

Realtek Semiconductor Corporation Articles of Incorporation  
(Translation)

I. General Provisions

- Article 1 The Company shall be incorporated under the Company Act as a company limited by shares named “Realtek Semiconductor Corp.”. “Realtek Semiconductor Corp.” is the Company’s English name.
- Article 2 The scope of business of the Company shall be as follows:
1. CC01080 Electronic Parts and Components Manufacturing
  2. I501010 Product Designing
  3. F401010 International Trade
  4. I301010 Service of information software.
  5. I301020 Data Processing Services
  6. CC01101 Restrained Telecom Radio Frequency Equipments and Materials Manufacturing (Radio transmitters, radio transceivers, radio receivers, industrial, scientific, medical radiation machines, and other machines with radio radiant energy only)
  7. F401021 Restrained Telecom Radio Frequency Equipments and Materials Import (Radio transmitters, radio transceivers, radio receivers, industrial, scientific, medical radiation machines, and other machines with radio radiant energy only)
  8. CF01011 Medical Materials and Equipment Manufacturing
  9. F108031 Wholesale of Drugs, Medical Goods
  10. F208031 Retail sale of Medical Equipments
- (1) Researching, designing, developing, manufacturing, and selling the following products:
1. various integrated circuits
  2. hearing aids with tinnitus mask function
  3. bone conduction hearing aid
  4. Picture archiving and communications system.
- (2) Providing application design, testing, maintenance and technical consulting services of the software and hardware for the above products.
- (3) Researching, developing and selling various intellectual property
- (4) Also engaged in trading business in relation to the business of the Company.
- Article 3 The Company is headquartered in Hsinchu Science-Based Industrial Park, Taiwan, Republic of China, and when necessary, upon approval of the Board of Directors and the competent authorities, may establish branch offices within or outside the territory of the Republic of China.
- Article 4 Public announcements of the Company shall be made in accordance with Article 28 of the Company Act.
- (1) The Company's domestic and foreign investment transactions shall be resolved by the board of directors, and are not subject to the restriction of Article 13 of the Company Act.
- (2) The Company upon approval of the Board of Directors may provide endorsement and guarantee to others.

II. Shares

- Article 5 The authorized capital of the Company is NT\$8,900,000,000, divided into

890,000,000 common shares, and may be paid-up in installments. Among the above capital, a total of NT\$800,000,000, divided into 80,000,000 shares at par value NT\$10 each share, is reserved for issuing employee stock warrants, and may be issued in installments in accordance with the resolution of the Board of Directors.

- Article 5-1 To issue employee stock warrants with the exercise price lower than the closing price of the Company stocks as of the issuing date, the Company is required to obtain the consent of a majority of the shareholders present who represent two-thirds or more of the total number of outstanding shares. The Company is allowed to register multiple issues over a period of 1 year from the date of the shareholders meeting resolution.
- Article 5-2 To transfer treasury shares to employees at less than the average actual share repurchase price, the Company is required to obtain the consent of a majority of the shareholders present who represent two-thirds or more of the total number of outstanding shares at the most recent shareholders meeting.
- Article 6 The share certificates of the Company shall be all name-bearing share certificates, which shall be signed or sealed by three or more directors of the Company, and issued after duly authentication pursuant to the law. The Company's shareholder services follow the Regulations Governing the Administration of Shareholder Services of Public Companies issued by the competent authority. The Company may be exempted from printing share certificates if the shares are registered with the centralized securities depository enterprise.

### III. Shareholders Meetings

- Article 7 Registration of stock transfer shall be suspended within sixty days prior to any general shareholders meeting, thirty days prior to any special shareholders meeting, or within five days prior to the record date for distributing dividends, bonuses, or other benefits.
- Article 8 Shareholders meetings of the Company are of two types, general meeting and special meeting. General meeting shall be convened once a year within six months of the end of a fiscal year, and shareholders shall be notified thirty days prior to the scheduled meeting date. Special meeting shall be convened whenever necessary, and shareholders shall be notified fifteen days prior to the scheduled meeting date.
- Article 9 In case the shareholder is unable to attend the Shareholders meeting, the shareholder may appoint a proxy to attend the meeting by presenting a proxy document with signature or seal and stating therein the scope of power authorized to the proxy. Unless otherwise provided in the relevant regulation, the shareholders' appointment of proxies to attend the meeting shall follow the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies issued by the Competent Authority. The voting rights at a shareholders meeting may be exercised by way of electronic means. A shareholder exercising voting rights at a shareholders meeting by way of electronic means shall be deemed to have attended the said shareholders meeting in person. The related matters are handled in accordance with the relevant regulation.
- Article 10 Each share is entitled to one voting right, unless otherwise provided in the

Company Act.

