

D-Link Corporation

Articles of Incorporation

Chapter 1 General Provision

Article 1 The Company is duly incorporated in accordance with the Company Act and bears the title of D-Link Corporation.

Article 2 The Company is engaged in the following business:

- (1) CC01101 Restrained Telecom Radio Frequency Equipments and Materials Manufacturing
- (2) CC01030 Electric Appliance and Audiovisual Electric Products Manufacturing
- (3) CC01060 Wired Communication Equipment and Apparatus Manufacturing
- (4) CC01110 Computers and Computing Peripheral Equipments Manufacturing
- (5) E605010 Computing Equipments Installation Construction
- (6) E701010 Telecommunications Construction
- (7) E701030 Restrained Telecom Radio Frequency Equipments and Materials Construction
- (8) F113020 Wholesale of Household Appliance
- (9) F113050 Wholesale of Computing and Business Machinery Equipment
- (10) F113070 Wholesale of Telecom Instruments
- (11) F118010 Wholesale of Computer Software
- (12) F213010 Retail Sale of Household Appliance
- (13) F213030 Retail sale of Computing and Business Machinery Equipment
- (14) F213060 Retail Sale of Telecom Instruments
- (15) F218010 Retail Sale of Computer Software
- (16) F401010 International Trade
- (17) F401021 Restrained Telecom Radio Frequency Equipments and Materials Import
- (18) I301010 Software Design Services
- (19) I301020 Data Processing Services
- (20) I301030 Digital Information Supply Services
- (21) I401010 General Advertising Services
- (22) I401020 Leaflet Distribution
- (23) JE01010 Rental and Leasing Business
- (24) J303010 Magazine and Periodical Publication
- (25) ZZ99999 All business items that are not prohibited or restricted by law,

except those that are subject to special approval.

Article 3 For the business operation of the Company, the Company authorizes the Directors to invest in other companies of the related industry. The amount of the Company's outward investment shall not be restricted to Article 13 of the Company Law.

Article 4 For the business operation of the Company, the Company may provide guarantees upon approval from the Board of Directors.

Article 5 The Company shall be based in Taipei City, ROC, and shall be free, upon resolution of the Board of Directors and approval of competent authority, to set up branch offices at various locations within and without the territory of ROC.

Article 6 The Company shall make public announcements in accordance with Article 28 of the Company Act.

Chapter 2 Shareholding

Article 7 The total capital of the Company shall be NTD8.8 billion, divided into 880 million shares with a par value of NT\$10 per share, and may be paid-up in installments. Matters related to issuance of new shares shall be determined by the Board. The Corporation may issue employee stock options. A total of NTD 750 million from the above capital shall be divided into 75,000,000 shares, reserved for issuing employee stock options, and may be paid-up in installments.

Article 7-1 The employees who are entitled to the transfer or distribution of the treasury stock bought back by the Company, share subscription warrant issued to employees, issued new shares for capital increase and restricted stock must be employees of the subsidiary companies meeting certain criteria. The Board is authorized to determine such criteria.

Article 8 The stock shares of the company are registered shares. They shall be signed by Directors representing the Company or affixed with seals thereof and shall be duly certified or authenticated by the competent authority or a certifying institution appointed by the competent authority before issuance thereof.

The Company may be exempted from printing any share certificate for the shares issued but shall appoint a centralized securities custody enterprise/ institution to make recordation of the issue of such shares.

Article 9 The matters regarding stock affairs shall proceed in accordance with stipulation of "Regulations Governing the Administration of Shareholder Services of Public Companies" and other relevant laws and regulations issued by the securities authorities.

Article 10 The entries in the Company's shareholders' rosters shall not be altered within 60 days before regular shareholders meeting, or 30 days before temporary shareholders meeting, or 5 days before the company decides to distribute stock dividends or other interest.

Chapter 3 Shareholders' Meeting

Article 11 The General Meeting of shareholders is consisted of regular sessions and special sessions. Regular session will be convened once a year within 6 months after close of each fiscal year, and the shareholders shall be informed thereof 30 days prior to the meeting. Special session will be called for at any time as necessary, and the shareholders shall be informed thereof 15 days prior to the meeting. The meeting of shareholders may be held by video conference or other methods announced by the central competent authority. A shareholder who participates in a meeting by video conference shall be deemed to be present in person.

The date, venue and cause(s) or subject(s) of the preceding meetings to be convened shall be indicated in the meeting notice to be given to shareholders. The Board shall call for the meeting unless otherwise specified in the Company Act.

