprogram Information Co., Ltd. Business Report

1. 2025 Business Report

This report is prepared to present the operating results, financial performance, and future outlook of Microprogram Information Co., Ltd. (hereinafter referred to as the “Company”) for the fiscal year 2025. In 2025, the Company’s audited consolidated operating revenue reached NT\$507,789 thousand, with a net income after tax of NT\$29,030 thousand, reflecting overall stable operating performance.

The following sections provide a detailed overview of the Company’s operating results, financial position, research and development achievements, and future strategies.

(1) Results of the 2025 Business Plan Implementation:

In 2025, the Company leveraged its deep expertise in the ICT design house sector to effectively capture market trends, achieving steady growth in operating performance. The Company is committed to providing tailor-made technology solutions to its clients. Through an efficient operating model and a sound financial structure, it achieved substantial results across its three core business segments.

- A. Electronic Payment: Amid the wave of digital transformation, the Company has continued to expand and deepen its applications in electronic ticketing and payment solutions. In particular, within the transportation sector, it has successfully integrated automated systems to enable seamless connectivity among people, vehicles, ticketing, and payment flows. Through long-term partnerships with major ticketing service providers, including EasyCard, icash, and iPASS, the Company has developed a range of high-performance fare collection devices. These solutions are widely deployed across public bicycles, metro systems, buses, taxis, as well as retail channels such as vending machines and hypermarkets, and self-service applications including claw machines, laundromats, and car wash facilities. These applications have not only significantly enhanced payment convenience but have also become a key driving force behind the development of public bicycle rental services and smart parking payment solutions.
- B. Smart Devices: The Company’s innovative applications in the smart device sector are demonstrated across multiple areas, including public bicycle systems, smart bicycle solutions, and parking management equipment. In addition to providing intelligent devices that enhance user experience, the Company leverages integrated technologies to assist industry partners in advancing digital transformation and intelligent upgrades, thereby jointly driving industry development.
- C. Semiconductor Sensing and Control: As advanced semiconductor manufacturing processes become increasingly complex, market demand for precision monitoring and fault prediction continues to grow. As a leading IoT technology service provider, the Company actively invests in research and development. Leveraging its accumulated expertise in wireless connectivity and strong capabilities in hardware-software integration, the Company has successfully developed a range of solutions tailored for semiconductor manufacturing processes, delivering efficient and reliable customized services to its semiconductor industry clients.

Overall, through its diversified service portfolio and stable operational management, and under prudent financial control, the Company maintained steady development in its overall operating performance in 2025. Looking ahead, the Company will continue to deepen its presence in its three core business segments while actively expanding into overseas markets, with the aim of delivering enhanced operating performance and

greater shareholder value.

The Company's operating revenue, gross profit, and operating income for 2025 amounted to NT\$507,789 thousand, NT\$346,164 thousand, and NT\$30,978 thousand, respectively. Their respective growth rates were -36.07%, -22.48%, and -80.09%. Detailed information is provided below:

Unit: NT\$ thousand; %

Item	2024 Actual	2025	
		Actual	Growth Rate %
Operating Revenue	794,306	507,789	-36.07
Gross Profit	446,541	346,164	-22.48
Operating Income	155,565	30,978	-80.09
Earnings (Loss) per Share After Tax	3.33	0.55	-83.48

(2) Execution status of the 2025 budget: Not applicable.

(3) Analysis of Financial Position and Profitability: A comparative financial analysis for 2024 and 2025 is presented as follows:

Item		Financial Analysis for the Most Recent Two Years	
		2025 (Consolidated)	2024 (Consolidated)
Financial Structure (%)	Debt-to-Asset Ratio	19.83	21.44
	Long-term Capital to Fixed Assets Ratio	2,529.03	4,472.60
Solvency (%)	Current Ratio	773.18	655.19
	Quick Ratio	670.21	546.02
	Interest Coverage Ratio	11.15	130.65
Operating Efficiency	Accounts Receivable Turnover (times)	1.92	2.69
	Days Sales Outstanding	190	136
	Inventory Turnover (times)	1.20	2.05
	Days Inventory Outstanding	304	178
	Accounts Payable Turnover (times)	4.32	6.26
	Days Payable Outstanding	84	58
	Fixed Asset Turnover (times)	12.14	38.04
	Total Asset Turnover (times)	0.3	0.7
Profitability	Return on Assets (%) (ROA)	2.21	14.45
	Return on Equity (%) (ROE)	2.51	18.59
	Operating Income to Paid-in Capital Ratio (%)	5.59	31.08
	Pre-tax Net Income to Paid-in Capital Ratio (%)	7.32	36.16
	Net Profit Margin (%)	5.72	19.08
	Book Value per Share	23.37	20.44
	Earnings per Share	0.55	3.33

Unit: NT\$ thousand

	Operating Revenue	Gross Profit	Operating Income	Net Income After Tax	EPS (NT\$)
2025	507,789	346,164	30,978	29,030	0.55
2024	794,306	446,541	155,565	151,582	3.33
Growth Rate %	-36.07	-22.48	-80.09	-80.85	-83.48

(4) Research and Development Status:

Company Products (Services)		Research and Development
AIoT Smart Service Solutions	Electronic Payment	A. Public Bicycle Rental Payment Platform: The Company will continue to optimize the YouBike 2.0 payment system by integrating credit card binding functionality to enhance user experience. In addition, data analytics and AI models are leveraged to improve station usage forecasting and dispatch efficiency. B. Integrated Parking Payment and Management System: The Company has independently developed a license plate recognition training model with enhanced image recognition efficiency and accuracy. This system has been deployed in existing large-scale parking operations, effectively improving parking management efficiency and user payment experience. C. International AI License Plate Recognition Solution: Leveraging deep learning technology, the Company has developed a high-accuracy license plate recognition module designed for global markets. The solution supports license plate formats and regulatory requirements across different countries and provides integrated hardware-software solutions, including payment kiosks, barrier gates, cameras, LED display boards, network infrastructure, and backend management systems. These can be flexibly configured to meet the operational needs of smart parking facilities. D. Smart License Plate Recognition Camera Pole: Applicable to indoor and outdoor parking, EV charging spaces, roadside parking, and smart city environments. It is equipped with a 5-megapixel high-resolution camera module and a high-accuracy recognition system, enabling real-time identification of vehicle entry and exit. The unit features a durable, weather-resistant design and supports easy installation, along with communication interfaces and API integration for rapid deployment.
	Smart Devices	A. Smart Public Bicycle Devices: Promotes the deployment and expansion of YouBike 2.0E electric-assisted bicycles, enhancing riding experience and operational efficiency. B. Integrated Smart Bicycle Solutions: Continues to advance the Bikonnnect E-Bike control solution by integrating IoT technologies and data analytics to strengthen the competitiveness of electric bicycle brands.
Semiconductor Industry Solutions –		A. Wireless Photomask Detector: The Company has developed the world's first photomask detector applicable to extreme

Company Products (Services)	Research and Development
Semiconductor Sensing and Control	ultraviolet (EUV) lithography systems. By using quartz glass to simulate the photomask transmission environment, it precisely measures vibrations and temperature variations, improving exposure success rates and process stability. B. Magnetic Field Monitoring System: A multi-point magnetic field monitoring solution featuring high-sensitivity (10 nT) detection technology. It can identify the direction of interference sources in real time, ensuring the stable operation of precision equipment (such as mask writers and e-beam inspection systems) and improving process yield. C. Low-Frequency RFID Identification System Solution: Development of RFID readers and antennas with flexible configurations, supporting SEMI standards and Smart Card APDU protocols, thereby enhancing material and equipment tracking efficiency in semiconductor manufacturing processes. D. Mass Flow Controller: A digital MEMS-based flow sensor utilizing thermal mass flow principles. It features rapid response to flow detection and is capable of capturing subtle variations in micro-flow disturbances.

2. Business Plan for 2026

Microprogram is an ICT design house with cross-industry technology integration capabilities, committed to becoming a “long-term investment partner in industrial technology services.” The Company focuses on three core business areas: electronic payment, smart devices, and semiconductor industry solutions. Through in-depth industry demand analysis, service design, and integrated hardware-software development, the Company provides digital solutions for industries such as transportation, semiconductor manufacturing, and bicycles, assisting clients in driving innovation and upgrades. The Company continues to expand the application markets of its products across various business segments, deepen the value of its technology services, and adopt a high-margin operating model to ensure sustainable development and maintain competitive advantages.

In 2026, the Company will continue to adopt a light-asset operating strategy, with human resources focused on the application development of core technologies and market expansion. By enhancing corporate management, optimizing operational processes, and strengthening resource integration capabilities, the Company aims to create economic value. As a provider of industrial technology services, the Company must work closely with industry partners to gain insights into market trends and proactively plan product development. It provides integrated ICT solutions to its clients across diverse sectors and aims to serve as a preferred strategic partner. The Company is committed to delivering high-performance products with stable and reliable quality. Through supply chain integration and customization, the Company implements a service-oriented manufacturing approach, aligns closely with market demand, and works together with its clients to maximize enterprise value.



(1) **Estimated Sales Volume and Basis:**

A. AIoT Smart Service Solutions – Electronic Payment

- (A) Smart Parking Management – Revenue Sharing: Through an alliance-based collaboration model, the Company has expanded into parking lot operations, partnering with small- and medium-sized parking operators to grow its operational footprint. In addition, the Company continues to optimize existing system equipment services, installation, and maintenance services to increase the number of operating sites. It is also extending smart parking management applications to car wash facilities, thereby expanding market share and increasing revenue.
- (B) Public Bicycle Rental System – Revenue Sharing: Benefiting from the increasing density of public bicycle stations, ridership is expected to continue growing. The Company continues to enhance system operation functions and leverages data analytics and AI models to improve station usage forecasting and dispatch efficiency. As a result, related revenue-sharing income is expected to increase.

B. AIoT Smart Service Solutions – Smart Devices

- (A) Smart Parking Management – Equipment Sales: Leveraging its capabilities in electronic payment and hardware development, the Company provides comprehensive parking payment solutions. Its existing equipment currently covers approximately two-thirds of the small-operator market. By integrating digital payment, AI-based license plate recognition, and automation technologies, the Company delivers comprehensive smart parking management systems. It also provides customized solutions for medium- to large-scale sites to ensure operational efficiency and capture market growth opportunities.
- (B) Public Bicycle Rental System – Equipment Sales: Given that most public bicycle rental systems in major cities and counties in Taiwan have been upgraded to YouBike 2.0 and YouBike 2.0E, sales of smart onboard devices and smart locks are expected to slow in 2026.
- (C) Smart Bicycle Powertrain Integration and IoT Equipment Sales: Driven by customers' sales plans for existing integrated bicycle models and demand for new model integration, sales volume is expected to increase in line with rising demand.

C. Semiconductor Industry Solutions – Semiconductor Sensing and Control

- (A) By leveraging the TSS Semiconductor Alliance, the Company is expanding its international sales and product supply while targeting advanced process and advanced packaging equipment suppliers as its primary customer base. With the advancement of 3nm and 2nm technologies, demand for high-precision inspection and environmental monitoring equipment has surged, driving market growth. As the Company's products progressively pass validation for advanced

semiconductor processes and packaging, sales are expected to increase in 2026 in line with the ramp-up of supply chain partners.

