



**MACRONIX
INTERNATIONAL Co., LTD.**

2025 Annual Shareholders' Meeting Handbook

(English Translation)

May 23, 2025

Location: Lakeshore Hotel Hsinchu Leith Castle B1

(No. 773, Ming-Hu Road, Hsinchu)

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THIS IS A TRANSLATION OF THE AGENDA FOR THE 2025 ANNUAL SHAREHOLDERS' MEETING OF MACRONIX INTERNATIONAL CO., LTD. THE TRANSLATION IS FOR REFERENCE ONLY. IF THERE IS ANY DISCREPANCY BETWEEN THE ENGLISH VERSION AND CHINESE VERSION, THE CHINESE VERSION SHALL PREVAIL.

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Macronix International Co., Ltd.
2025 Annual Shareholders' Meeting Procedure

1. Announcement of Meeting to Order

2. Chairman's Remarks

3. Reports

4. Ratification, Discussion and Election

5. Others and Motions

6. Meeting Adjourned

Remarks: Voting Method/Sequence:

(Except for those proposals deemed adopted or resolved with no objection after the Chairman's consultation, the Chairman may hold certain and/or all of such proposals until the timing designated by the Chairman before the end of all agenda hereunder.)

Macronix International Co., Ltd.

2025 Annual Shareholders' Meeting Agenda

Date: 9:00 a.m., May 23, 2025

Location: Lakeshore Hotel Hsinchu Leith Castle B1
(No. 773, Ming-Hu Road, Hsinchu)

Method: In person

Attendants: All shareholders present in person or by proxy

Chairman: Chairman of the Board of Directors, Miin Wu

I. Chairman's Remarks

II. Reports

1. The 2024 Business Report
2. Audit Committee's Report of 2024
3. Report of the Issuance of the Second Domestic Unsecured Convertible Bonds
4. Others

III. Ratification, Discussion and Election

1. Adoption of the 2024 Business Report and Financial Statements
2. Adoption of the Company's 2024 Profit and Deficit Appropriation
3. Approval of Amending Articles 30 and 34 of the Articles of Incorporation
4. Approval of the Public Offering and/or Private Placement of Securities
5. Election of the Directors for the 13th term of the Board of Directors
6. Approval of Releasing Directors' Non-Competition Obligation

Voting Method/Sequence of the above proposals: Except for those proposals deemed adopted or resolved with no objection after the Chairman's consultation, the Chairman may hold certain and/or all of such proposals until the timing designated by the Chairman before the end of all agenda hereunder.

IV. Others and Motions

V. Meeting Adjourned

Reports

ITEM 1 2024 Business Report

Explanation: The 2024 Business Report is attached hereto as Attachment 1.

ITEM 2 Audit Committee's Report of 2024

Explanation: Audit Committee's Report of 2024 is attached hereto as Attachment 2.

ITEM 3 Report of the Issuance of the Second Domestic Unsecured Convertible Bonds

Explanation: Pursuant to the Article 246 (1) of the Company Act, the Company shall report to the shareholders' meeting the reasons for issuing corporate bonds and related matters. Please refer to the Attachment 3 herein.

ITEM 4 Others: None

Ratification, Discussion and Election

ITEM 1 (Proposed by the Board of Directors)

Proposal: Adoption of Year 2024 Business Report and Financial Statements.

Explanation: 1. The 2024 Financial Statements (including the Parent Company Only and the Consolidated Financial Statements) have been audited by Deloitte & Touche, the Company's Independent Auditor.
2. Business Report, Independent Auditors' Report and Financial Statements are attached hereto as Attachments 1, 4 and 5.

Resolution:

ITEM 2 (Proposed by the Board of Directors)

Proposal: Adoption of the Company's 2024 profit and deficit appropriation

Explanation: 1. The 2024 profit and deficit appropriation is attached hereto as Attachment 6.
2. It is proposed no dividend distribution this year.