Article 12 During shareholders meeting, The Chairman shall preside the shareholders' meeting. In case the Chairman is absent, the Chairman shall designate one Director to act on his behalf. In the absence of such a designation, the Directors shall elect from among themselves an acting chairman.

Article 13 At a Shareholders' Meeting, a form of proxy printed by the company with expressly statement of authorization scope, can be presented for proxy to attend the Shareholders' Meeting. The attendance of Shareholders shall be handled not only in accordance with Company Act, but also the provisions in "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" released by competent authorities.

Article 14 Except in the circumstances otherwise provided for in other law and regulations, a shareholder shall have one voting power in respect of each share in his/her/its possession.

Article 15 Except for other stipulations of Company Act, the resolutions of shareholders' meeting shall be approved for execution with favorable votes by more than half of participating shareholders representing total issued shares of the company in shareholders meeting.

Article 16 Matters relating to the resolutions of a Shareholders' Meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The aforementioned distribution of meeting minutes shall be handled in accordance to relevant law and regulations. The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results, and shall be retained for the duration of the existence of this Company. The attendance list bearing the signatures of shareholders present at the meeting and the powers of attorney of the proxies shall be kept by the company for a minimum period of at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Chapter 4 Director

Article 17 The Company shall establish 7 to 9 Directors who shall be elected by the shareholders' meeting from among the persons with disposing capacity. The term of office of a Director shall be three years; but he/she may be eligible for re-election. Among the aforementioned number of Directors, there shall be at least 3 Independent Directors. In accordance with Article 192-1 of Company Act, the elections for Directors of the company shall be done by nomination system with candidates. The Independent Directors' qualification, shareholding and other business limit, nomination, mean of election, and other matters to be comply with shall be executed by relevant law and regulations provided for by the competent authority in charge of securities affairs. Independent Directors and Non-Independent Directors shall be elected during the same voting session, and have votes allocated separately.

Article 18 If there is a shortfall of one-third of Directors, the Board of Directors shall convene a Shareholders' Meeting for the by-election. The tenure of succeeding Directors shall have expired at the end of the original service period.

Article 19 In case no election of new Directors is effected after expiration of the term of office of existing Directors, the term of office of out-going Directors shall be extended until the time new Directors have been elected and assumed their office.

Article 20 The board shall be formed by Directors and shall appoint one Chairman and may

appoint a Vice Chairman during a board meeting with more than two-thirds of Directors present, and with the support of more than half of all attending Directors. The Chairman shall represent the company externally, preside the shareholders' meeting, the meeting of the board of directors internally, and handle all matters of the Company in accordance with the law and regulations, Article of Incorporation, and resolutions of Shareholders' and Board Meeting.

- Article 21 The operation and other important matters of the Company shall be resolved by the board of Directors. Except for the meetings that shall be convened in accordance with Article 203 or 203-1 of the Company Act, all other Board Meetings shall be convened and presided by the Chairman. If the Chairperson is on leave or unable to fulfill his functional duties for any reason, matter regarding the appointee shall be handled in accordance with Article 208 of the Company Act. The Chairman shall attend the Board Meetings in person. If a Board Meeting is convened by way of video conference, those who participate in the meeting using video conferencing are considered to have attended the meeting in person. In case a Director appoints another director to attend the meeting his/her behalf, he shall issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting. A director may accept the appointment to act as the proxy of one other director only.
- Article 21-1 In calling a meeting of the Board of Directors, a notice shall be given to each Director no later than 7 days prior to the scheduled meeting date. In the case of emergency, a meeting of the Board of Directors may be convened at any time. The notice set forth in the preceding paragraph may be effected by means of written documents, E-mail, or facsimile.
- Article 22 Unless otherwise regulated by the Company Act, the Board's resolutions are passed only if more than half of the total Board members are present in a meeting, and with more than half of attending Directors voting in favor.
- Article 23 Resolutions adopted at a Board Meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the Chairman of the Board and shall be distributed to all Directors of the Company within 20 days after the close of the meeting. The resolutions of the board meeting shall be recorded in the minutes. Such minutes, together with the attendance list and proxies, shall be filed and kept at the Company, and be stipulated by Article 183 of the Company Act.
- Article 24 The Company has set up an Audit Committee pursuant to Article 14-4 of the

Securities and Exchange Act. The Audit Committee shall perform the duties of the Supervisors stipulated by the Company Act, Securities and Exchange Act, and other regulations. Audit Committee shall consist of all Independent Directors.

Article 24-1 The Board of Directors shall be authorized to determine the remuneration and transportation allowance to all the Directors based on the standard generally adhered by other firms of the same trade.