(2) Key Production and Sales Policies:

A. Market Segmentation Strategy

- (A) The Company focuses on AIoT smart service solutions and semiconductor industry solutions. Based on industry demand, its business is segmented into electronic payment, smart devices, and semiconductor monitoring and sensing control, enabling the delivery of targeted technologies and solutions.
- (B) In the electronic payment segment, the Company develops integrated payment solutions for a wide range of applications, including parking facilities, car wash stations, public transportation, self-service equipment, and EV charging and energy storage scenarios. In the smart device market, the Company focuses on the YouBike system, E-bike control solutions, and smart parking equipment.
- (C) In the semiconductor sensing and control segment, the Company continues to target the high-end manufacturing monitoring equipment market, focusing on leading semiconductor companies such as TSMC and Micron Technology, as well as key supply chain partners, to promote high-value, locally developed solutions.
- (D) In 2026, the Company's market strategy will focus on overseas expansion, with the United States as its primary target market. By collaborating with local partners and system integrators, the Company will prioritize transportation-related applications while enhancing product compliance with international standards, as well as compatibility with cybersecurity and communication interfaces. It will also strengthen API integration and cloud-based management capabilities to improve deployment efficiency and after-sales service. In addition, the Company will leverage pilot projects and channel development to enhance market visibility and order conversion, thereby establishing a replicable overseas growth model.

B. Customer Service Policy

The Company adopts a customer-oriented approach and, through enterprise collaboration, provides long-term, mutually beneficial strategic solutions in response to industry challenges and needs. It is committed to delivering high-efficiency, cost-effective, and high-quality service experiences, with the goal of fostering value co-creation across industries.

- (A) The Company offers customized technical support and long-term operation and maintenance services to ensure that its solutions meet the needs of different industries. Key applications include the continuous optimization of the YouBike 2.0 operating system and electronic payment-related service scenarios such as smart parking management systems, ensuring stable system operations and enhancing customer satisfaction.
- (B) By leveraging big data and AI analytics, the Company assists clients in improving operational efficiency. For example, by optimizing the dispatch of YouBike bicycle stations, it enables partners to operate more efficiently.

C. Marketing Strategy

The Company positions itself as a long-term partner in industrial technology services and is committed to delivering innovative products and services that enhance clients' competitiveness and protect their market share. Whether in B2B2B or B2B2C models, wherever its clients operate, the Company's services extend accordingly. The Company's proven track record of value co-creation through enterprise collaboration serves as its most effective form of marketing. At the same time, by leveraging clients' existing marketing channels, the Company continues to expand the reach of its technology services and deepen its presence across industry sectors.

3. Future Development Strategy

To address the rapidly changing market environment and ensure the Company's long-term competitive advantage, the Company will adopt a mission of "Connecting Partners, Co-creating Value" and advance the following three key development strategies.

(1) Technology Integration and Innovation Development:

A. AIoT Smart Service Solutions

The Company plans to invest in the iterative development of public bicycle rental systems and shared bicycle solutions by incorporating new technologies such as AI-based intelligent dispatch, eSIM, and wireless charging, thereby enhancing the operational management efficiency of public bicycle systems. At the same time, it will expand corporate green commuting solutions and promote the adoption of electric-assisted bicycles (E-bikes) within enterprises. In addition, the Company will continue to advance the deployment of smart parking payment systems and international license plate recognition technologies, improving the accuracy of parking management systems and the convenience of payment services, while expanding its business channels in overseas markets.

B. Semiconductor Industry Solutions

In collaboration with industry partners in semiconductor process equipment, the Company will jointly develop high-precision gas flow control (MFC), electrostatic sensing, and real-time temperature sensing products and monitoring systems. These efforts aim to enhance environmental monitoring capabilities in semiconductor manufacturing processes, improve production yield, and reduce costs. In 2025, the Company also completed the establishment of a laboratory compliant with ISO quality standards. Going forward, this facility will support increased capacity for R&D testing and product calibration, further strengthening the Company's competitive position within the semiconductor industry supply chain.

(2) International Market Expansion:

A. The Company has partnered with firms including Gudeng, Yeedex, Symtek, and Asia Neo Tech to establish the TSS Semiconductor Alliance. Through this alliance, members share the costs of overseas business expansion, broaden the supply of application products and services required for semiconductor manufacturing, and expand international distribution and sales channels.

B. The Company will integrate its e-bike powertrain solutions into the branded electric bicycle models of customers, becoming part of their electronic control system supply chain and expanding alongside customers' global product exports.

C. In addition, the Company will develop international versions of public bicycle rental equipment and systems, enabling Taiwan's YouBike experience to expand into global markets.

(3) Enhancement of Corporate Governance:

A. Strengthening ESG and Sustainable Governance: The Company has established a Sustainability Development Committee to oversee environmental, social, and governance (ESG) strategies. It also regularly discloses sustainability performance in accordance with international standards, including GRI, SASB, SDGs, and TCFD.

B. Information Security and Risk Management: The Company enhances cybersecurity, system availability, and personal data protection to ensure the security of smart devices and payment systems, thereby strengthening customer trust.

C. Talent Development and Workplace Safety: The Company strengthens employee training and retention programs, provides a supportive working environment, and promotes occupational health and safety (OHS) management to build sustainable corporate competitiveness.

4. Impact of External Competitive Environment, Regulatory Environment, and Macroeconomic Conditions

(1) External Competitive Environment

A. Smart Bicycle Market Trends

Global demand for environmental sustainability and smart cities continues to rise, driving rapid growth in the electric-assisted bicycle (E-bike) market, supported by favorable policies and technological advancements. The smart shared bicycle market is also expanding steadily due to increasing demand for short-distance urban mobility. With ongoing advancements in battery and electronic control technologies, the range and intelligent functionalities of E-bikes continue to improve, enhancing user convenience and overall market competitiveness. Leveraging its strengths in AIoT technologies, the Company provides integrated solutions for bicycle brands and shared mobility operators, further expanding its presence in both domestic and international markets.

B. Semiconductor Sensing and Control Market Trends

Advanced process technologies are driving the upgrading of the semiconductor industry. Strong demand for sub-3nm processes, high-performance computing (HPC), AI applications, and automotive chips has prompted countries worldwide to expand investments in semiconductor fabs, thereby driving growth in the high-precision process equipment market. Sensing and control technologies are becoming increasingly critical in semiconductor manufacturing processes, directly impacting production stability and yield. Leveraging its high-precision sensing technologies in vibration, magnetic fields, temperature, and humidity, the Company continues to deepen its applications in semiconductor equipment. Through strategic alliances, it further expands its market presence and strengthens its competitive advantage.

(2) Regulatory Environment

A. Impact of Domestic and International Policies

Government initiatives promoting the adoption of digital payments, smart transportation, and ESG (Environmental, Social, and Governance) practices are driving increased demand for public bicycle systems and electric-assisted bicycles. The Company continues to closely monitor regulatory developments and collaborates with government agencies and strategic partners to ensure that its products and services remain compliant with regulatory requirements and aligned with market needs.

B. Regulatory Compliance and Risk Management

The Company engages professional legal and accounting advisors to ensure that its business operations comply with applicable regulations across various jurisdictions. It also strengthens its corporate governance framework and enhances information transparency to mitigate operational risks.

(3) Macroeconomic Environment

A. Market Growth Opportunities

The electronic payment market continues to expand, driven by the widespread adoption of mobile payments and increasing demand for cross-border transactions. Smart parking and public bicycle systems are benefiting from policy support, while demand for advanced semiconductor processes is driving growth in semiconductor monitoring equipment, creating sustained long-term growth momentum. The Company will continue to invest in AIoT applications and semiconductor sensing and control technologies to further expand its market presence.

B. Operating Strategy and Future Development

The Company will strengthen its core competitiveness in technology services, deepen

partnerships with its clients, and stay attuned to regulatory and market trends to ensure stable business growth and enhance shareholder value.

Finally, on behalf of Microprogram Information Co., Ltd., I would like to express our sincere appreciation to all shareholders for your continued trust and support. We will remain true to our founding principles, continue to pursue excellence, and strive to create maximum value for all stakeholders.

Chairman:
Teng-Yan Wu



General Manager:
Teng-Yan Wu



Accounting Officer:
Mei-Luan Chen



Audit Committee's Review Report

The Board of Directors of the Company has prepared and submitted the 2025 Business Report, the parent company only financial statements, and the consolidated financial statements. The parent company only financial statements and consolidated financial statements have been audited by Mr. Johnny Chang and Mr. Gino Chen, Certified Public Accountants of KPMG Taiwan, who have issued the independent auditors' report thereon. These documents, together with the 2025 Business Report and the Earnings Distribution Table, have been submitted as the Company's annual financial statements.

The aforementioned reports and statements have been reviewed by the Audit Committee and were found to be in order. Accordingly, this report is prepared in accordance with Article 219 of the Company Act and submitted for review.

**Respectfully submitted to
Microprogram Information Co., Ltd. 2026 Annual General Meeting of
Shareholders**

Convener of the Audit Committee: Horng-Ren Chou

March 6, 2026

**MICROPROGRAM INFORMATION CO., LTD. AND
SUBSIDIARIES**

Consolidated Financial Statements

**With Independent Auditors' Report
For the Years Ended December 31, 2025 and 2024**

Address: 6 F.-2, No. 402, Shizheng Rd., Xitun Dist., Taichung City 407619, Taiwan
Telephone: 886-4-2369-2699

The independent auditors' report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' report and consolidated financial statements, the Chinese version shall prevail.

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Representation Letter

The entities that are required to be included in the consolidated financial statements of Microprogram Information Co., Ltd. as of and for the year ended December 31, 2025 under the Criteria Governing Preparation of Affiliation Reports, Consolidated Business Reports, and Consolidated Financial Statements of Affiliated Enterprises are the same as those included in the consolidated financial statements prepared in conformity with International Financial Reporting Standards No. 10 "Consolidated Financial Statements". In addition, the information required to be disclosed in the consolidated financial statements is included in the consolidated financial statements. Consequently, Microprogram Information Co., Ltd. and Subsidiaries do not prepare a separate set of consolidated financial statements.

Company name: Microprogram Information Co., Ltd. and Subsidiaries

Chairman:

Date: February 25, 2026



安侯建業聯合會計師事務所
KPMG

台中市407059西屯區文心路二段201號7樓
7F, No.201, Sec.2, Wenxin Road,
Taichung City 407059, Taiwan (R.O.C.)

電話 Tel +886 4 2415 9168
傳真 Fax +886 4 2259 0196
網址 Web kpmg.com/tw

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Independent Auditors' Report

To the Board of Directors of Microprogram Information Co., Ltd.:

Opinion

We have audited the consolidated financial statements of Microprogram Information Co., Ltd. and its subsidiaries ("the Group"), which comprise the consolidated balance sheet as of December 31, 2025 and 2024, the consolidated statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

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 with the International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IASs"), Interpretations developed by the International Financial Reporting Interpretations Committee ("IFRIC") or the former Standing Interpretations Committee ("SIC") endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. 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 Republic of China, 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 of the current period. 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. We have determined the matters described below to be the key audit matters to be communicated in our report.

1. Revenue recognition

The accounting principle of revenue recognition, refer to consolidated financial statements Note 4 (o); The explanation about revenue recognition, refer to consolidated financial statements Note 6 (r).

Description of key audit matter

The Group recognizes revenue based on the transfer of control of goods under each individual sales contract. Determining whether control of the goods has been transferred in accordance with the terms and conditions of each contract involves management's subjective judgment. In addition, as a listed company, the Group faces pressure to meet investors' expectations regarding revenue levels and stable profitability. Therefore, we have identified this as a key audit matter.