Resolution:

ITEM 3 (Proposed by the Board of Directors)

Proposal: Adoption of amending Articles 30 and 34 of the Company's Articles of Incorporation ("AOI")

Explanation: 1. Pursuant to the amended Article 14 (6) of the Securities and Exchange Law, the AOI of the public offering company must reserve certain profits for its Junior Staffs, and the ruling of the Financial Supervisory Commission ("FSC") dated November 8, 2024 (No. 1130385442) further requires such amendment be completed in Year 2025. As such, the Company hereby proposed to amend its Articles 30 and 34 of the AOI as Attachments 7.
2. Pursuant to the above FSC ruling, the "Junior Staffs" means employee who are not managers and with compensation below certain amounts to be determined by the Board of Directors based on the Company's industry and business operation, and will be regularly reviewed for necessary adjustments (if any). As such, the Junior Staffs of the Company will be defined by the Board of Directors and follow up accordingly after these amendments of AOI.

Resolution:

ITEM 4 (Proposed by the Board of Directors)

Proposal: Approval of fund raising by issuance of new shares, overseas depositary receipts through cash capital increase, and/or the private placement of common shares and/or domestic or overseas convertible bonds.

Explanation: 1. For the Company's future business needs, it is hereby proposed for the capital increase, including domestic rights offering(s), the issuance of new shares for the depositary receipts through cash capital increase, the private placement of common shares and/or domestic and/or overseas convertible bonds, to the extent of 360 million common shares (collectively and/or individually "Offering(s)"). For private placement, the total number of shares shall not exceed 180 million common shares. As to the private placement of convertible bonds, the total number of common shares can be converted within the limit of 180 million common shares shall be calculated in accordance with then current conversion price. It is also hereby proposed to submit to the Shareholders' Meeting to authorize the Board of Directors to select any type and/or all of the Offering(s), or mix certain Offering(s) after taking into consideration then current market conditions and/or the Company's business needs. Please refer to the Attachment 8.

2. It is proposed to submit to the Shareholders' Meeting to authorize the Board of Directors to determine and finalize the details of the Offering(s), including the number of shares to be offered, the offering plan, the conversion terms, the projected plans, the projected schedule for the use of proceeds, the projected results and related matters, in accordance with applicable laws taking into consideration the market conditions as well as the Company's business need.

3. It is hereby proposed to submit to the Shareholders' Meeting to authorize the Board of Directors with full rights to follow up and/or proceed with adjustments, revisions and/or amendments made in connection with amendments of laws, opinions or comments of the authority, and/or market conditions.

4. The price will be set in accordance with the pricing rules resolved by the Shareholders' Meeting and the closing price of the Company's common shares to confirm the reasonableness of it and make sure that there will be no significant impact to the shareholders of the Company. Please refer to the fifth item in the Attachment 8.

Resolution:

ITEM 5 (Proposed by the Board of Directors)

Proposal: Election of the Directors for the 13th term of the Board of Directors

Explanation: 1. The tenure of the directors of the 12th term will be expired on May 26, 2025, Considering the 2025 AGM will be held prior to its expiration, it is hereby proposed to the AGM to elect the directors (including independent directors) of the 13th term pursuant to Article 199-1 of the Company Act.

2. According to the Company's Article of Incorporation, the Board of Directors are composed of nine to fifteen directors, including no less than three independent directors with remaining being non-independent directors, elected by the shareholders from duly nominated candidates. As such, it is hereby proposed to elect 14 directors, including 5 independent directors and 9 non-independent directors, at 2025 AGM.

3. The tenure of the directors of the 13th term shall begin from May 23, 2025 to May 22, 2028, and the newly elected directors will be on board immediately after the 2025 AGM is adjourned.

4. The information of Director candidates proposed by law is attached hereto as Attachment 9.

Election results:

ITEM 6 (Proposed by the Board of Directors)

Proposal: Approval of releasing the non-competition obligation of the Directors of the 13th term.

Explanation: 1. Article 209 Item 1 of Company Act provides that “A director, who does anything for himself or on behalf of another person that is within the scope of the Company’s business, shall explain to the meeting of shareholders the essential contents of such acts for the approval.”

2. In consideration of the election of the directors of the 13th term and pursuant to Article 209 of Company Act, it’s hereby proposed to submit to the AGM for approval of releasing the Directors’ competition restriction after the explanation of the competitive activities of the respective Board of Directors. The summary of such activities of the respective director Candidates of the 13th term are as attachment 10.

Resolution:

Voting Method/Sequence of the above proposals: Except for those proposals deemed adopted or resolved with no objection after the Chairman’s consultation, the Chairman may hold certain and/or all of such proposals until the timing designated by the Chairman before the end of all agenda hereunder.

