

**Pegatron Corporation**  
**2024 Annual General Shareholders' Meeting**  
**Meeting Notice**  
(Summary Translation)

Subject: 2024 Annual General Shareholders' Meeting of Pegatron Corporation ("the meeting") to be convened in accordance with the Company Law, Securities and Exchange Law and the resolution of the Company's Board Meeting on March 14, 2024 and April 16, 2024.

Announcement:

1. Meeting Time: 9:30a.m. on Friday, June 14, 2024
2. Meeting Venue: Grand Hall of MellowFields Co. Ltd.  
(No.127, Sec.7, Jhongshan N.Rd., Taipei City, Taiwan R.O.C.)
3. Meeting Type: Physical meeting
4. Meeting Agenda:
  - I. Management Presentations
    - (1) 2023 Business Report
    - (2) Audit Committee's Review Report on the 2023 Financial Statements
    - (3) 2023 Employees' and Directors' Remuneration Proposal
    - (4) Distribution of 2023 Earnings in Cash Dividends
  - II. Proposals
    - (1) Adoption of the 2023 Business Report and Financial Statements
    - (2) Adoption of the Proposal for Distribution of 2023 Earnings
  - III. Discussion
    - (1) Adoption of the Issuance of Employee Restricted Stocks Awards
  - IV. Questions and Motions
5. Pursuant to Article 28 of the company's Articles of Incorporation, the cash dividends can be paid after a special resolution of BOD meeting. The distribution of 2023 earnings in cash dividends resolved is NT\$10,656,662,412. Each shareholder will be entitled to receive a cash dividend of NT\$4.0 per share. It is proposed that the Chairman is authorized to resolve the ex-dividend date and other relevant issues. In the event that, before the distribution record date, the proposed earning distribution is affected by employee stock options, restricted employee shares, or a buyback, conversion and reduction of shares, it is proposed that the Chairman is authorized to adjust the cash to be distributed to

each share based on the number of actual shares outstanding on the record date for distribution.

6. Details of Employee Restricted Stocks Awards Issuance proposed are attached as Appendix.
7. Shareholders may exercise their voting rights through STOCKVOTE platform of Taiwan Depository & Clearing Corporation (<https://www.stockvote.com.tw>) during the period from May 15, 2024 to June 11, 2024.
8. Meeting notice and proxy will be sent to shareholders thirty (30) days prior to the date of the Meeting. Any shareholder who does not receive the meeting notice may contact the Transfer Agency Department of KGI Securities Co. Ltd directly.
9. No souvenir will be offered in the Meeting.
10. For further information, please log on to M.O.P.S. (<https://mops.twse.com.tw>).

Board of Directors  
Pegatron Corporation

**Details of Employee Restricted Stocks Awards (“RSAs”) Issuance proposed as follows :**

1. Issuance price: NT\$10 per share.
2. Total amounts (shares) of issuance: 45,000,000 shares in total. Within two years of receiving the approval notice by the competent authority, the Company, depending on its actual needs, may issue in one or several times, while the actual date of issuance is authorized to the Board of Directors to determine.
3. Issuance terms and conditions:
  - A. Vesting conditions: the following company performance criteria and employee performance criteria shall both be met.
    - (A) Company performance criteria:
      - a. Earnings per share (“EPS”) : On the date RSAs are scheduled to be vested, the average EPS based on the financial statements of the recent three years is higher than the average EPS or median of average EPS of the peer group.
      - b. The peer group in the preceding sub-paragraph mean HON HAI Precision Industry Co., Ltd., Quanta Computer Inc., Compal Electronics Inc., Wistron Corp., and Inventec Corporation.
      - c. The EPS in the first sub-paragraph means basic EPS disclosed in the consolidated statements of comprehensive income of the consolidated financial statements audited by CPA.
    - (B) Employee performance criteria:
      - a. Employees who, after subscribing for RSAs, have served for one year, achieved level B or above for their biannual performance evaluations and did not have any violations against the law, employment contract, acknowledgement of honesty, integrity and confidentiality, work rules, or business ethics and code of conducts during the first year are vested with 30% of the total subscribed RSAs.
      - b. Employees who, after subscribing for RSAs, have served for two years, achieved level B or above for their biannual performance evaluations and did not have any violations against the law,

employment contract, acknowledgement of honesty, integrity and confidentiality, work rules, or business ethics and code of conduct during the second year are vested with 35% of the total subscribed RSAs.

- c. Employees who, after subscribing for RSAs, have served for three years, achieved level B or above for their biannual performance evaluations and did not have any violations against the law, employment contract, acknowledgement of honesty, integrity and confidentiality, work rules, or business ethics and code of conduct during the third year are vested with 35% of the total subscribed RSAs.

- B. Handling of the situations where the company performance criteria or the employee performance criteria does not meet the vesting conditions.