Our principal audit procedures included: understanding and testing the internal controls related to the recognition of sales revenue of the Group. We obtained an understanding of the nature of the Group's major revenue streams, contract terms and trading conditions, in order to assess whether the accounting policies applied to determine the timing of revenue recognition were appropriate; inquiring into the variances between sales revenue from major customers and the corresponding period of the prior year to assess whether any significant anomalies existed; and selecting samples to inspect sales contracts or purchase orders to evaluate the impact of contract terms and trading conditions on revenue recognition, and to determine whether the Group's accounting treatments were appropriate. Additional substantive procedures were performed to assess whether significant fluctuations in revenue, or material sales returns and discounts, occurred during the period before and after the financial reporting date, and to analyze the underlying reasons; the adequacy of the Group's disclosures related to revenue was also assessed.

2. Inventory valuation

The accounting principle of inventory valuation, refer to consolidated financial statements Note 4 (h); Uncertainty in accounting estimates and assumptions for inventory valuation, refer to consolidated financial statements Note 5 (a); The explanation about inventory valuation, refer to consolidated financial statements Note 6 (c).

Description of key audit matter

The Group measures inventories at the lower of cost and net realizable value. As product manufacturing technologies evolve, the quality and selling prices of existing products may no longer meet market demand, resulting in a risk that the carrying amount of inventories may exceed their net realizable value. Therefore, we have identified this as a key audit matter.

Our principal audit procedures included: performing sampling procedures to examine the accuracy of the inventory aging report; assessing the reasonableness of the Group's accounting policies, such as the policy for inventory write-downs and provisions for obsolescence; and reviewing the historical accuracy of the Group's inventory valuation allowances and comparing them with the current period's estimates to evaluate whether the estimation methodologies and assumptions applied were appropriate. The valuation of inventories was assessed for compliance with the Group's established accounting policies. The basis adopted by management in determining selling prices was also understood in order to evaluate the reasonableness of net realizable values. Consideration was further given to whether the disclosures related to inventory valuation allowances made by management were appropriate.

Other Matter

Microprogram Information Co., Ltd. has prepared its parent-company-only financial statements 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 with the IFRSs, IASs, IFRC, SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, 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 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 auditor's 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 Republic of China 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 Republic of China, we exercise professional judgment and 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 auditor's 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 the 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 of the current period 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 audit resulting in this independent auditors' report are Chang, Tzu-Hsin and Chen, Cheng-Hsueh.

KPMG

Taipei, Taiwan (Republic of China)
March 5, 2026

Notes to Readers

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

The auditors' report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language auditors' report and consolidated financial statements, the Chinese version shall prevail.

(English Translation of Consolidated Financial Statements and Report Originally Issued in Chinese)
MICROPROGRAM INFORMATION CO., LTD. AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2025 and 2024

(Expressed in thousands of New Taiwan Dollars)

	December 31, 2025		December 31, 2024			December 31, 2025		December 31, 2024	
	Amount	%	Amount	%		Amount	%	Amount	%
Assets					Liabilities and Equity				
1100 Cash and cash equivalents(note 6(a))	\$ 288,455	18	200,204	15	Current liabilities:				
1150 Notes receivable, net(note 6(b))	1,518	-	1,974	-	2130 Current contract liabilities(notes 6(r)and 7)	6,686	1	7,458	-
1170 Accounts receivable, net(note 6(b))	61,607	4	176,682	14	2170 Accounts payable	30,313	2	44,526	3
1180 Accounts receivable-related parties, net(notes 6(i)and 7)	122,949	8	120,334	9	Other payables, others(note 6(j))	49,784	3	66,957	5
1200 Other receivables	804	-	1,123	-	Other payables to related parties(notes 6(i)and 7)	91	-	144	-
1210 Other receivables-related parties(note 7)	110	-	-	-	Current provision(note 6(i))	-	-	1,030	-
1220 Tax assets	-	-	-	-	Current tax liabilities	-	-	19,734	2
130X Inventories(note 6(c))	4,517	-	61	-	Other current liabilities	1,391	-	1,325	-
1410 Prepayments	123,621	8	144,982	11	Current lease liabilities(note 6(k))	52,809	3	24,504	2
1470 Other current assets(note 6(h))	4,919	-	11,304	1	Total current liabilities	141,074	9	165,678	12
1476 Other current financial assets(notes 6(h)and (8))	393	-	419	-	Non-Current liabilities:				
Total current assets	<u>481,866</u>	<u>29</u>	<u>428,429</u>	<u>33</u>	Deferred tax liabilities(note 6(n))	576	-	1,320	-
	<u>1,090,759</u>	<u>67</u>	<u>1,085,512</u>	<u>83</u>	Non-current lease liabilities(note 6(k))	178,494	11	112,250	9
Non-current assets:					Total non-current liabilities	179,070	11	113,570	9
1550 Investments accounted for using equity method(note 6(d))	44,001	3	26,243	2	Equity attributable to owners of parent(note 6(o))	320,144	20	279,248	21
1600 Property, plant and equipment(note 6(e))	58,255	4	25,415	2	Ordinary share	553,700	34	500,578	38
1755 Right-of-use assets(note 6(f))	227,020	14	137,132	11	Capital surplus	623,709	39	333,000	26
1780 Intangible assets(note 6(g))	11,409	1	9,058	1	Retained earnings	115,970	7	187,056	15
1840 Deferred tax assets(note 6(n))	8,033	-	9,848	1	Other equity	837	-	2,507	-
1920 Guarantee deposits paid(note 6(h))	14,920	1	8,048	-	Total equity	<u>1,294,216</u>	<u>80</u>	<u>1,023,141</u>	<u>79</u>
1975 Defined benefit assets, net(note 6(m))	1,133	-	1,133	-					
1990 Other non-current assets, others(note 6(h))	158,830	10	-	-					
Total non-current assets	<u>523,601</u>	<u>33</u>	<u>216,877</u>	<u>17</u>					
Total assets	<u>\$ 1,614,360</u>	<u>100</u>	<u>\$ 1,302,389</u>	<u>100</u>	Total liabilities and equity	<u>\$ 1,614,360</u>	<u>100</u>	<u>\$ 1,302,389</u>	<u>100</u>

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
MICROPROGRAM INFORMATION CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2025 and 2024

(Expressed in thousands of New Taiwan Dollars , Except for Earnings Per Common Share)

		2025		2024	
		Amount	%	Amount	%
4000	Sales revenue(notes 6(r)and 7)	\$ 507,789	100	794,306	100
5000	Total operating costs(notes 6(c), (k), (m)and 7)	<u>161,625</u>	<u>32</u>	<u>347,765</u>	<u>44</u>
	Gross profit from operations	<u>346,164</u>	<u>68</u>	<u>446,541</u>	<u>56</u>
	Operating expenses:(notes 6(k), (m), (s)and 7)				
6100	Selling expenses	158,795	31	134,624	17
6200	Administrative expenses	68,781	14	63,671	8
6300	Research and development expenses(note 6(b))	87,610	17	71,811	9
6450	Impairment loss	-	-	20,870	3
		<u>315,186</u>	<u>62</u>	<u>290,976</u>	<u>37</u>
	Net operating income	<u>30,978</u>	<u>6</u>	<u>155,565</u>	<u>19</u>
	Non-operating income and expenses(note 6 (t)):				
7100	Interest income	9,610	2	3,534	-
7010	Other income and expenses(note 7)	3,701	1	5,876	1
7020	Other gains and losses(note 6(k))	406	-	17,600	2
7050	Finance costs(note 6(k))	(3,992)	(1)	(1,396)	-
7060	Share of profit (loss) of associates and joint ventures accounted for using equity method(note 6(d))	<u>(181)</u>	<u>-</u>	<u>(185)</u>	<u>-</u>
		<u>9,544</u>	<u>2</u>	<u>25,429</u>	<u>3</u>
	Profit before income tax	<u>40,522</u>	<u>8</u>	<u>180,994</u>	<u>22</u>
7950	Less: Tax income(note 6(n))	<u>11,492</u>	<u>3</u>	<u>29,412</u>	<u>4</u>
	Profit	<u>29,030</u>	<u>5</u>	<u>151,582</u>	<u>18</u>
8300	Other comprehensive income:				
8310	Items that may not be reclassified subsequently to profit or loss				
8316	Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	(1,332)	-	3,487	1
8349	Less:Income tax related to components of other comprehensive income that will not be reclassified to profit or loss(note 6(n))	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
		<u>(1,332)</u>	<u>-</u>	<u>3,487</u>	<u>1</u>
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translation of foreign financial statements	(338)	-	3,178	-
8399	Less:Income tax related to components of other comprehensive income that will be reclassified to profit or loss(note 6(n))	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
		<u>(338)</u>	<u>-</u>	<u>3,178</u>	<u>-</u>
8300	Other comprehensive income	<u>(1,670)</u>	<u>-</u>	<u>6,665</u>	<u>1</u>
	Total comprehensive income	<u>\$ 27,360</u>	<u>5</u>	<u>158,247</u>	<u>19</u>
	Basic earnings per share (note 6(q))				
	Basic earnings per share	\$ <u>0.55</u>		<u>3.33</u>	
	Diluted earnings per share	\$ <u>0.55</u>		<u>3.33</u>	

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
MICROPROGRAM INFORMATION CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Changes in Equity
For the years ended December 31, 2025 and 2024
(Expressed in thousands of New Taiwan Dollars)

	Retained earnings				Total other equity interest			
	Ordinary shares	Capital surplus	Legal reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Total other equity interest	Total equity
Balance at January 1, 2024	\$ 450,578	80,710	5,917	74,615	(4,898)	740	(4,158)	607,662
Profit for the year ended December 31, 2024	-	-	-	151,582	-	-	-	151,582
Other comprehensive income for the year ended December 31, 2024	-	-	-	-	3,178	3,487	6,665	6,665
Total comprehensive income for the year ended December 31, 2024	-	-	-	151,582	3,178	3,487	6,665	158,247
Appropriation and distribution of retained earnings:								
Legal reserve appropriated	-	-	7,462	(7,462)	-	-	-	-
Cash dividends of ordinary share	-	-	-	(45,058)	-	-	-	(45,058)
Capital increase by cash	50,000	273,000	-	-	-	-	-	323,000
Disposal of subsidiaries or investments accounted for using equity method	-	(20,710)	-	-	-	-	-	(20,710)
Balance at December 31, 2024	\$ 500,578	333,000	13,379	173,677	(1,720)	4,227	2,507	1,023,141
Balance at January 1, 2025	\$ 500,578	333,000	13,379	173,677	(1,720)	4,227	2,507	1,023,141
Profit (loss) for the year ended December 31, 2025	-	-	-	29,030	-	-	-	29,030
Other comprehensive income for the year ended December 31, 2025	-	-	-	-	(338)	(1,332)	(1,670)	(1,670)
Total comprehensive income for the year ended December 31, 2025	-	-	-	29,030	(338)	(1,332)	(1,670)	27,360
Appropriation and distribution of retained earnings:								
Legal reserve appropriated	-	-	15,158	(15,158)	-	-	-	-
Cash dividends of ordinary share	-	-	-	(100,116)	-	-	-	(100,116)
Capital increase by cash	53,122	288,339	-	-	-	-	-	341,461
Employee restricted stock subscription compensation costs	-	2,370	-	-	-	-	-	2,370
Balance at December 31, 2025	\$ 553,700	623,709	28,537	87,433	(2,058)	2,895	837	1,294,216

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
MICROPROGRAM INFORMATION CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the years ended December 31, 2025 and 2024

(Expressed in thousands of New Taiwan Dollars)