Others and Motions

Meeting Adjourned

Attachment 1

Macronix International Co., Ltd. 2024 Business Report

Complex Business Environment

In 2024, Taiwanese businesses faced a highly volatile and unpredictable overseas operating environment due to factors such as geopolitical tensions, the US-China technology war, and the US presidential election. Key developments included the impact of geopolitical factors on Taiwan's semiconductor supply chain, the influence of the US presidential election on the semiconductor industry, the dual pressure of regulatory controls and tariffs in the US-China semiconductor technology war, supply chain shifts, the effects of tariffs and regulations on the electric vehicle sector imposed by various countries, as well as geopolitical conflicts and wars further contributing to significant fluctuations in raw material prices. Additionally, disruptions in shipping—such as those caused by the Red Sea crisis—led to rising container and bulk shipping rates, while other uncertainties, including the Hualien earthquake on April 3 and the impending implementation of energy policies and carbon fee collection, also had an impact. In response, the Company has adopted a pragmatic and cautious strategy, including maintaining high-quality products and professional services, proactively and appropriately reducing inventory, accelerating R&D progress, and reducing capital expenditures. However, weak demand for memory products in the end-user market has hindered our inventory reduction efforts. As a result, the Company's consolidated revenue for last year (2024) declined by 6% compared to the preceding year (2023), with a 0.9% decrease in gross profit margin. This led to operating losses for the second consecutive year, falling short of expectations.

Operating Performance

The operating results for 2024 are as follows: The consolidated net operating revenue for the year amounted to NT\$25.9 billion; the consolidated gross profit amounted to NT\$6.1 billion; the average annual gross margin amounted to 23.6%; the loss after tax amounted to NT\$3.2 billion; and the loss per share amounted to NT\$1.73. Cash flow from operating activities amounted to NT\$175 million, whereas cash flow from investment activities amounted to NT\$5.173 billion, with NT\$11.623 billion in cash equivalents at the end of the period. The net value of inventory amounted to NT\$13.406 billion; the debt ratio amounted to 43.5%, and the book value per share amounted to NT\$23.72. All of which indicate that the Company's financial position remains stable.

Commitment to Technological Innovation

The Company has long been dedicated to innovative R&D, leveraging technological advancements to drive future growth potential and enhance competitiveness. For example, we filed a total of 309 patent applications in various countries last year (2024); as of the end of the same year, the Company had obtained 9,520 approved patents worldwide. In addition to ranking at the top of the semiconductor industry in terms of number of patents, we also hold a large number of high-quality, internationally critical technology patents. These assets allowed us to secure a leading position in the global non-volatile memory market. Last year (2024), the

Company's ArmorBoot MX76 Secure Boot Serial NOR Flash was recognized as the Best Memory Solution of the Year at the EE Awards Asia 2024. The fourth consecutive time we were honored with the award. Additionally, at electronica 2024 in Munich, Germany, the Company debuted its 3D NOR product for the first time. Collaborating with world-class customers, the Company aims to address the growing demand for non-volatile memory in various applications, including automotive, industrial, and medical sectors, particularly in areas such as autonomous driving, smart technologies, and high-security solutions.

Production and Quality

In terms of manufacturing processes and products, NOR flash accounted for 59% of annual revenue last year (2024), while ROM contributed 22%. Particularly, the demand for NOR flash from high-quality and high-value-added applications in automotive, industrial, medical, and communication sectors has consistently exceeded 40%. NAND flash accounted for 11% of annual revenue, while 96-layer 3D NAND flash products achieved stable production last year (2024) and will gradually contribute to revenue. The ongoing development and application of 3D NAND will focus on enterprise-grade SSD products to meet customers' demands for higher-capacity and high-quality storage solutions.

Products and Marketing

Following the rapid development of high-performance computing centers, AI, the automotive market, and 5G, the applications of memory chips have become even more extensive. In response to long-term customer support, the Company remains committed to innovative R&D, proprietary technology, and high-quality products, continuously providing customers with high-performance and highly reliable memory solutions. For example, the superior data access capabilities of ArmorFlash can enable brand customers to develop more AI applications that operate independently and swiftly on end and personal electronic devices. Among its most notable features are low power consumption, high speed, and advanced system security. The Company also continues to refine and enhance the new ArmorFlash MX78, which features a new design that increases data access speed by over 100 times compared to the previous generation. In addition to the optimization of the startup process and execution of critical security functions in electronic devices, it provides a smoother user experience. This function has been validated by external organizations, earning ISO/SAE 21434 certification this year (2024), which emphasizes network security in design. This proves that the Company's memory products can meet customer requirements for information confidentiality, integrity, and availability in automotive and industrial control applications. Additionally, the Company has made significant progress in collaborations with leading international autonomous driving solution providers and major automotive MCU chip manufacturers, securing adoption by top-tier automakers and automotive electronics manufacturers.