Where the company performance criteria does not meet the vesting conditions, all of the unvested RSAs, upon the expiry of the vesting period, will be purchased back by the Company at the issue price and cancelled. Where the employee performance criteria does not meet the vesting conditions, all of the unvested RSAs, upon the expiry of the vesting period, will be purchased back by the Company at the issue price and cancelled.

- C. Handling of the situations where the employees resign, retire, are disabled or deceased due to occupational accidents, deceased, transferred to an affiliated enterprise, apply for position retain without pay, etc.

(A) In the case of employees who voluntarily resigned, are dismissed due to inability to perform at their work, are terminated, retired, or deceased due to non-occupational accidents are deemed no longer eligible to meeting the vesting conditions as of the date of resignation, retirement or decease, and all of the unvested RSAs will be purchased back by the Company at the issue price.

(B) In the case of termination for reasons other than inability to perform at their work, if the employee meets the other vesting conditions stipulated under the preceding paragraph in the year of dismissal, the number of shares that meet the vesting conditions for RSAs shall be calculated by multiplying the proportion of days employed in the current year by the number of shares that meet the predetermined

conditions for RSAs under the preceding paragraph in the current year. The remaining shares shall be deemed lost on the day of termination, and the Company shall purchase back all such shares at the issue price.

(C) Disabled or deceased due to occupational accidents:

Employees who are disabled and thus dismissed or deceased due to occupational accidents, if meeting the other vesting conditions stipulated under the preceding paragraph in the year of dismissal or decease, are deemed meeting vesting conditions upon the expiry of the vesting period of the same year but no longer eligible for meeting vesting conditions for the next year and afterwards. All of the unvested RSAs will be purchased back by this Company at the issue price.

(D) Transferred to an affiliated enterprise:

For the purpose of the Company's operation, employees of the Company, if asked by the Company to be transferred to an affiliated enterprise of the Company and meeting the other vesting conditions stipulated under the preceding paragraph in the year of transfer, may be reviewed by the Chairman or his/her authorized executives for the percentage and time limit of meeting the vesting conditions within the timeframes and ratios stipulated under the preceding paragraph.

(E) Position retain without pay:

For employees who apply for position retain without pay and are approved by the Company, if meeting the other vesting conditions stipulated under the preceding paragraph in the year when the application becomes effective, the employment period stipulated under the preceding paragraph for the unvested RSAs is deferred based on the actual period of position retain without pay.

4. Eligibility and stocks awarded:

A. Eligibility:

Employees eligible for subscription are limited to full-time employees within the formal organization of the Company who are employed as of the grant date of RSAs. The eligible employees and actual number for subscription will be based on seniority, job grades and levels, work

performance, overall contribution, special achievements, and other conditions needed for management and will be reviewed by the Chairman and submitted to the Board of Directors for approval. For employees who are managerial officers, the eligibility and number for subscription shall be first approved by the Compensation Committee; and for employees who are non-managerial officers, the eligibility and number for subscription shall be first approved by the Audit Committee.

B. Stocks awarded:

The cumulative number of shares of employee stock warrants issued by the Company, under Paragraph 1, Article 56-1 of the Regulations, that can be subscribable by a single employee, in combination with the cumulative number of RSAs obtained by the single employee, may not exceed 0.3 percent of the Company's total issued shares. Additionally, the above in combination with the cumulative number of shares issued by the Company under Paragraph 1, Article 56 of the Regulations, that can be subscribable by a single employee of employee stock warrants, may not exceed 1 percent of the Company's total issued shares. However, with special approval from the central competent authority of the relevant industry, the total number of employee stock warrants and RSAs obtained by a single employee may be exempted from the above-mentioned restriction.

5. Purpose of issuing RSAs

In order to attract and retain professional talents for the company and to increase employees' cohesion and loyalty to the company for mutually supporting the company's and shareholders' interests.

6. Potential expense and impact to dilution of earnings per share (EPS) and other factors that may affect shareholder's equity:

A. Potential expense:

The Company shall evaluate the fair value of the stocks on the issuance date and accrue relevant cost over the issuance period. The maximum number of RSAs proposed at 2024 Annual General Shareholders' Meeting is 45,000,000 shares at NT\$10 as issue price. The potential expense incurred is estimated at NT\$2,600,236 thousands (based on the hypothetical common stock price NT\$87.46 per share). In accordance with the conditions for exercising restricted stocks set forth in the preceding

paragraph, the annually expensed amount is estimated at NT\$399,814 thousands, NT\$1,380,920 thousands, NT\$613,204 thousands, and NT\$206,298 thousands from 2024 to 2027 respectively.

B. Potential impact to dilution of earnings per share (EPS) and other factors that may affect shareholder's equity:

Based on the existing outstanding ordinary shares on February 29, 2024, potential dilution of EPS is estimated at NT\$0.15, NT\$0.52, NT\$0.23, and NT\$0.08 from 2024 to 2027 respectively. Since the potential impact to EPS is limited, we do not expect any material impact to shareholders' equity.