	2025	2024
Cash flows from (used in) operating activities:		
Profit before tax	\$ 40,522	180,994
Adjustments:		
Adjustments to reconcile profit (loss):		
Interest revenue	(9,610)	(3,534)
Interest expense	3,992	1,396
Depreciation expense	65,505	33,254
Amortization expense	1,441	667
Net loss, on financial assets or liabilities at fair value through profit or loss	-	20,870
Share of loss of associates for using equity method	181	185
Gains from disposal of property, plan and equipment	(494)	(1,073)
Loss on disposal of intangible assets	-	1
Gain from disposal of investments	-	(23,144)
Gain from lease modification	(1,051)	(198)
Loss on inventory write-down and obsolescence	463	10,849
Total adjustments to reconcile profit	60,427	39,273
Changes in operating assets and liabilities:		
Changes in operating assets:		
Decrease in notes receivable	456	1,748
Decrease (increase) in accounts receivable	112,460	(52,484)
Decrease (increase) in other receivable	185	(242)
Decrease (increase) in inventories	17,422	(8,063)
Decrease (increase) in prepayments	6,385	(6,103)
Decrease (increase) in other current assets	26	(417)
Decrease in net defined benefit asset	-	20
Total changes in operating assets	136,934	(65,541)
Changes in operating liabilities:		
(Decrease) increase in contract liabilities	(772)	2,629
Decrease in notes payable	-	(775)
Decrease in accounts payable	(14,213)	(21,210)
(Decrease) increase in other payable	(17,226)	19,488
Decrease in provisions	(1,030)	(3,157)
Increase in other current liabilities	66	71
Total changes in operating liabilities	(33,175)	(2,954)
Total changes in operating assets and liabilities	103,759	(68,495)
Total adjustments	164,186	(29,222)
Cash inflow generated from operations	204,708	151,772
Interest received	9,634	3,219
Interest paid	(3,992)	(1,414)
Income taxes paid	(34,589)	(109)
Net cash flows from (used in) operating activities	175,761	153,468
Cash flows from (used in) investing activities:		
Acquisition of investments accounted for using equity method	(20,000)	-
Proceeds from disposal of investments accounted for using equity method	-	16,557
Acquisition of property, plant and equipment	(46,258)	(13,459)
Proceeds from disposal of property, plant and equipment	520	1,160
Increase in prepayments for business facilities	(158,830)	-
Increase in refundable deposits	(6,872)	(1,484)
Acquisition of intangible assets	(3,792)	(1,344)
Increase in other financial assets	(53,437)	(357,897)
Dividends received	220	-
Net cash flows from (used in) investing activities	(288,449)	(356,467)
Cash flows from (used in) financing activities:		
Increase in short-term loans	-	90,000
Decrease in short-term loans	-	(105,000)
Payment of lease liabilities	(43,017)	(19,094)
Cash dividends paid	(100,116)	(45,058)
Capital increase by cash	343,831	323,000
Net cash flows from (used in) financing activities	200,698	243,848
Effect of exchange rate changes on cash and cash equivalents	241	2,371
Net increase (decrease) in cash and cash equivalents	88,251	43,220
Cash and cash equivalents at beginning of period	200,204	156,984
Cash and cash equivalents at end of period	\$ 288,455	200,204

See accompanying notes to consolidated financial statements.

MICROPROGRAM INFORMATION CO., LTD.**Parent Company Only Financial Statements****With Independent Auditors' Report
For the Years Ended December 31, 2025 and 2024**

Address: 6 F.-2, No. 402, Shizheng Rd., Xitun Dist., Taichung City 407619, Taiwan
Telephone: 886-4-2369-2699

The independent auditors' report and the accompanying parent company only financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' report and parent company only financial statements, the Chinese version shall prevail.

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安侯建業聯合會計師事務所
KPMG

台中市407059西屯區文心路二段201號7樓
7F, No.201, Sec.2, Wenxin Road,
Taichung City 407059, Taiwan (R.O.C.)

電話 Tel	+886 4 2415 9168
傳真 Fax	+886 4 2259 0196
網址 Web	kpmg.com/tw

3

Independent Auditors' Report

To the Board of Directors of Microprogram Information Co., Ltd.:

Opinion

We have audited the financial statements of Microprogram Information Co., Ltd. ("the Company"), which comprise the balance sheet as of December 31, 2025 and 2024, the statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of material accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company 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 Standards on Auditing of the Republic of China. 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 the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, 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 of the current period. 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. We have determined the matters described below to be the key audit matters to be communicated in our report.

1. Revenue recognition

The accounting principle of revenue recognition, refer to consolidated financial statements Note 4 (o); The explanation about revenue recognition, refer to consolidated financial statements Note 6 (r).

Description of key audit matter

The Company recognizes revenue based on the transfer of control of goods under each individual sales contract. Determining whether control of the goods has been transferred in accordance with the terms and conditions of each contract involves management's subjective judgment. In addition, as a listed company, the Company faces pressure to meet investors' expectations regarding revenue levels and stable profitability. Therefore, we have identified this as a key audit matter.

Our principal audit procedures included: understanding and testing the internal controls related to the recognition of sales revenue of the Company. We obtained an understanding of the nature of the Company's major revenue streams, contract terms and trading conditions, in order to assess whether the accounting policies applied to determine the timing of revenue recognition were appropriate; inquiring into the variances between sales revenue from major customers and the corresponding period of the prior year to assess whether any significant anomalies existed; and selecting samples to inspect sales contracts or purchase orders to evaluate the impact of contract terms and trading conditions on revenue recognition, and to determine whether the Company's accounting treatments were appropriate. Additional substantive procedures were performed to assess whether significant fluctuations in revenue, or material sales returns and discounts, occurred during the period before and after the financial reporting date, and to analyze the underlying reasons; the adequacy of the Company's disclosures related to revenue was also assessed.

2. Inventory valuation

The accounting principle of inventory valuation, refer to consolidated financial statements Note 4 (g); Uncertainty in accounting estimates and assumptions for inventory valuation, refer to consolidated financial statements Note 5 (a); The explanation about inventory valuation, refer to consolidated financial statements Note 6 (c).

Description of key audit matter

The Company measures inventories at the lower of cost and net realizable value. As product manufacturing technologies evolve, the quality and selling prices of existing products may no longer meet market demand, resulting in a risk that the carrying amount of inventories may exceed their net realizable value. Therefore, we have identified this as a key audit matter.

Our principal audit procedures included: performing sampling procedures to examine the accuracy of the inventory aging report; assessing the reasonableness of the Company's accounting policies, such as the policy for inventory write-downs and provisions for obsolescence; and reviewing the historical accuracy of the Company's inventory valuation allowances and comparing them with the current period's estimates to evaluate whether the estimation methodologies and assumptions applied were appropriate. The valuation of inventories was assessed for compliance with the Company's established accounting policies. The basis adopted by management in determining selling prices was also understood in order to evaluate the reasonableness of net realizable values. Consideration was further given to whether the disclosures related to inventory valuation allowances made by management were appropriate.

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 the Company'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 Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company'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 auditor's 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 Republic of China 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 Republic of China, we exercise professional judgment and 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 the Company'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 Company'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 auditor's report. However, future events or conditions may cause the Company 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 the investment in other entities accounted for using the equity method to express an opinion on this 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 of the current period 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 audit resulting in this independent auditors' report are Chang, Tzu-Hsin and Chen, Cheng-Hsueh.

KPMG

Taipei, Taiwan (Republic of China)
March 5, 2026

Notes to Readers

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

The auditors' report and the accompanying parent company only financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language auditors' report and parent company only financial statements, the Chinese version shall prevail.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
MICROPROGRAM INFORMATION CO., LTD.

Statements of Comprehensive Income

For the years ended December 31, 2025 and 2024

(Expressed in thousands of New Taiwan Dollars , Except for Earnings Per Common Share)

		2025		2024	
		Amount	%	Amount	%
4000	Sales revenue(notes 6(r)and 7)	\$ 504,646	100	788,826	100
5000	Total operating costs(notes 6(c), (e), (f), (k), (s)and 7)	<u>161,623</u>	<u>32</u>	<u>347,974</u>	<u>44</u>
	Gross profit from operations	<u>343,023</u>	<u>68</u>	<u>440,852</u>	<u>56</u>
	Operating expenses:(notes 6(e), (f), (g), (k), (m), (s)and 7)				
6100	Selling expenses	158,795	32	134,624	17
6200	Administrative expenses	61,711	12	54,037	7
6300	Research and development expenses	87,610	17	71,811	9
6450	Impairment loss (note 6(b))	<u>-</u>	<u>-</u>	<u>8,637</u>	<u>1</u>
		<u>308,116</u>	<u>61</u>	<u>269,109</u>	<u>34</u>
	Net operating income	<u>34,907</u>	<u>7</u>	<u>171,743</u>	<u>22</u>
	Non-operating income and expenses(note 6(t)):				
7100	Interest income	9,006	2	2,803	-
7010	Other income and expenses(note 7)	2,746	-	6,279	1
7020	Other gains and losses(note 6(k))	365	-	17,600	2
7050	Finance costs(note 6(k))	(3,992)	(1)	(1,393)	-
7060	Share of profit (loss) of associates and joint ventures accounted for using equity method(note 6(d))	<u>(2,250)</u>	<u>-</u>	<u>(12,131)</u>	<u>(2)</u>
	Total non-operating income and expenses	<u>5,875</u>	<u>1</u>	<u>13,158</u>	<u>1</u>
7900	Profit before income tax	<u>40,782</u>	<u>8</u>	<u>184,901</u>	<u>23</u>
7950	Less: Tax income(note 6(n))	<u>11,752</u>	<u>3</u>	<u>33,319</u>	<u>4</u>
	Profit	<u>29,030</u>	<u>5</u>	<u>151,582</u>	<u>19</u>
8300	Other comprehensive income:				
8310	Items that may not be reclassified subsequently to profit or loss				
8316	Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	(1,332)	-	3,487	-
8349	Less:Income tax related to components of other comprehensive income that will not be reclassified to profit or loss(note 6(n))	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
		<u>(1,332)</u>	<u>-</u>	<u>3,487</u>	<u>-</u>
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translation of foreign financial statements	(338)	-	3,178	-
8399	Less:Income tax related to components of other comprehensive income that will be reclassified to profit or loss(note 6(n))	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
		<u>(338)</u>	<u>-</u>	<u>3,178</u>	<u>-</u>
8300	Other comprehensive income	<u>(1,670)</u>	<u>-</u>	<u>6,665</u>	<u>-</u>
	Total comprehensive income	<u>\$ 27,360</u>	<u>5</u>	<u>158,247</u>	<u>19</u>
	Basic earnings per share(note 6(q))				
	Basic earnings per share	\$ <u>0.55</u>		\$ <u>3.33</u>	
	Diluted earnings per share	\$ <u>0.55</u>		\$ <u>3.33</u>	

See accompanying notes to parent company only financial statements.

(English Translation of Parent Company Only Financial Statements and Report Originally Issued in Chinese)
MICROPROGRAM INFORMATION CO., LTD.

