



## **Sonix Technology Co., Ltd.**

### **Rules & Procedures of Shareholders Meeting**

- Article 1: Unless otherwise provided by the laws or the Articles of Incorporation, the Rules of Procedure for the Company's shareholders' meetings shall be governed by the provisions of these Rules. Shareholders as referred to in these Rules shall mean the shareholders themselves and the proxies appointed by the shareholders to attend the meetings.
- Article 2: Attendance at shareholders' meetings shall be calculated on the basis of shares. The number of shares in attendance is calculated based on the number of shares in the signature book or the attendance card, plus the number of shares for which the voting rights are exercised electronically. The Company may appoint lawyers, CPA, or related personnel to attend the shareholder meeting. The personnel administering the shareholder meeting should wear identification cards or armbands.
- Article 3: If a shareholder meeting is convened by the Board of Directors, the chairperson of the board shall chair the meeting. When the chairperson is on leave or for any reason unable to exercise the powers of office, the chairperson shall appoint one of the directors to act as chair. Where the chairperson does not make such a designation, the directors shall select from among themselves one person to serve as chair.
- If a shareholder meeting is convened by someone with the convening right but other than the Board of Directors, the convening person shall chair the meeting and if there are more than two such persons, one of them shall be elected as the chair of the meeting.
- Article 4: The chair should call the meeting to order at the scheduled meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement. No more than two such postponements, for a combined total of no more than one hour, may be made. When there are still insufficient attending shareholders representing more than one-third of the total issued shares after two postponements, the chair shall announce the meeting to be aborted.
- When there are still insufficient attending shareholders representing more than one-third of the total issued shares after two postponements, a tentative resolution may be adopted in accordance with Article 175, Paragraph 1 of the Company Act and all shareholders shall be notified of the tentative resolution and another shareholder meeting shall be convened within one month.
- Before the conclusion of the meeting, if the attending shareholders represent a majority of the total number of issued shares, the chair may submit a tentative resolution for voting by the shareholder meeting in accordance with Article 174 of the Company Act.
- Article 5: If a shareholders meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. The meeting should proceed in the order set by the agenda, which may not be changed without a resolution of the shareholder meeting.



If a shareholder meeting is convened by someone with the convening right but other than the Board of Directors, the provisions of the preceding paragraph shall apply mutatis mutandis.

The chair must not declare the meeting adjourned before conclusion of the meeting agenda of the preceding two paragraphs proceeding (including extraordinary motions), except by a resolution of the shareholder meeting. After the meeting is adjourned by resolution, the shareholders shall not elect another chair for the meeting to be held at the same place or another venue.

- Article 6: Before speaking, an attending shareholder must specify the subject of the speech on a speaker slip, his or her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair. An attending shareholder who has submitted a speaker 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 slip, the spoken content shall prevail.
- Article 7: 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 the rules or exceeds the scope of the topic, the chair may terminate the speech. When an attending shareholder is speaking, other shareholders must not speak or interrupt unless they have sought and obtained the consent of the chair and the speaking shareholder; the chair should stop any violation. If the chair's request to stop is not accepted, the provisions of Article 17 will apply.
- Article 8: If a corporation is entrusted to attend a shareholders' meeting, it may appoint a representative to attend. When a corporate shareholder appoints two or more representatives to attend a shareholder meeting, only one person may speak on the same proposal.
- Article 9: After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond. The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to voting, the chair may announce the discussion closed, call for voting.
- Article 10: No discussion or voting will be made unless it is a proposal. Monitoring and counting personnel for voting on a proposal shall be appointed by the chair, but all monitoring personnel should be shareholders.
- Article 11: Unless otherwise required by the Company Act or the Articles of Incorporation of the Company, resolutions in a shareholder meeting should be made with the consent of a majority of the voting rights of the shareholders present. If no objection is raised as the



chair consulting all shareholders present, the proposal shall be deemed to be passed and shall have the same effect as a voting. When there is an amendment or an alternative to a proposal, the chair shall decide the order in which they will be put to voting. When any one among them is approved, the other proposals will then be deemed rejected, and no further voting shall be required. The results of the voting shall be reported on the spot and recorded.

- Article 12: A shareholder shall have one voting right per share, except when the shares are restricted shares or have no voting rights under Article 179 of the Company Act. Where shareholders appoint a proxy to attend a shareholder meeting, except for a trust enterprise or a stock affairs agency approved by the competent securities authority when one person is concurrently appointed as proxy by two or more shareholders, the voting rights of that proxy must not exceed 3% of the voting rights of the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation. in excess of that shall not be counted.
- Article 13: Voting at shareholders' meetings shall be calculated on the basis of shares.  
The number of non-voting shares is not included in the total number of issued shares when the resolution is made at the shareholders' meeting.  
A shareholder may not vote at a meeting if he or she has an interest in the matter that would be detrimental to the Company's interests, and may not exercise his or her voting rights on behalf of another shareholder.  
The number of shares on which voting rights cannot be exercised is not included in the number of voting rights of shareholders present.
- Article 14: During the meeting, the chair may announce a break at his or her discretion.
- Article 15: In the event of an air raid alert, the meeting will be stopped or suspended and the attendees will be evacuated. The meeting will be resumed after the alert has been lifted for one hour.
- Article 16: The chair may direct proctors or security personnel to help maintain order in the meeting place. Proctors or security officers, when helping maintain order at the scene, should wear armbands or identification cards with the word "Proctor."
- Article 17: Shareholders shall obey the directions of the chair, the proctors (or security officers) regarding the maintenance of order, and the chairman or the proctors (or security officers) may ask any person to leave who disrupts the shareholders' meeting.
- Article 18: All matters not provided for in the Procedure shall be governed by the Company Act, the Company's Articles of Incorporation and relevant laws and regulations.
- Article 19: The Procedure shall come into effect upon the approval of the shareholders' meeting and the same applies to amendments.



Article 20:     The Articles were established on April 10, 1999.  
                  The 1st amendment was made on May 29, 2002.  
                  The 2nd amendment was made on June 18, 2012.  
                  The 3rd amendment was made on June 22, 2017.