Sustainable Development and Social Responsibility

Facing growingly complex market environments and risks, even more challenges have appeared in corporate sustainability. The Company follows the Corporate Governance 3.0 – Sustainable Development Blueprint of the Financial Supervisory Commission under the United Nations Sustainable Development Goals (SDGs), and appropriately established and implemented corporate governance and risk management mechanisms. Last year (2024), the Company ranked in the 6%–20% tier among publicly listed companies in Taiwan's 10th

Corporate Governance Evaluation, and in the 11%–20% tier among electronics companies with a market capitalization exceeding NT\$10 billion. Additionally, the Company was recognized by the Ministry of Environment for Excellence in Green Procurement and received the Award of Excellence for Occupational Health and Safety Management System Performance in 2024 issued by the Occupational Safety and Health Administration of the Ministry of Labor. The Company continues to promote a friendly workplace and employee benefits, not only by improving the facilities at the employee recreation and fitness center to promote employees' physical and mental well-being but also by earning recognition from the Sports Administration of the Ministry of Education, receiving the 2024 Taiwan i Sports certification. The Company and its employees are also actively engaged in social contributions. Through the Macronix Education Foundation and/or various public organizations, the Company unites its strength, employees and the broader public to make a meaningful contribution and extend support to the underserved areas of society. Last year (2024), more than 4,000 employees participated in charitable activities, with total donations exceeding NT\$3.8 million. By now the Company has been hosting the Golden Silicon Awards for 25 years, using competition categories each year to lead students to engage in innovative research fields. As AI has become one of the most prominent global technology topics in recent years, the Macronix Golden Silicon Awards already introduced an AI category as early as 2019. To date, over 250 competition entries have leveraged AI to drive innovative research, with several advancing to commercial development. The competition has successfully nurtured more than 700 outstanding AI talents. All these efforts serve as a strong affirmation of the Company's ongoing commitment to ESG and sustainable development through concrete actions.

Future Outlook

The global political and economic environment remains dynamic and challenging, while the memory industry continues to develop amid the ongoing market recovery. Facing these external challenges, the Company's management team will continue to uphold the business philosophy of groundedness, sizing up the situation to flexibly calibrate production, actively and prudently reduce inventory, and adjust capital expenditures. Together with employees, the Company will try its best to accelerate R&D, mass production, enhance management efficiency to improve operational performance, and strengthen corporate competitiveness. The Company remains committed to developing the high-quality and high-performance memory application market, while also increasing the revenue share of automotive and industrial control products. Furthermore, by leveraging new high-value products, such as 3D NOR flash, the Company aims to seize opportunities in high-end, high-quality, and high-capacity applications within the automotive and industrial control sectors, creating new growth momentum for the Company's operations.

We sincerely appreciate our shareholders' continued support and trust, which has enabled the Company to maintain stable operations and drive innovation amid changing market conditions while striving to seize opportunities in times of uncertainty. The Company and all employees will continue to enhance cost competitiveness and strengthen our corporate foundation. We will continue to work hard, and with the best interests of the Company and its shareholder value as the highest priority, will strive to overcome adverse external factors and create value in response to the support and contributions of our shareholders, customers, and employees.

Chairman: Miin Wu

President: C. Y. Lu

Financial Officer: Paul Yeh

Attachment 2

Audit Committee's Report of 2024

To: 2025 Annual Shareholders' Meeting of Macronix International Co., Ltd.

The 2024 Financial Statements of the Company (including the parent company only financial statements), the 2024 Business Report and the proposed 2024 Distribution Plan have been duly reviewed and concluded by the undersigned as accurate. According to Article 14-4 of Securities and Exchange Act and Article 219 of the Company Act, it is hereby reported as above.