Balance Sheets
December 31, 2025 and 2024
(Expressed in thousands of New Taiwan Dollars)

	December 31, 2025		December 31, 2024			December 31, 2025		December 31, 2024	
	Amount	%	Amount	%		Amount	%	Amount	%
Assets					Liabilities and Equity				
1100 Cash and cash equivalents(note 6(a))	\$ 276,375	17	187,287	14	Current liabilities:	6,686	1	7,458	1
1150 Notes receivable, net(note 6(b))	1,518	-	1,974	-	Accounts payable	30,312	2	44,524	3
1170 Accounts receivable, net(note 6(b))	60,539	4	176,682	14	Other payables, others(note 6(i))	49,601	3	66,672	5
1180 Accounts receivable-related parties, net(notes 6(b)and 7)	119,284	7	114,120	9	Other payables to related parties(notes 6(j)and 7)	91	-	144	-
1200 Other receivables	473	-	753	-	Current provisions(note 6(i))	-	-	1,030	-
1210 Other receivables-related parties(note 7)	110	-	-	-	Current tax liabilities	-	-	19,734	2
1220 Tax assets	4,517	-	61	-	Other current liabilities	1,391	-	1,319	-
130X Inventories(note 6(c))	123,373	8	144,735	11	Current lease liabilities(note 6(k))	52,809	3	24,504	2
1410 Prepayments	4,670	-	10,808	1	Total current liabilities	140,890	9	165,385	13
1470 Other current assets(note 6(l))	2	-	5	-	Non-Current liabilities:	576	-	778	-
1476 Other current financial assets(notes 6(h)and 8)	443,650	28	392,605	30	Deferred tax liabilities(note 6(n))	178,494	11	111,154	8
Total current assets	<u>1,034,511</u>	<u>64</u>	<u>1,029,030</u>	<u>79</u>	Non-current lease liabilities(note 6(k))	179,070	11	111,932	8
Non-current assets:					Total non-current liabilities	319,960	20	277,317	21
1530 Investments accounted for using equity method(note 6(d))	104,458	6	88,598	7	Equity:(note 6(o))				
1600 Property, plant and equipment(note 6(e))	57,809	4	24,058	2	Ordinary share	553,700	34	500,578	39
1755 Right-of-use-assets(note 6(f))	227,020	14	134,963	10	Capital surplus	623,709	39	333,000	26
1780 Intangible assets(note 6(g))	11,409	1	9,058	1	Retained earnings	115,970	7	187,056	14
1840 Deferred tax assets(note 6(n))	4,947	-	6,500	-	Other equity	837	-	2,507	-
1920 Guarantee deposits paid(note 6(h))	14,059	1	7,118	1	Total equity	1,294,216	80	1,023,141	79
1975 Defined benefit assets, net(note 6(m))	1,133	-	1,133	-					
1995 Other non-current assets, others(note 6(h))	158,830	10	-	-					
Total non-current assets	<u>579,665</u>	<u>36</u>	<u>271,428</u>	<u>21</u>					
Total assets	<u>\$ 1,614,176</u>	<u>100</u>	<u>\$ 1,300,458</u>	<u>100</u>	Total liabilities and equity	<u>\$ 1,614,176</u>	<u>100</u>	<u>\$ 1,300,458</u>	<u>100</u>

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
MICROPROGRAM INFORMATION CO., LTD.

Statements of Comprehensive Income

For the years ended December 31, 2025 and 2024

(Expressed in thousands of New Taiwan Dollars , Except for Earnings Per Common Share)

		2025		2024	
		Amount	%	Amount	%
4000	Sales revenue(notes 6(r)and 7)	\$ 504,646	100	788,826	100
5000	Total operating costs(notes 6(c), (e), (f), (k), (s)and 7)	161,623	32	347,974	44
	Gross profit from operations	<u>343,023</u>	<u>68</u>	<u>440,852</u>	<u>56</u>
	Operating expenses:(notes 6(e), (f), (g), (k), (m), (s)and 7)				
6100	Selling expenses	158,795	32	134,624	17
6200	Administrative expenses	61,711	12	54,037	7
6300	Research and development expenses	87,610	17	71,811	9
6450	Impairment loss (note 6(b))	-	-	8,637	1
		<u>308,116</u>	<u>61</u>	<u>269,109</u>	<u>34</u>
	Net operating income	<u>34,907</u>	<u>7</u>	<u>171,743</u>	<u>22</u>
	Non-operating income and expenses(note 6(t)):				
7100	Interest income	9,006	2	2,803	-
7010	Other income and expenses(note 7)	2,746	-	6,279	1
7020	Other gains and losses(note 6(k))	365	-	17,600	2
7050	Finance costs(note 6(k))	(3,992)	(1)	(1,393)	-
7060	Share of profit (loss) of associates and joint ventures accounted for using equity method(note 6(d))	(2,250)	-	(12,131)	(2)
	Total non-operating income and expenses	<u>5,875</u>	<u>1</u>	<u>13,158</u>	<u>1</u>
7900	Profit before income tax	<u>40,782</u>	<u>8</u>	<u>184,901</u>	<u>23</u>
7950	Less: Tax income(note 6(n))	<u>11,752</u>	<u>3</u>	<u>33,319</u>	<u>4</u>
	Profit	<u>29,030</u>	<u>5</u>	<u>151,582</u>	<u>19</u>
8300	Other comprehensive income:				
8310	Items that may not be reclassified subsequently to profit or loss				
8316	Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	(1,332)	-	3,487	-
8349	Less:Income tax related to components of other comprehensive income that will not be reclassified to profit or loss(note 6(n))	-	-	-	-
		<u>(1,332)</u>	<u>-</u>	<u>3,487</u>	<u>-</u>
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translation of foreign financial statements	(338)	-	3,178	-
8399	Less:Income tax related to components of other comprehensive income that will be reclassified to profit or loss(note 6(n))	-	-	-	-
		<u>(338)</u>	<u>-</u>	<u>3,178</u>	<u>-</u>
8300	Other comprehensive income	<u>(1,670)</u>	<u>-</u>	<u>6,665</u>	<u>-</u>
	Total comprehensive income	<u>\$ 27,360</u>	<u>5</u>	<u>158,247</u>	<u>19</u>
	Basic earnings per share(note 6(q))				
	Basic earnings per share	\$ 0.55		3.33	
	Diluted earnings per share	\$ 0.55		3.33	

See accompanying notes to parent company only financial statements.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
MICROPROGRAM INFORMATION CO., LTD.

Statements of Changes in Equity

For the years ended December 31, 2025 and 2024

(Expressed in thousands of New Taiwan Dollars)

	Retained earnings				Total other equity interest			
					Unrealized	gains	(losses) on	
	Ordinary shares	Capital surplus	Legal reserve	Unappropriated retained earnings	Total retained earnings	Exchange differences on translation of foreign financial statements	financial assets measured at fair value through other comprehensive income	Total other equity interest
Balance at January 1, 2024	\$ 450,578	80,710	5,917	74,615	80,532	(4,898)	740	(4,158)
Profit for the year ended December 31, 2024	-	-	-	151,582	151,582	-	-	-
Other comprehensive income for the year ended December 31, 2024	-	-	-	-	-	3,178	3,487	6,665
Total comprehensive income for the year ended December 31, 2024	-	-	-	151,582	151,582	3,178	3,487	6,665
Appropriation and distribution of retained earnings:								
Legal reserve appropriated	-	-	7,462	(7,462)	-	-	-	-
Cash dividends of ordinary share	-	-	-	(45,058)	(45,058)	-	-	(45,058)
Capital increase by cash	50,000	273,000	-	-	-	-	-	323,000
Disposal of subsidiaries or investments accounted for using equity method	-	(20,710)	-	-	-	-	-	(20,710)
Balance at December 31, 2024	\$ 500,578	333,000	13,379	173,677	187,056	(1,720)	4,227	2,507
Balance at January 1, 2025	\$ 330,578	90,154	5,917	(86,932)	(81,015)	(3,116)	(28,843)	(31,959)
Profit (loss) for the year ended December 31, 2025	-	-	-	29,030	29,030	-	-	-
Other comprehensive income for the year ended December 31, 2025	-	-	-	-	-	(338)	(1,332)	(1,670)
Total comprehensive income for the year ended December 31, 2025	-	-	-	29,030	29,030	(338)	(1,332)	(1,670)
Appropriation and distribution of retained earnings:								
Legal reserve appropriated	-	-	15,158	(15,158)	-	-	-	-
Cash dividends of ordinary share	-	-	-	(100,116)	(100,116)	-	-	(100,116)
Capital increase by cash	53,122	288,339	-	-	-	-	-	341,461
Employee restricted stock subscription compensation costs	-	2,370	-	-	-	-	-	2,370
Balance at December 31, 2025	\$ 553,700	623,709	28,537	87,433	115,970	(2,058)	2,895	837
								1,294,216

See accompanying notes to parent company only financial statements.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
MICROPROGRAM INFORMATION CO., LTD.

Statements of Cash Flows

For the years ended December 31, 2025 and 2024

(Expressed in thousands of New Taiwan Dollars)

	2025	2024
Cash flows from (used in) operating activities:		
Profit before tax	\$ 40,782	184,901
Adjustments:		
Adjustments to reconcile profit (loss):		
Interest revenue	(9,006)	(2,803)
Interest expense	3,992	1,393
Depreciation expense	62,553	28,226
Amortization expense	1,441	667
Net loss on financial assets or liabilities at fair value through profit or loss	-	8,637
Share of loss of subsidiaries, associates for using equity method	2,250	12,131
Loss on inventory write-down and obsolescence	463	10,849
Gain from disposal of property, plant and equipment	(451)	(1,073)
Loss on disposal of intangible assets	-	1
Gain from disposal of investments	-	(23,144)
Gain from lease modification	(4)	(198)
Total adjustments to reconcile profit	61,238	34,686
Changes in operating assets and liabilities:		
Changes in operating assets:		
Decrease in notes receivable	456	1,748
Decrease (increase) in accounts receivable	110,979	(46,809)
Decrease (increase) in other receivable	186	(293)
Decrease (increase) in inventories	17,423	(7,851)
Decrease (increase) in prepayments	6,138	(6,491)
Decrease (increase) in other current assets	3	(3)
Decrease in net defined benefit asset	-	20
Total changes in operating assets	135,185	(59,679)
Changes in operating liabilities:		
(Decrease) increase in contract liabilities	(772)	2,629
Decrease in notes payable	-	(775)
Decrease in accounts payable	(14,212)	(21,210)
(Decrease) increase in other payable	(17,124)	19,529
Decrease in provisions	(1,030)	(3,157)
Increase in other current liabilities	72	65
Total changes in operating liabilities	(33,066)	(2,919)
Total changes in operating assets and liabilities	102,119	(62,598)
Total adjustments	163,357	(27,912)
Cash inflow generated from operations	204,139	156,989
Interest received	8,990	2,485
Interest paid	(3,992)	(1,411)
Income taxes paid	(34,591)	(109)
Net cash flows from (used in) operating activities	174,546	157,954
Cash flows from (used in) investing activities:		
Acquisition of investments accounted for using equity method	(20,000)	-
Proceeds from disposal of investments accounted for using equity method	-	16,557
Acquisition of property, plant and equipment	(46,258)	(13,191)
Proceeds from disposal of property, plant and equipment	477	1,160
Increase in prepayments for business facilities	(158,830)	-
Increase in refundable deposits	(6,941)	(1,457)
Acquisition of intangible assets	(3,792)	(1,344)
Increase in other financial assets	(51,045)	(356,689)
Dividends received	220	-
Net cash flows from (used in) investing activities	(286,169)	(354,964)
Cash flows from (used in) financing activities:		
Increase in short-term loans	-	90,000
Decrease in short-term loans	-	(105,000)
Payment of lease liabilities	(43,004)	(16,913)
Cash dividends paid	(100,116)	(45,058)
Capital increase by cash	343,831	323,000
Net cash flows from (used in) financing activities	200,711	246,029
Net increase (decrease) in cash and cash equivalents	89,088	49,019
Cash and cash equivalents at beginning of period	187,287	138,268
Cash and cash equivalents at end of period	\$ 276,375	187,287

See accompanying notes to parent company only financial statements.

Attachment V

Microprogram Information Co., Ltd.

