

**Acer Incorporated**  
**Articles of Incorporation**  
**CHAPTER I – GENERAL PROVISIONS**

Article 1 This Company shall be incorporated in accordance with the Company Law, and shall be called Acer Incorporated.

Article 2 The scope of business of this Company shall include the following:

- (1) F113050 Wholesale of Computing and Business Machinery Equipment;
- (2) F213030 Retail Sale of Computing and Business Machinery Equipment;
- (3) F118010 Wholesale of Computer Software;
- (4) I301010 Software Design Services;
- (5) I301020 Data Processing Services;
- (6) G902011 Type II Telecommunications Enterprise;
- (7) F401010 International Trade;
- (8) JA02010 Electric Appliance and Audiovisual Electric Products Repair Shops
- (9) JE01010 Rental and Leasing Business;
- (10) CC01030 Electric Appliance and Audiovisual Electric Products Manufacturing
- (11) CC01070 Telecommunication Equipment and Apparatus Manufacturing;
- (12) CC01110 Computers and Computing Peripheral Equipment Manufacturing
- (13) CD01060 Aircraft and Parts Manufacturing;
- (14) E701030 Restrained Telecom Radio Frequency Equipment and Materials Construction;
- (15) F401021 Restrained Telecom Radio Frequency Equipment and Materials Import;
- (16) F113070 Wholesale of Telecom Instruments;
- (17) IZ13010 Internet Identify Services;

- (18) F108031 Wholesale of Drugs, Medical Goods;
- (19) F208031 Retail Sale of Medical Equipments;
- (20) ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

- Article 3 This Company may, for its business operations or other investment matters, make endorsements or issue guarantees.
- Article 4 The total amount of investment made by this Company shall be exempt from the restriction under Article 13 of the Company Law.
- Article 5 The headquarters of this Company shall be located in Taipei City, Taiwan, R.O.C. If the Company considers it necessary, it may, by a resolution adopted at a meeting by the board of directors, set up branch offices in Taiwan or abroad.

## **CHAPTER II – CAPITAL STOCK**

- Article 6 The total amount of this Company capital stock is NT\$ forty (40) billion divided into 4 billion shares at par value of NT\$10 per share, within which the board of directors is authorized to issue shares in installments. NT\$ two and half billion of the aforesaid total capital stock, divided into 250 million shares each at a par value of NT\$10, is reserved for exercising stock options.
- Article 6-1 To issue employee stock options that the exercise price may be lower than the closing price of this Company stocks as of the issue date, this Company must have obtained the consent of at least two-thirds of the voting rights represented at a shareholders meeting attended by shareholders representing a majority of the total issued shares.  
  
To transfer shares to employees at less than the average actual repurchase price, this Company must have obtained the consent of at least two-thirds of the voting rights present at the most recent shareholders meeting attended by shareholders representing a majority of total issued shares.
- Article 7 After approval for registration, the share certificates of this Company shall be issued in registered form, signed by, and affixed with the seals of, at least three directors of this Company, and authenticated by the competent registrar.
- Article 8 All matters concerning shares shall be handled in accordance with the regulations of the competent authority except as otherwise provided by law.

### **CHAPTER III – SHAREHOLDERS’ MEETINGS**

Article 9 Shareholders’ meetings of this Company are classified into (1) regular meetings and (2) special meetings. The board of directors shall convene regular meetings within six months after the close of each fiscal year. Special meetings shall be convened, whenever deemed necessary in accordance with the law.

Article 10 Where a shareholder is unable to attend a meeting; such shareholder may appoint a proxy by using the proxy form provided by this Company, which shall specify the scope of proxy and be signed and sealed by the shareholder. Where one person has been appointed to act as proxy for more than two shareholders, unless such person is engaged in the trust business, the votes exercised by such person which exceeding three percent (3%) of all the issued and outstanding capital stock of this Company shall not be counted.

The above-mentioned proxies shall be delivered to this Company five (5) days before the shareholders’ meeting. In such a case, only the proxy received earlier shall be effective.