- Article 11 Unless otherwise provided in the Company Act, the resolutions at a shareholders meeting shall be adopted by a majority of the shareholders present who represent half or more of the total number of outstanding shares.  
The resolution of the proposal at a shareholders meeting shall be decided by the chairman by way of voting or solicitation. Except for the proposals without objection from any shareholder after solicitation by the chairman are deemed approval, the chairman shall decide that a vote to be held on whole or part of the proposals at the same time before extraordinary motions with the ballots to be counted separately for each proposal.

#### IV. Directors

- Article 12 The number of directors of the Company shall be between seven (7) to thirteen (9), and the board of directors is authorized to determine the number of directors. In the board, the number of independent directors shall be no less than three (3). Directors shall be elected by adopting a candidate nomination system. The election of independent directors and non-independent directors shall be held together, provided the elected number of independent directors and non-independent directors shall be calculated separately. The professional qualifications, restrictions on shareholdings and concurrent office held, method of nomination and election, and other matters for compliance with respect to independent directors shall be in accordance with relevant regulation by the Competent Authority. Directors are elected from among the nominees listed in the roster of director candidates at a shareholders meeting. The term of office for directors is three (3) years and the directors are eligible for re-election.
- Article 12-1 The Company is allowed to purchase liability insurance for directors and managers. The board of directors is authorized to decide the insurance coverage.
- Article 13 The board of directors shall be formed by directors. The directors shall elect from among themselves a chairman by a majority approval in a meeting attended by over two-thirds of the directors. A vice chairman may be elected depending on the demand of business.  
The chairman internally presides over the shareholders meeting and the board of directors, and externally represents the Company.  
Meetings of the Board of Directors shall be convened by the Chairman. However, the first meeting after the re-election of directors shall be convened in accordance with the article 203 of the Company Act. Notice of the meeting shall be delivered in writing, by email, or by fax with the proposed agenda specified. The chairman presides over the board of directors. In case the chairman is on leave or cannot exercise his duty, the vice chairman shall act on his behalf. In case of no vice chairman elected or the vice chairman is on leave or cannot exercise his duty as well, the chairman shall designate one of the directors to act on his behalf. In case of no designation, the board shall elect from among directors as the acting chairman. In case a meeting of the board of directors is proceeded via visual communication network, then the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.
- Article 13-1 The Company forms an Audit Committee, consisting of all independent directors. The number, term of office, powers, rules of procedure for meetings of the audit committee, and resources to be provided by the Company when the audit

committee exercises its powers, shall be in accordance with the Company's audit committee charter.

- Article 14 The duties and responsibilities of the Board of Directors shall be as follows:
1. Review the following matters raised by the general manager:
    - 1-1. The Company's operating principles, and medium and long-term development plans.
    - 1-2. Annual budget and implementation supervision.
    - 1-3. Annual report and final statements.
    - 1-4. Capital increase and decrease plan.
    - 1-5. Important contracts with others.
    - 1-6. Company charters and important business rules.
    - 1-7. Branch establishment, reorganization or withdrawal.
    - 1-8. Major capital expenditure plan.
    - 1-9. Other matters issued for review.
  2. Review of distribution of earnings or offset of losses.
  3. Review of the Company's articles of incorporation or amendments.
  4. Appointment and dismissal of general manager, financial supervisor, and audit supervisor.
  5. Implementation of the resolution of the shareholders meeting.
  6. Convening of the shareholders meeting and business report at the shareholders meeting.
  7. Other businesses that should be handled in accordance with the laws.

Article 15 Directors shall attend the meeting of the Board in person. In case that a director is unable to attend a board meeting, he/she may appoint one of the other directors as his/her proxy to attend the meeting. A director may accept the appointment to act as the proxy referred to in the preceding paragraph of one other director only.

Article 15-1 The directors' remuneration is authorized to be decided by the board of directors based on the directors' degree of involvement and contribution to the Company's business operation, as well as on usual level of the industry.

## V. Managers

Article 16 The Company shall appoint general manager, whose appointment, discharge, and remuneration shall be in accordance with the provisions in Article 29 of the Company Act.