Chapter 5 Organization and Management

Article 25 The Company may several managers. The appointment, discharge and the remuneration of the managerial personnel shall be decided in accordance with Article 29 of the Company Act.

Chapter 6 Financial Statement

Article 26: The fiscal year for the Company shall be from January 1 of each year to December 31 of the same year. After the close of each fiscal year, reports shall be prepared by the Board of Directors, and submitted to the General Shareholders' Meeting for acceptance.

Article 27: Based on the profit of the year, the Company shall appropriate 1%~15% of the profit as remuneration to employees, and no more than 1% of the profit as remuneration to directors. However, profits must first be taken to offset against cumulative losses if any.

The profit mentioned in the preceding paragraph refers to the pre-tax income of the current year minus the amount of remuneration to be distributed to the directors or employees.

The distribution of remuneration to employees and directors shall be determined by a majority of the Directors at a meeting attended by two-thirds or more of the total number of Directors and then reported to the Shareholders' Meeting.

Employees' remuneration, as mentioned above, can be paid in shares or cash and to employees of affiliated companies that satisfy certain criteria. This certain criteria may be determined under the Board's authority.

Article 27-1: In response to the overall business environment and the nature of industrial growth, the Company's long-term financial planning, recruitment of domestic and foreign talents, and pursuit of sustainable business operations, the Company adopts a residual dividend policy. The Company's annual profit, if any, shall be distributed in the following order:

- (1) Tax payment
- (2) Set off accumulated deficits
- (3) Appropriate 10% as legal reserve
- (4) Appropriate or return to special reserve pursuant to regulations formulated by the competent authority
- (5) If there is a surplus after the preceding deductions, the balance and the accumulated undistributed surplus will be determined by the Board for distribution. Shall the remuneration be distributed in form of new shares, such matter shall be resolved by the Shareholders' Meeting before distribution thereof. The total amount of shareholder dividends shall be no less than 30% of the distributable profit of the year.

As stipulated by Article 240 and 241 of the Company Act, the Company may distribute the dividends to be distributed, or all or part of the legal reserve and capital reserve in form of cash and report to the Shareholders' Meeting, after such matter has been determined by a majority of the Directors at a meeting attended by two-thirds or more of the total number of Directors.

Dividend types: Based on the Company's capital budget plan, stock dividends may be distributed to retain the required funds, and the rest are distributed in in form of cash, provided that the cash dividends are not less than 10% of the total dividends.

Chapter 7 Supplementary Provisions

Article 28: The Company's foundation principles and operational regulations shall be established separately by the board of directors.

Article 29: Any matters that are addressed in the Articles of Incorporation shall be governed by The Company Act and other relevant laws.

Article 30: This Article of Incorporation was constituted on June 8, 1987.

Amendment for the 1st instance: April 30, 1989

Amendment for the 2nd instance: September 20, 1989

Amendment for the 3rd instance: January 6, 1990

Amendment for the 4th instance: May 27, 1990

Amendment for the 5th instance: June 21, 1990

Amendment for the 6th instance: February 21, 1991

Amendment for the 7th instance: April 20, 1991

Amendment for the 8th instance: May 9, 1992

Amendment for the 9th instance: June 13, 1992

Amendment for the 10th instance: April 10, 1993

Amendment for the 11th instance: April 23, 1994

Amendment for the 12th instance: April 14, 1995

Amendment for the 13th instance: May 17, 1996

Amendment for the 14th instance: April 25, 1997

Amendment for the 15th instance: May 8, 1998

Amendment for the 16th instance: May 27, 1999

Amendment for the 17th instance: May 25, 2000

Amendment for the 18th instance: May 31, 2002

Amendment for the 19th instance: May 8, 2003

Amendment for the 20th instance: May 28, 2004

Amendment for the 21st instance: June 17, 2005

Amendment for the 22nd instance: June 9, 2006

Amendment for the 23rd instance: June 8, 2007

Amendment for the 24th instance: June 13, 2008

Amendment for the 25th instance: June 19, 2009

Amendment for the 26th instance: June 18, 2010

Amendment for the 27th instance: June 10, 2011

Amendment for the 28th instance: June 22, 2012

Amendment for the 29th instance: June 20, 2014

Amendment for the 30th instance: June 17, 2016

Amendment for the 31st instance: April 28, 2017

Amendment for the 32nd instance: June 21, 2019

Amendment for the 33rd instance: June 15, 2020

Amendment for the 34th instance: May 27, 2022

Issues that are not fully addressed in this Articles of Incorporation shall be handled in accordance with the Company Act.