Independent director: Tyzz-Jiun Duh

Independent director: Chiang Kao

Independent director: Chien-Kuo Yang

Dated: March 4, 2025

Attachment 3

Report of the Issuance of the Second Domestic Unsecured Convertible Bonds

Issuance	Second Domestic Unsecured Convertible Bonds
Approval Date	January 13, 2025
Issuance Purpose	Repay bank loans
Issuance Date	March 24, 2025
Term	3 years, maturing on March 24, 2028
Par Value per Bond	NT\$100,000
Number of Issued Units	30,000 units
Total Amount Issued	NT\$3,000,000,000
Issuance Price	100.5% of par value
Coupon Interest Rate	0%

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Macronix International Co., Ltd.

Opinion

We have audited the accompanying parent company only financial statements of Macronix International Co., Ltd. (the "Company"), which comprise the parent company only balance sheets as of December 31, 2024 and 2023, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the parent company only financial statements, including material accounting policy information (collectively referred to as the "parent company only financial statements").

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Company as of December 31, 2024 and 2023, and its parent company only financial performance and its parent company only cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters for the Company's parent company only financial statements for the year ended December 31, 2024 are stated as follows:

Valuation of inventory

The Company manufactures and sells ROM products, including NOR Flash and NAND Flash, which are widely used in consumer electronic devices. As of December 31, 2024, inventory was NT\$13,401,971 thousand, accounting for 17% of the total assets. With the rapid changes in

technology development and the improvements in manufacturing processes and skills, market demand for memory chips could change significantly and result in inventory obsolescence. Since inventory valuation and estimates of the net realizable value of inventory are subject to management's judgment, they are considered accounting estimates with relatively high uncertainty. Therefore, the valuation of inventory has been identified as a key audit matter. Refer to Notes 4(e), 5(a) and 9 to the financial statements for the details of accounting policy, accounting judgment, key sources of estimation uncertainty and related information about the valuation of inventory.

Our audit procedures performed in respect of the above area included the following:

1. We acknowledged and assessed the adequacy of the policy and procedures for the inventory valuation adopted by the management.
2. We obtained data on the assessment of inventory at the lower of cost or net realizable value by sampling to test the reasonableness of net realizable value by comparing inventory carrying amounts to recent selling prices; we tested the accuracy of allowance for inventory loss by comparing net realizable value with carrying amounts. We obtained the inventory aging report, and we tested the accuracy and completeness of the report by agreeing on the age interval, quantity, and amount of the supporting documents of inbound inventory. We assessed the reasonableness of the allowance for inventory loss by recalculating the amount in accordance with the stated valuation policy for the inventory.
3. We performed a retrospective review of the inventory movements to evaluate the reasonableness of inventory obsolescence reserve policy and the policy on scrapping inventories.

Responsibilities of Management and Those Charged with Governance for the Parent Company Only Financial Statements

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and for such internal control as management determines is necessary to enable the preparation of parent company only financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company only financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these parent company only financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements for the year ended December 31, 2024 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Tung Hui Yeh and Kuo Tyan Hong.



Deloitte & Touche
Taipei, Taiwan
Republic of China

March 4, 2025

Notice to Readers

The accompanying parent company only financial statements are intended only to present the financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such parent company only financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying parent company only financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and parent company only financial statements shall prevail.

MACRONIX INTERNATIONAL CO., LTD.

PARENT COMPANY ONLY BALANCE SHEETS DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