2025 Distribution of Shareholders' Dividends and Bonuses

Unit: NTS

Item	Opening balance of capital surplus	Retained earnings		
		Accumulated profit or loss	Legal reserve	Retained earnings
Unappropriated earnings at the beginning of 2025	333,000,000	173,677,443	13,377,959	187,055,402
Add: share premium from cash capital increase in 2025	288,338,895			0
Add: retained cost of employee share subscription compensation	2,369,904			0
Less: cash dividends distributed in 2025		(100,115,690)		(100,115,690)
Add: net income after tax for 2025		29,030,581		29,030,581
Less: appropriation to legal reserve		(15,158,133)	15,158,133	0
Earnings available for distribution	623,708,799	87,434,201	28,536,092	115,970,293
Shareholders' dividends and bonuses	Distribution to shareholders			
Cash distribution from capital surplus to shareholders	0			
Cash distribution from legal reserve to shareholders			0	
Less: total dividends and bonuses distributed to shareholders (NT\$1 per share)		(55,370,000)		(55,370,000)
Less: appropriation to legal reserve		(2,903,058)	2,903,058	
Balance after distribution to shareholders	623,708,799	29,161,143	31,439,150	60,600,293

First Private Placement of Common Shares in 2024

Item	First private placement cash capital increase through issuance of common shares in 2024				
	Issue Date: December 27, 2024				
Type of Privately Placed Securities	Common shares				
Date and Amount Approved by Shareholders' Meeting	Extraordinary shareholders' meeting date: November 19, 2024; Authorized amount: 5,000,000 common shares				
Basis and Reasonableness of Pricing	The issue price of the privately placed common shares was calculated by dividing the total transaction value of the Company's common shares traded on TPEx's computerized negotiation system over the 30 business days prior to the pricing date by the total trading volume over the same period. Adjustments were made for ex-rights related to stock dividends and cash dividends, and for capital reductions. The average reference price for the preceding 30 days was NT\$80.73 per share. In addition, the Company's most recent financial statements reviewed by a CPA indicated a net asset value per share of NT\$15.37. Based on the above, the issuance price for this private placement of common shares was set at no less than 80% of the reference price, resulting in an issue price of NT\$64.60 per share.				
Selection of Specific Subscribers	The subscribers of this private placement were limited to specific persons meeting the requirements of Article 43-6 of the Securities and Exchange Act and the ruling No. (2002) Tai-Cai-Zheng-(I)-Zi. No. 0910003455 issued by the Financial Supervisory Commission on June 13, 2002, and were primarily strategic investors.				
Necessity of the Private Placement	To support product research and development, business expansion, and future long-term operational growth, as well as to strengthen the Company's competitiveness, improve its financial structure, and enhance its debt-servicing capability.				
Date of Payment Completion	November 29, 2024				
Subscriber Information	Private Placement Subscribers	Qualification	Shares Subscribed (Shares)	Relationship with the Company	Participation in Management
	Gudeng Precision Industrial Co., Ltd.	Article 43-6, Paragraph 1, Subparagraph 2 of the Securities and Exchange Act	4,000,000 shares	Sales customer	None
	Fusion Tech Inc.	Article 43-6, Paragraph 1, Subparagraph 2 of the Securities and Exchange Act	1,000,000 shares	None	None
Actual Subscription Price	NT\$64.60 per share				
Difference Between Actual Subscription Price and Reference Price	The issuance price for this private placement was set to be no less than 80% of the reference price of NT\$80.73 per share, resulting in an issue price of NT\$64.60 per share.				
Impact of the Private Placement on Shareholders' Equity	This private placement of common shares accounts for 9.99% of the Company's paid-in capital. It was primarily undertaken to generate synergy in the Company's business strategy, improve its financial structure, and increase its equity ratio. Accordingly, it has a positive impact on the Company's financial structure.				

Utilization of Private Placement Proceeds and Implementation Progress	The private placement was completed on November 29, 2024, and a total of NT\$323,000 thousand was raised. The execution of the capital utilization plan was completed in the third quarter of 2025.
Realization of Private Placement Benefits	The total proceeds from the private placement amounted to NT\$323,000 thousand. Of this amount, NT\$50,000 thousand was used to repay bank borrowings, while NT\$273,000 thousand was allocated to meet increased working capital needs arising from business growth. The funds raised replaced bank financing, thereby enhancing the stability of long-term funding and improving financial flexibility. In addition, this reduces operational risk and supports the Company's medium- to long-term development. Based on the planned loan repayments and applicable financing interest rates, it is estimated that annual interest expenses will be reduced by approximately NT\$1,123.75 thousand starting from 2025.

Microprogram Information Co., Ltd.

Comparison Table of Amendments to the Articles of Incorporation

Before Amendment		After Amendment	
Article 2	The business scope of the Company is as follows:	Article 2	The business scope of the Company is as follows:
	01. F113010 Wholesale of Machinery.		01. F113010 Wholesale of Machinery.
	02. F113030 Wholesale of Precision Instruments.		02. F113030 Wholesale of Precision Instruments.
	03. F213030 Retail Sale of Computers and Clerical Machinery Equipment.		03. F213030 Retail Sale of Computers and Clerical Machinery Equipment.
	04. F213040 Retail Sale of Precision Instruments.		04. F213040 Retail Sale of Precision Instruments.
	05. F213080 Retail Sale of Machinery and Tools.		05. F213080 Retail Sale of Machinery and Tools.
	06. F401010 International Trade.		06. F401010 International Trade.
	07. I301020 Data Processing Services.		07. I301020 Data Processing Services.
	08. I401010 General Advertisement Service.		08. I401010 General Advertisement Service.
	09. CC01110 Computer and Peripheral Equipment Manufacturing.		09. CC01110 Computer and Peripheral Equipment Manufacturing.
	10. CC01080 Electronics Components Manufacturing.		10. CC01080 Electronics Components Manufacturing.
	11. CC01070 Wireless Communication Mechanical Equipment Manufacturing.		11. CC01070 Wireless Communication Mechanical Equipment Manufacturing.
	12. F118010 Wholesale of Computer Software.		12. F118010 Wholesale of Computer Software.
	13. F113050 Wholesale of Computers and Clerical Machinery Equipment.		13. F113050 Wholesale of Computers and Clerical Machinery Equipment.
	14. F401021 Restrained Telecom Radio Frequency Equipment and Materials Import.		14. F401021 Restrained Telecom Radio Frequency Equipment and Materials Import.
	15. I301010 Information Software Services.		15. I301010 Information Software Services.
	16. CC01101 Restrained Telecom Radio Frequency Equipment and Materials Manufacturing.		16. CC01101 Restrained Telecom Radio Frequency Equipment and Materials Manufacturing.
	17. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.		17. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.
	18. F301010 Department Stores.		18. F301010 Department Stores.
	19. F399990 Retail Sale of Other Integrated.		19. F399990 Retail Sale of Other Integrated.
	20. JE01010 Rental and Leasing.		20. JE01010 Rental and Leasing.
	~~21. I301040 Third Party Payments.~~		21. F214040 Retail Sale of Bicycles and Component Parts Thereof.
	22. F214040 Retail Sale of Bicycles and Component Parts Thereof.		22. F213110 Retail Sale of Batteries.
	23. F213110 Retail Sale of Batteries.		23. F113110 Wholesale of Batteries.
	24. F113110 Wholesale of Batteries.		24. F114990 Wholesale of Other Traffic Means of Transport and Component Parts Thereof.

	25. F114990 Wholesale of Other Traffic Means of Transport and Component Parts Thereof.		25. CD01050 Bicycles and Parts Manufacturing.
	26. CD01050 Bicycles and Parts Manufacturing.		26. G202010 Parking Area Operators.
	27. G202010 Parking Area Operators.		
Article 24	These Articles of Incorporation were established on November 3, 1995.	Article 24	These Articles of Incorporation were established on November 3, 1995.
	The 1st amendment was made on December 18, 1995.		The 1st amendment was made on December 18, 1995.
	The 30th amendment was made on May 22, 2025.		The 30th amendment was made on May 22, 2025.
			The 31st amendment was made on May 20, 2026.

Microprogram Information Co., Ltd.

List of Director Candidates Proposed for Release from Non-Competition Restrictions

Category	Name	Gender	Nationality or Place of Registration	Current Positions Held in the Company's	
				Company Name	Title
Corporate Director	Giant Industrial Manufacturing Co., Ltd.		Republic of China		
Representative of a Corporate Director	Chiao-Li Pan	Female	Republic of China	Giant Industrial Manufacturing Co., Ltd.	Finance and Accounting Manager
			BVI	Darzins Holdings Ltd.	Director
			BVI	Merdeka International Ltd.	Director
			Netherlands	Giant Europe B. V.	Director
			United States of America	Giant Bicycle Inc.	Director
			Australia	Giant Bicycle Company Pty. Ltd.	Director
			Canada	Giant Bicycle Canada Inc.	Director
			Germany	Giant Deutschland GmbH	Director
			France	Giant France S.A.R.L.	Director
			United Kingdom	Giant U. K. Ltd.	Director
			Netherlands	Giant Europe Manufacturing B.V.	Director
			Poland	Giant Polska Sp. ZO.O.	Director
			Benelux	Giant Benelux B.V.	Director
			South Korea	Giant Korea Co., Ltd.	Director
			Italy	Giant Italia S.R.L.	Director
			Netherlands	Giant Manufacturing Hungary Ltd.	Director
			Vietnam	Giant Vietnam Manufacturing Company Limited	Director
			Vietnam	GIANT SEA BICYCLE COMPANY LIMITED	Director
			United States of America	SPIA CYCLING INC.	Director
			Thailand	Giant Bicycle (Thailand) Co., Ltd.	Director
			Spain	Giant Spain S.L.	Director

Appendix I

Microprogram Information Co., Ltd. Articles of Incorporation

Chapter 1. General Provisions

Article 1: The Company is incorporated in accordance with the Company Act and is named Microprogram Information Co., Ltd.
The English name of the Company is Microprogram Information Co., Ltd.

Article 2: The business scope of the Company is as follows:

1. F113010 Wholesale of Machinery.
2. F113030 Wholesale of Precision Instruments.
3. F213030 Retail Sale of Computers and Clerical Machinery Equipment.
4. F213040 Retail Sale of Precision Instruments.
5. F213080 Retail Sale of Machinery and Tools.
6. F401010 International Trade.
7. I301020 Data Processing Services.
8. I401010 General Advertisement Service.
9. CC01110 Computer and Peripheral Equipment Manufacturing.
10. CC01080 Electronics Components Manufacturing.
11. CC01070 Wireless Communication Mechanical Equipment Manufacturing.
12. F118010 Wholesale of Computer Software.
13. F113050 Wholesale of Computers and Clerical Machinery Equipment.
14. F401021 Restrained Telecom Radio Frequency Equipment and Materials Import.
15. I301010 Information Software Services.
16. CC01101 Restrained Telecom Radio Frequency Equipment and Materials Manufacturing.
17. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.
18. F301010 Department Stores.
19. F399990 Retail Sale of Other Integrated.
20. JE01010 Rental and Leasing.
21. I301040 Third Party Payment.
22. F214040 Retail Sale of Bicycle and Component Parts Thereof.
23. F213110 Retail Sale of Batteries.
24. F113110 Wholesale of Batteries.
25. F114990 Wholesale of Other Traffic Means of Transport and Component Parts Thereof.

26. CD01050 Bicycles and Parts Manufacturing.

27. G202010 Parking Area Operators.

Article 2-1: The total amount of the Company's investment in other companies may exceed 40% of its paid-in capital.

Article 2-2: The Company may provide endorsements and guarantees to external parties as required for business purposes. Such operations shall be conducted in accordance with the Company's Regulations Governing Endorsements and Guarantees.

Article 3: The Company shall have its head office in Taichung City and may, when necessary, establish branch offices within or outside the Republic of China upon a resolution of the Board of Directors.

Article 4: Public announcements of the Company shall be made in accordance with Article 28 of the Company Act.