Article 11 Except as otherwise provided by the Company Law, a resolution may be adopted by the holders of a simple majority of the votes of the issued and outstanding capital stock represented at a shareholders’ meeting at which the holders of a majority of issued and outstanding capital stock are present.

### **CHAPTER IV – DIRECTORS AND COMMITTEE**

Article 12 This Company shall have seven (7) ~ eleven (11) directors, to be elected from the nominees listed in the roster of director with the candidate nomination system. The term of office for directors and supervisors shall be three (3) years. The directors are eligible for re-election. The total capital stock held by all directors shall not be less than the percentage provided by the competent authority. The Company may buy the Responsibility Insurance for the Directors who have to be responsible for the damages caused by their duties.

The Company shall establish three (3) or more independent directors to be included in the number of directors designated in the preceding paragraph. The elections for independent directors shall proceed with the candidate nomination system; the shareholders shall elect independent directors from among the nominees listed in the roster of independent director candidates.

Article 12-1 The Company shall establish an Audit Committee, which shall consist of all independent directors. The Audit Committee or the members of Audit Committee shall be responsible for those responsibilities of Supervisors specified under the ROC Company Law, Securities and Exchange Act and other relevant laws and regulations.

Article 13 The Board of Directors shall consist of directors of the company, and the chairman of the Board of Directors shall be elected by a majority of directors in attendance at a meeting attended by over two-thirds of the Board of Directors. The chairman of the Board of Directors shall represent this Company in external matters. The Board of Directors shall place any kinds of committee includes and so on.

The meeting of the Board of Directors shall be convened in accordance with Article 204 of the Company Law; the notice of the meeting may be made by electronic mail or facsimile transmission.

Article 14 The board of directors shall have the following authority:

- (1) To audit and supervise annual operation plan,
- (2) To determine the budget and review final accounts,
- (3) To propose earnings appropriation or make up for loss,
- (4) To propose increase or decrease capital plan,
- (5) To consider significant capital expenditure plans,
- (6) To establish branch offices or terminate branch offices,
- (7) To propose and discuss amendments to the Articles of Incorporation,
- (8) To decide important contracts or other important matters,
- (9) To decide whether to invest in other business or whether to dispose of shares of investment business,
- (10) To review the major dealings between the Company its related partners (including affiliated companies),
- (11) To appoint or remove the president and/or the vice president,
- (12) To dispose of or purchase important property and approve the bylaws, and
- (13) Other authorities granted by shareholders or in accordance with the law.

Article 15 Where the chairman of the board of directors is on leave or cannot exercise his powers or perform his duties for any reason, an acting chairman shall be designated in accordance with Article 208 of the Company Law. Where a director is unable to attend the meeting of the board of directors, he may appoint another director as his proxy to attend the meeting by issuing a

letter of proxy. Each director can act as a proxy for only one other director.

Article 16 Unless otherwise provided for in the Company Law, resolutions of the board of directors shall be adopted by one-half of the directors at a meeting attended by one-half of the directors.

Article 16-1 The Board of Directors is authorized to determine the compensation recommended by the Remuneration Committee for the directors, taking into account the extent and value of the services provided for the management of the Corporation and the standards of the industry within the R.O.C. and overseas, no matter whether the Company has profit or suffered loss.

Where there is profit in each fiscal year, after covering the accumulated losses, not more than one percent (1%) of the profit shall be distributed as remuneration of directors; the standard for distribution of remuneration will be recommended by Remuneration Committee and determined by the Board of Directors.

#### **CHAPTER V – MANAGERS**

Article 17 This Company may have one CEO, several presidents and vice presidents. The appointment, removal, and compensation of the president and vice presidents shall be made in accordance with Article 29 of the Company Law.

#### **CHPATER VI – ACCOUNTING**

Article 18 At the end of each business fiscal year, the following reports shall be prepared by the board of directors, and shall be submitted to the shareholders' meeting for approval:

- (1) Business Report;
- (2) Financial Report;
- (3) Proposal of Appropriation of Net Profit or the Covering of Losses.