## VI. Accounting

Article 17 The Company's fiscal year shall be from January 1 to December 31 of each calendar year. At the end of each fiscal year, the board of directors shall have the following documents prepared and submitted to the shareholders meeting for approval.

1. Business report
2. Financial statements
3. Proposal for distribution of earning or offset of losses

Article 18 If gained profits within a fiscal year, the Company shall allocate at a maximum of 3% of the profits as directors' remuneration, and allocate no less than 1% of the profits as employees' compensation. However, in case of the accumulated losses, certain profits shall first be reserved to cover the accumulated losses, and then allocate employees' compensation and directors' remuneration according to

the proportion in the preceding paragraph.

The distribution of employees' compensation in the preceding paragraph shall be in cash or in stock, and shall be resolved with a consent of a majority of the directors present at a meeting attended by over two-thirds of the total directors. The distribution of director's remuneration and employee' compensation shall be reported to the shareholders meeting.

The employees entitled to receive employees' compensation may include the employees of subsidiaries of the Company meeting certain specific requirements. The requirements are determined by the board of directors or its authorized person.

The Company belongs to the integrated circuit design industry and is in the growth phase of the enterprise life cycle. After considering the long-term business development of the Company, matching future investment fund requirements, and the long-term financial planning of the Company, if there are profits at the end of fiscal year, the Company shall first offset the accumulated losses with profits after tax, and then shall contribute 10% of profit as legal reserve, unless the accumulated legal reserve has reached the amount of the Company's total capital, and contribute or reverse special reserve in accordance with relevant laws or regulation by the competent authority. If there are net profits remained, the remaining net profits and the retained earnings from previous years shall be distributed as shareholders' dividend after the distribution proposal is prepared by the board of directors. In case the distribution is in the form of issuing new shares, the distribution proposal shall be approved at a shareholders meeting. In case the distribution is in the form of cash, the distribution proposal is authorized to be approved by the board of directors. After considering financial, business and operational factors, the Company may distribute the whole of distributable earnings of the current year, and may also distribute whole or part of the reserves in accordance with the law or the regulation by the competent authority. The dividend distributed to shareholders shall not be less than 50% of the increased distributable retained earnings for the current year.

When distributing dividends, the main consideration is the Company's future expansion of operating scale and requirement of cash flow. The cash dividends shall not be less than 10% of the total dividends distributed to shareholders in the current year.

According to Article 240, Paragraph 5, and Article 241, Paragraph 2 of the Company Act, the Company authorizes the distributable dividends, legal reserve, and capital reserve in whole or in part may be paid in cash after a resolution has been adopted by a majority vote at a meeting of the board of directors attended by two-thirds of the total number of directors, and in addition thereto a report of such distribution shall be submitted to the shareholders meeting.

## VII. Supplementary Provisions

- Article 19 For matters not provided herein, provisions in the Company Act shall govern.  
Article 20 The Articles of Incorporation hereof were established on Oct. 16, 1987; 1st amended on Sep. 25, 1989; 2nd amended on Oct. 7, 1989; 3rd amended on Dec. 5, 1990; 4th amended on Jun. 26, 1991; 5th amended on Jun. 27, 1992; 6th amended on Jun. 26, 1993; 7th amended on Apr. 2, 1994; 8th amended on May 20, 1995; 9th amended on May 4, 1996; 10th amended on Jan. 21, 1997; 11th

amended on May 5, 1997; 12th amended on May 19, 1998; 13th amended on Apr. 30, 1999; 14th amended on Jun. 9, 2000; 15th amended on May 30, 2001; 16th amended on Jun. 3, 2002; 17th amended on Jun. 9, 2003; 18th amended on Jun. 1, 2004; 19th amended on Jun. 13, 2005; 20th amended on Jun. 12, 2006; 21st amended on Jun. 11, 2007; 22nd amended on Jun. 13, 2008; 23rd amended on Jun. 10, 2009; 24th amended on Jun. 15, 2010; 25th amended on Jun. 15, 2011; 26th amended on Jun. 12, 2012; 27th amended on Jun. 21, 2013; 28th amended on Jun. 24, 2014; 29th amended on Jun. 7, 2016; 30th amended on Jun. 8, 2017; 31st amended on Jun. 5, 2018; 32nd amended on Jun. 12, 2019; 33rd amended on Jun. 10, 2020.