Chapter 2. Shares

Article 5: The total capital of the Company shall be NT\$700,000,000, divided into 70,000,000 shares, with a par value of NT\$10 per share. The Board of Directors is authorized to issue the shares in installments. Of the total shares, 5,000,000 shares are reserved for the exercise of subscription rights attached to stock warrants or corporate bonds with stock warrants, and may be issued in installments upon authorization by the Board of Directors. The recipients of shares repurchased by the Company in accordance with law, the recipients of employee stock warrants, employee compensation, the employees entitled to subscribe to a certain percentage of newly issued shares, and the recipients of restricted employee shares may include employees of controlled or affiliated companies who meet certain conditions. The eligibility criteria and distribution method shall be determined by the Board of Directors or by a person authorized by the Board.

Article 6: All shares of the Company shall be registered shares. Share certificates shall be signed or sealed by a director representing the Company and shall be duly certified in accordance with the law before issuance. The Company may elect not to print share certificates, provided that the shares shall be registered with a centralized securities depository institution and handled in accordance with the regulations of such institution.

Article 7: Matters relating to the Company's shares shall, unless otherwise provided by applicable laws or securities regulations, be handled in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" promulgated by the competent authority.

Article 8: Entries in the shareholders' roster shall not be altered within sixty days prior to the convening date of a regular shareholders' meeting, or within thirty days prior to the convening date of a special

shareholders' meeting, or within five days prior to the target date fixed by the Company for the distribution of dividends, bonuses, or other benefits.

Chapter 3. Shareholders' Meetings

- Article 9:** Shareholders' meetings of the Company shall be of two types: regular shareholders' meetings and special shareholders' meetings. A regular shareholders' meeting shall be convened at least once each year within six months after the close of each fiscal year. A special shareholders' meeting may be convened as necessary in accordance with applicable laws and regulations.
- Article 9-1:** Upon resolution of the Board of Directors, Company shareholders' meetings may be convened by means of a video conference or by other methods approved by the central competent authority. The conditions, operational procedures, and other relevant regulations for the adoption of a virtual shareholders' meeting shall apply, unless otherwise prescribed by the securities competent authority.
- Article 10:** A shareholder who is unable to attend a shareholders' meeting for any reason may appoint a proxy to attend the meeting by executing a proxy form issued by the Company, specifying the scope of authorization. The rules governing the use of proxies for attendance at shareholders' meetings shall, unless otherwise provided by the Company Act, be governed by the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies."
- Article 11:** Unless otherwise provided by law, each shareholder of the Company shall have one voting right for each share they hold.
- Article 12:** Resolutions of shareholders' meetings shall, unless otherwise provided by the Company Act, be adopted by a majority vote of the shareholders present at a shareholder's meeting attended by a majority of total issued shares. The Company may adopt electronic voting as one of the methods for shareholders to exercise their voting rights. Shareholders may exercise their voting rights in writing or by electronic means. Shareholders who exercise their voting rights by electronic means shall be deemed to have attended the shareholders' meeting in person. The relevant matters shall be handled in accordance with applicable laws and regulations. Shareholders' meeting resolutions shall be recorded in the minutes, which shall be signed or sealed by the chairperson of the meeting and distributed to all shareholders within twenty days after the meeting. After the Company becomes a public company, the distribution of the minutes may be made by way of public announcement.
- Article 13:** If the Company ceases its status as a public company, such matter shall be handled in accordance with Article 156-2 of the Company

Chapter 4. Directors, Supervisors, and Functional Committees

Article 14: The Company shall have seven to nine directors, who shall serve a term of three years and shall be elected by the shareholders' meeting from among persons with legal capacity; they may be re-elected, and not limited to a single gender (i.e. there must be both male and female directors). The aggregate shareholding of all directors shall comply with the regulations prescribed by the securities competent authority. The election of directors of the Company shall adopt the candidate nomination system in accordance with Article 192-1 of the Company Act, and the directors shall be elected by the shareholders' meeting from among the list of director candidates. Among the aforesaid number of directors, the number of independent directors shall be not fewer than three and not less than one-third of the total number of directors, and they shall likewise be elected by the shareholders' meeting from among the list of independent director candidates under the candidate nomination system. The professional qualifications, shareholding requirements, restrictions on concurrent positions, nomination and election procedures, and other matters to be complied with by independent directors shall be handled in accordance with the relevant regulations prescribed by the securities competent authority. When electing directors, the Company shall follow the provisions of Article 198 of the Company Act, under which the persons receiving ballots representing a greater number of voting rights shall be elected as directors. In such election, independent directors and non-independent directors shall be elected together, with their elected positions calculated separately. The Company may establish an Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act; the Audit Committee shall be composed of all independent directors, and upon the establishment of the Audit Committee, the supervisor system shall be replaced simultaneously.

Article 15: The Board of Directors shall be convened by the directors, requires the attendance of two-thirds of all directors, and shall elect a Chairman from among themselves by majority vote of the attending directors. The Chairman shall represent the Company externally.

Article 16: If the Chairman is on leave or otherwise unable to exercise his/her duties, his/her deputy shall be determined in accordance with Article 208 of the Company Act. A director who is unable to attend a meeting of the Board of Directors for any reason may appoint another director to attend on his/her behalf; provided that a proxy shall be issued for each meeting, specifying the scope of

authorization with reference to the matters to be discussed, and that a director may accept the proxy of only one other director.

When a meeting of the Board of Directors is conducted by video conference, directors participating in the meeting by video shall be deemed to be present in person.

Article 17: A meeting of the Board of Directors shall be convened with the reasons for convening specified, and a notice shall be given to each director at least seven days in advance by written notice, electronic mail, or fax; provided that, in the case of an emergency, the meeting may be convened at any time.

Article 18: The Board of Directors is authorized to determine the remuneration of all directors, which may, regardless of whether the Company operates at a profit or a loss, be paid in accordance with the extent of their participation in the Company's operations and the value of their contributions, with reference to the prevailing industry standards. Directors who concurrently serve in positions within the Company may, in addition to participating in the distribution of directors' remuneration pursuant to Article 21 of these Articles of Incorporation, receive a monthly salary in accordance with the general salary standards for managerial personnel. The Company may provide independent directors with reasonable remuneration different from that of other directors.

Chapter 5. Managerial Personnel

Article 19: The Company may appoint managerial personnel. The appointment, dismissal, and remuneration of such managerial personnel shall be handled in accordance with Article 29 of the Company Act.

Managerial personnel of the Company shall not concurrently serve as managerial personnel of another profit-seeking enterprise, nor shall they operate or manage for themselves or for others businesses in the same industry as the Company; provided, however, that this restriction shall not apply where consent has been obtained in the manner prescribed in Paragraph 1 of Article 29 of the Company Act.

Chapter 6. Accounting

Article 20: At the end of each fiscal year, the Board of Directors shall prepare (1) a business report, (2) financial statements, and (3) a proposal for the distribution of earnings or the appropriation of losses, and shall submit such reports and statements to the Audit Committee for review and thereafter to the regular shareholders' meeting for ratification.

Article 21: If the Company records a profit in its annual final accounts, it shall allocate not less than 4% thereof as employee remuneration (of

which 2% shall be used for salary adjustments or remuneration for non-managerial employees), and not more than 2% as directors' remuneration; provided that where the Company still has accumulated losses, an amount sufficient to offset such losses shall first be reserved. The recipients of employee remuneration in the form of shares or cash referred to in the preceding paragraph may include employees of controlled or affiliated companies who meet certain conditions, and the determination of such conditions is authorized to the Board of Directors.

Article 22: If the Company records a surplus in its annual final accounts, such surplus shall be distributed in the following order:

1. Payment of taxes in accordance with laws;
2. Offsetting accumulated losses from previous years;
3. Appropriation of ten percent as the legal reserve; provided that this requirement shall not apply when the accumulated legal reserve has reached the total paid-in capital of the Company;
4. Appropriation or reversal of special reserve in accordance with applicable laws and regulations or as required for business operations: After the foregoing appropriations, the Board of Directors shall prepare a proposal for the distribution of shareholders' dividends from the remaining balance together with the accumulated undistributed earnings from previous years, and submit the same to the shareholders' meeting for resolution. Shareholders' dividends may be distributed in the form of stock dividends or cash dividends.

After the Company becomes a public company, if all or part of the dividends and bonuses are distributed in cash, the Board of Directors is authorized to resolve such distribution by a resolution adopted with the consent of a majority of the directors present at a meeting attended by at least two-thirds of all directors, and such distribution shall be reported to the shareholders' meeting. The same shall apply to the distribution of cash dividends from capital surplus.

In view of the industry environment in which the Company will operate in the future and its stage of development, and in order to achieve sustainable development through sound financial planning while taking into account capital expenditures and business expansion needs, the Company's dividend policy shall be determined with reference to its future capital expenditure budget and funding requirements, while also taking into consideration the interests of shareholders. From the earnings available for distribution as mentioned above, not less than ten percent shall be appropriated for distribution as shareholders' dividends. Of the shareholders' dividends so distributed, the proportion of cash dividends shall in principle not be less than ten percent of the total

amount of shareholders' dividends.

Chapter 7. Supplementary Provisions

Article 23: Any matters not provided for in these Articles of Incorporation shall be governed by the Company Act and other applicable laws and regulations.

Article 24: These Articles of Incorporation were established on November 3, 1995.

The 1st amendment was made on December 18, 1995.

The 2nd amendment was made on September 21, 1996.

The 3rd amendment was made on June 28, 2000.

The 4th amendment was made on February 5, 2001.

The 5th amendment was made on August 31, 2001.

The 6th amendment was made on July 29, 2002.

The 7th amendment was made on February 18, 2004.

The 8th amendment was made on March 5, 2004.

The 9th amendment was made on December 10, 2004.

The 10th amendment was made on May 30, 2005.

The 11th and 12th amendments were made on November 13, 2005.

The 13th amendment was made on October 11, 2006.

The 14th amendment was made on March 5, 2007.

The 15th amendment was made on June 20, 2007.

The 16th amendment was made on January 18, 2008.

The 17th amendment was made on February 11, 2010.

The 18th amendment was made on April 25, 2011.

The 19th amendment was made on January 8, 2013.

The 20th amendment was made on July 4, 2013.

The 21st amendment was made on June 27, 2014.

The 22nd amendment was made on July 24, 2015.

The 23rd amendment was made on June 24, 2016.

The 24th amendment was made on November 8, 2016.

The 25th amendment was made on December 24, 2020.

The 26th amendment was made on June 30, 2022.

The 27th amendment was made on December 29, 2022.

The 28th amendment was made on October 26, 2023.

The 29th amendment was made on May 29, 2024.

The 30th amendment was made on May 22, 2025.

Microprogram Information Co., Ltd.

Chairman: Teng-Yan Wu



Microprogram Information Co., Ltd.

**Rules of Procedure for
Shareholders' Meetings**

Document No.: MA-02-19

Version: Version 1.0

Issue Date: September 15, 2023

Revision Date: / /

Unit: Finance and Accounting Department

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Revision History			
Revision Date	Summary of Revisions	Revised Page(s)	Version
September 15, 2023	The Company's Rules of Procedure for Shareholders' Meetings are newly established in accordance with Article 5 of the "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies."		1.0

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1 Purpose:

In order to establish sound corporate governance for the Company's shareholders' meetings, enhance supervisory functions, and strengthen management capabilities, these Rules of Procedure are formulated in accordance with Article 5 of the [“Corporate Governance Principles for TWSE/TPEx Listed Companies”](#) for compliance.

2 Scope:

The proceedings of the Company's shareholders' meeting shall be conducted in accordance with these Rules of Procedure. Any matters not provided for herein shall be handled in accordance with the [“Company Act”](#) and other applicable laws and regulations.