Article 19 As the industry prosperity and the trends rapidly changed, the dividends strategy of the Company depends on yearly earnings and external environments, therefore, cash dividends of this Company shall be distributed at least ten percent of yearly dividends for complying with related regulations.

Article 20 Where there is profit at the end of each fiscal year, after covering the accumulated losses, at least 5% of the profit shall be distributed as

employees' compensation.

The employees' compensation in the previous section shall be distributed, in the form of either cash or stock bonus, by resolution approved by a majority voting attended by two-thirds of the directors of the Company. Qualification requirements of the employees who are entitled to receive the employees' compensation may be specified by the Board of Directors.

Article 21 Where this Company has earnings at the end of the fiscal year, after paying all relevant taxes, making up losses of previous year, this Company shall first set aside ten percent (10%) of said earnings as legal reserve, except that such legal reserve amounts to the total authorized capital. Thereafter, this Company shall set aside or reverse a special reserve in accordance with the applicable laws and regulations. The remainder together with previous year amount, after an amount is reserved for operation needs, shall be allocated to shareholders as bonuses. Except distribution of reserve in accordance with competent laws and regulations, the Company shall not pay dividends or bonuses when there is no profit.

#### **CHAPTER VII - SUPPLEMENTARY PROVISIONS**

Article 22 The Company Law and related regulations shall govern any matter not provided in the Articles of Incorporation.

Article 23 These Articles of Incorporation were approved on June 19, 1979

The first amendment was approved on December 17, 1980

The second amendment was approved on September 10, 1981

The third amendment was approved on August 10, 1983

The fourth amendment was approved on September 2, 1983

The fifth Amendment was approved on May 10, 1985

The sixth amendment was approved on August 1, 1985

The seventh amendment was approved on October 1, 1986

The eighth amendment was approved on April 2, 1987

The ninth amendment was approved on November 15, 1987

The tenth amendment was approved on March 15, 1989

The eleventh amendment was approved on April 26, 1989

The twelfth amendment was approved on October 15, 1989

The thirteenth amendment was approved on November 22, 1989

The fourteenth amendment was approved on February 23, 1990

The fifteenth amendment was approved on May 15, 1990

The sixteenth amendment was approved on August 1, 1990

The seventeenth amendment was approved on December 27, 1990

The eighteenth amendment was approved on June 22, 1991

The nineteenth amendment was approved on December 10, 1991

The twentieth amendment was approved on June 10, 1992

The twenty-first amendment was approved on October 23, 1992

The twenty-second amendment was approved on February 17, 1993

The twenty-third amendment was approved on May 31, 1993

The twenty-fourth amendment was approved on March 24, 1994

The twenty-fifth amendment was approved on April 26, 1996

The twenty-sixth amendment was approved on April 26, 1996

The twenty-seventh amendment was approved on June 25, 1997

The twenty-eighth amendment was approved on May 29, 1998

The twenty-ninth amendment was approved on May 28, 1999

The thirtieth amendment was approved on May 23, 2000

The thirty-first amendment was approved on May 17, 2001

The thirty-second amendment was approved on December 17, 2001

The thirty-third amendment was approved on June 19, 2002

The thirty-fourth amendment was approved on June 17, 2004

The thirty-fifth amendment was approved on June 14, 2005

The thirty-sixth amendment was approved on June 15, 2006

The thirty-seventh amendment was approved on June 14, 2007

The thirty-eighth amendment was approved on June 13, 2008

The thirty-ninth amendment was approved on June 18, 2010

The fortieth amendment was approved on June 15, 2012

The forty-first amendment was approved on June 19, 2013. These amendments to Acer's Articles of Incorporation shall be enforced and applied from June 2014 of expiration of the term currently being served by the Board of Directors or Supervisors

The forty-second amendment was approved on June 18, 2014

The forty-third amendment was approved on June 24 , 2016