3 Definitions:

For the purposes of these Rules of Procedure, the term “shareholder” refers to the shareholder or a duly authorized proxy appointed by the shareholder to attend a shareholders' meeting.

4 Responsibilities:

The Finance and Accounting Department shall be the department responsible for matters relating to shareholders' meetings and shall be responsible for the formulation and revision of these Rules of Procedure.

5 Convening of Shareholders' Meetings and Persons in Attendance:

5.1 Where a shareholders' meeting is convened by the Board of Directors, the Chairman shall act as the chair. If the Chairman is on leave or unable to exercise his/her duties for any reason, the Chairman shall designate a director to act on his/her behalf. If the Chairman does not designate a proxy, the directors shall elect one from among themselves to act as the chair. Where a shareholders' meeting is convened by a convener other than the Board of Directors, the convener shall act as the chair. Where there are two or more conveners, one of them shall be elected to act as the chair.

5.2 Where the Company convenes a shareholders' meeting by means of a virtual shareholders' meeting, except as otherwise provided in the [“Regulations Governing the Administration of Shareholder Services of Public Companies,”](#) the Articles of Incorporation shall expressly provide for such method and it shall be resolved by the Board of Directors. A virtual shareholders' meeting shall be adopted by a resolution of the Board of Directors passed with the consent of a majority of the directors present at a meeting attended by more

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than two-thirds of the directors. Any change to the method of convening the Company's shareholders' meeting shall be resolved by the Board of Directors and shall be made no later than the date on which the notice of the shareholders' meeting is sent.

- 5.3 Attendance and voting at shareholders' meetings shall be calculated based on the number of shares.
- 5.4 The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders' meeting in a non-voting capacity.
- 5.5 The venue for a shareholders meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.
- 5.6 In the event of a virtual shareholders meeting, the restriction on the meeting place set forth in the preceding paragraph shall not apply. Shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date. When this Corporation convenes a virtual-only shareholders meeting, both the chair and the recording personnel shall be present at the same location within the territory of the Republic of China, and the chair shall declare the address of that location when the meeting is called to order.
- 5.7 This Corporation shall prepare electronic files of the shareholders' meeting notice, proxy forms, and explanatory materials relating to proposals for ratification, matters for discussion, and the election or dismissal of directors and supervisors, and shall transmit them to the Market Observation Post System 30 days prior to the regular shareholders meeting or 15 days prior to the special shareholders meeting. The Company shall prepare electronic files of the shareholders' meeting handbook and supplemental meeting materials and transmit them to the Market Observation Post System 21 days prior to the regular shareholders' meeting or 15 days prior to the special shareholders' meeting. However, if the Company has paid-in capital reaching NT\$10 billion or more as of the last day of the most recent fiscal year, or if the combined shareholding ratio of foreign and Mainland Chinese investors recorded in the shareholders register at the regular shareholders' meeting of the most recent fiscal year reaches thirty percent or more, the aforementioned electronic files shall be transmitted 30 days prior to the regular shareholders meeting. The

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Company shall prepare the shareholders' meeting handbook and supplemental meeting materials for the shareholders' meeting at least 15 days prior to the meeting and make them available for shareholders to review at any time. Such materials shall also be displayed on Company premises and at the professional shareholder services agent retained by the Company.

5.8 Where the notice of a shareholders meeting specifies a full re-election of directors and states the date of assumption of office, the date of assumption of office shall not be changed by an extemporary motion or by any other means at the same meeting after the re-election has been completed.

5.9 To convene a virtual shareholders meeting, the Company shall include the follow particulars in the shareholders meeting notice:

5.9.1 How shareholders attend the virtual meeting and exercise their rights.

5.9.2 Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:

- A. To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
- B. Shareholders not having registered to attend the affected virtual shareholders' meeting shall not attend the postponed or resumed session.
- C. In case of a hybrid shareholders' meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting, meets the minimum legal requirement for a shareholders' meeting, then the shareholders' meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on the meeting agenda of that shareholders' meeting.
- D. Actions to be taken if the outcome of all proposals have been announced and extemporary motions have not been carried out.

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5.9.3 To convene a virtual-only shareholders' meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online shall be specified. Except in the circumstances set out in Article 44-9, Paragraph 6 of the "[Regulations Governing the Administration of Shareholder Services of Public Companies](#)," the shareholders shall at least be provided with connection facilities and necessary assistance, and the period during which shareholders may apply to the company and other related matters requiring attention shall be specified.

6 Proposals and Agenda of Shareholders' Meetings:

- 6.1 A shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders' meeting. The number of items so proposed is limited to one, and no proposal containing more than one item will be included in the meeting agenda. When any circumstance described in subparagraph of Article 172-1, Paragraph 4 of the "[Company Act](#)" apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. A shareholder may propose a recommendation urging the corporation to promote public interests or fulfill its social responsibilities, provided that the number of items so proposed is limited to one in accordance with Article 172-1 of the "[Company Act](#)," with no proposal containing more than one item will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders' meeting and take part in discussion of the proposal.
- 6.2 Prior to the book closure date before a regular shareholders' meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days. Prior to the issuance date of the notice for a shareholders' meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders' meeting, the Board of Directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

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7 Attendance of Shareholders:

- 7.1 An attendance book shall be set up at the shareholders' meeting for the attending shareholders to sign in. Attending shareholders may submit attendance cards in lieu of signing in. Attendance at shareholders' meetings shall be calculated based on the number of shares in attendance. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.
- 7.2 A shareholder intending to appoint a proxy to attend a shareholders' meeting shall submit a proxy form as issued by the Company, specifying the scope of authorization. A shareholder may only appoint one proxy. The proxy form shall be delivered to the Company at least 5 days before the date of the shareholders' meeting. Where duplicate proxy forms are received, the one received earliest shall prevail. However, this shall not apply if the shareholder has declared the revocation of the prior proxy.
- 7.3 After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company no later than two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.
- 7.4 If, after a proxy form is delivered to the Company, a shareholder wishes to attend the shareholders' meeting online, a written notice of proxy cancellation shall be submitted to the Company no later than two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

8 Agenda and Meeting Proceedings:

- 8.1 If a shareholders' meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. Votes shall be cast on each separate proposal in the agenda (including extemporary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.

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- 8.2 The provisions of the preceding paragraph apply mutatis mutandis to a shareholders' meeting convened by a party with the power to convene that is not the Board of Directors.
- 8.3 The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extemporaneous motions), except by a resolution of the shareholders' meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the Board of Directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.
- 8.4 After the meeting is adjourned, shareholders may not elect another chair to continue the meeting at the same location or a different venue.
- 8.5 When the appointed meeting time has arrived, the chair shall call the meeting to order. However, if the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement. The limit of such postponements is two and the total postponement time shall not exceed 1 hour. If the quorum is still not met but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted in accordance with Article 175, Paragraph 1 of the "Company Act." When, prior to conclusion of the meeting, the attending shareholders come to represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution to vote pursuant to Article 174 of the "Company Act."
- 8.6 When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed. If the meeting venue is no longer available for continued use and not all of the items (including extemporaneous motions) on the meeting agenda have been addressed, the shareholders' meeting may adopt a resolution to resume the meeting at another venue. A resolution may be adopted at a shareholders meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.
- 8.7 The chair may direct proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an armband bearing the word "Proctor."

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8.8 At the place of a shareholders' meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from so doing. When a shareholder violates the rules of procedure and defies the chair's instruction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

9 Speaking and Voting at Shareholders' Meetings:

- 9.1 Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number, and account name. The order in which shareholders speak will be set by the chair. A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail. When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.
- 9.2 Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates these Rules of Procedure or exceeds the scope of the agenda item, the chair may terminate the speech. Shareholders attending the virtual meeting online may raise questions in writing on the virtual meeting platform from the time the chair declares the meeting open until the chair declares the meeting adjourned. No more than 2 questions for the same proposal may be raised. Each question shall contain no more than 200 words.
- 9.3 When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. The number of representatives designated by it shall not exceed the number of directors for the current term. When a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.
- 9.4 After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.
- 9.5 When the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a

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vote, and schedule sufficient time for voting on proposals and amendments or extemporary motions put forward by the shareholders.

- 9.6 When a proposal is put to a vote, the chair or a person designated by the chair shall announce the voting method and procedure, and the chair shall designate vote monitoring and counting personnel; the vote monitoring personnel shall be shareholders. The results of the voting shall be announced on the spot and recorded.
- 9.7 Except as otherwise provided in the Company Act and in the Company's Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. When a proposal is put to a vote, if after inquiry by the chair no objection is raised, the proposal shall be deemed approved, and the effect shall be the same as that of a resolution adopted by voting.
- 9.8 When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.
- 9.9 When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

10 Documentation of the Meeting Proceedings:

The Company shall make an audio and video recording of the entire proceedings of the shareholders' meeting and shall retain such recordings for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the "[Company Act](#)," the recordings shall be retained until the conclusion of the litigation. When the Company convenes a virtual shareholders' meeting, it shall record and retain information relating to shareholder registration, check-in, questions raised, voting, and the Company's vote-counting results, and shall make continuous and uninterrupted audio and video recordings of the entire meeting proceedings. Such records and recordings shall be properly kept by the Company during its existence, and the audio and video recordings shall also be provided to the party entrusted with handling matters of the virtual meeting for safekeeping

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11 Information Disclosure for Virtual Meetings:

In the event of a virtual shareholders meeting, the Company shall upload the meeting handbook, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting. The Company shall disclose real-time results of votes and elections immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

12 Handling of Disruptions in Virtual Meetings:

- 12.1 The Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve technical issues.
- 12.2 The meeting chair shall, upon announcing the meeting open, also declare, except for circumstances described in Article 44-20, Paragraph 4 of the [“Regulations Governing the Administration of Shareholder Services of Public Companies,”](#) if, before the chair has announced the meeting adjourned, the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within 3 days, in which case Article 182 of the [“Company Act”](#) shall not apply.
- 12.3 For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders' meeting online shall not attend the postponed or resumed session.
- 12.4 Where a meeting is to be postponed or resumed in accordance with Article 12.2 of these Rules of Procedure, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders' meeting and have successfully signed in the meeting but do not attend the postponed or resumed session shall be counted towards the total number of shares, voting rights and, election rights represented at the postponed or resumed session.
- 12.5 When a shareholders' meeting is postponed or resumed in accordance with Article 12.2 of these Rules of Procedure, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.

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12.6 When the Company convenes a hybrid shareholders' meeting and the virtual meeting cannot continue in accordance with Article 12.2 of these Rules of Procedure, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, still meets the minimum legal requirement for a shareholders' meeting, then the shareholders' meeting shall continue, and no postponement or resumption in accordance with Article 12.2 of these Rules of Procedure shall be required.

12.7 Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on the meeting agenda of that shareholders' meeting.

12.8 When postponing or resuming a meeting in accordance with Article 12.2 of these Rules of Procedure, the Company shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, Paragraph 7 of the "[Regulations Governing the Administration of Shareholder Services of Public Companies](#)."

12.9 For the dates or periods set forth in the latter part of Article 12 and Article 13, Paragraph 3 of the "[Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies](#)," and Article 44-5, Paragraph 2, Article 44-15, and Article 44-17, Paragraph 1 of the "[Regulations Governing the Administration of Shareholder Services of Public Companies](#)," the Company shall handle such matters based on the date of the shareholders meeting postponed or resumed in accordance with Article 12.2 of these Rules of Procedure.

13 Supplementary Provisions:

These Rules of Procedure were established on September 15, 2023 and take effect upon approval by the shareholders' meeting; the same shall apply to any amendments hereto.