ASSETS	2024		2023	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4, 6 and 30)	\$ 8,970,248	12	\$ 9,757,670	13
Trade receivables, net (Notes 4, 8 and 30)	2,394,137	3	2,023,900	3
Receivables from related parties, net (Notes 4, 30 and 31)	898,935	1	1,083,728	1
Other receivables (Notes 4, 8, 25, 30 and 31)	249,953	-	158,639	-
Inventories (Notes 4, 5 and 9)	13,401,971	17	13,346,833	17
Other current assets (Note 15)	<u>546,217</u>	<u>1</u>	<u>161,826</u>	<u>-</u>
Total current assets	<u>26,461,461</u>	<u>34</u>	<u>26,532,596</u>	<u>34</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income (FVTOCI) - non-current (Notes 4, 7 and 30)	2,566,424	3	3,319,953	4
Investments accounted for using equity method (Notes 4 and 10)	4,294,440	6	3,576,447	5
Property, plant and equipment (Notes 4, 11, 16, 28 and 33)	41,419,050	53	41,062,530	53
Right-of use assets(Notes 4 and 12)	609,474	1	643,813	1
Intangible assets (Notes 4 and 13)	69,127	-	113,981	-
Deferred tax assets (Notes 4 and 25)	1,628,089	2	1,135,377	2
Prepayments for equipment	-	-	235,195	-
Other financial assets - non-current (Notes 4, 14, 30 and 32)	753,540	1	757,849	1
Other non-current assets (Note 15)	<u>-</u>	<u>-</u>	<u>333,147</u>	<u>-</u>
Total non-current assets	<u>51,340,144</u>	<u>66</u>	<u>51,178,292</u>	<u>66</u>
TOTAL	<u>\$ 77,801,605</u>	<u>100</u>	<u>\$ 77,710,888</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 16 and 30)	\$ 500,000	1	\$ -	-
Contract liabilities (Note 23)	26,561	-	22,724	-
Trade payables (Notes 17 and 30)	2,174,109	3	2,038,964	3
Payables to related parties (Notes 30 and 31)	685,900	1	986,617	1
Accrued compensation of employees and remuneration of directors (Notes 24, 30 and 31)	157,988	-	965,965	1
Payables for purchases of equipment (Note 30)	544,515	1	1,147,179	2
Other payables (Notes 18 and 30)	1,501,735	2	1,351,166	2
Other payables to related parties (Notes 30 and 31)	185,223	-	145,504	-
Provisions - current (Notes 4 and 20)	3,160	-	2,256	-
Lease liabilities - current (Notes 4 and 12)	62,485	-	59,098	-
Current portion of long-term borrowings (Notes 4, 16, 28 and 30)	4,206,328	5	2,117,062	3
Other current liabilities (Note 19)	<u>217,582</u>	<u>-</u>	<u>333,640</u>	<u>-</u>
Total current liabilities	<u>10,265,586</u>	<u>13</u>	<u>9,170,175</u>	<u>12</u>
NON-CURRENT LIABILITIES				
Long-term borrowings (Notes 4, 16, 28 and 30)	20,792,962	27	17,346,721	22
Deferred tax liabilities (Notes 4 and 25)	972,898	1	840,788	1
Lease liabilities - non-current (Notes 4 and 12)	574,659	1	609,780	1
Net defined benefit liabilities (Notes 4 and 21)	1,026,081	1	1,240,857	2
Other non-current liabilities (Notes 4, 19 and 28)	<u>192,106</u>	<u>-</u>	<u>177,746</u>	<u>-</u>
Total non-current liabilities	<u>23,558,706</u>	<u>30</u>	<u>20,215,892</u>	<u>26</u>
Total liabilities	<u>33,824,292</u>	<u>43</u>	<u>29,386,067</u>	<u>38</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Notes 4, 22 and 27)				
Share capital				
Ordinary shares	<u>18,558,264</u>	<u>24</u>	<u>18,558,264</u>	<u>24</u>
Capital surplus	<u>407,176</u>	<u>1</u>	<u>406,198</u>	<u>-</u>
Retained earnings				
Legal reserve	4,331,651	6	4,331,651	6
Special reserve	97,721	-	93,025	-
Unappropriated earnings	<u>19,049,095</u>	<u>24</u>	<u>23,214,865</u>	<u>30</u>
Total retained earnings	<u>23,478,467</u>	<u>30</u>	<u>27,639,541</u>	<u>36</u>
Other equity	<u>1,692,467</u>	<u>2</u>	<u>1,879,879</u>	<u>2</u>
Treasury shares	<u>(159,061)</u>	<u>-</u>	<u>(159,061)</u>	<u>-</u>
Total equity	<u>43,977,313</u>	<u>57</u>	<u>48,324,821</u>	<u>62</u>
TOTAL	<u>\$ 77,801,605</u>	<u>100</u>	<u>\$ 77,710,888</u>	<u>100</u>

The accompanying notes are an integral part of the parent company only financial statements.

MACRONIX INTERNATIONAL CO., LTD.

PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Loss Per Share)

	2024		2023	
	Amount	%	Amount	%
NET OPERATING REVENUE (Notes 4, 23 and 31)	\$ 25,060,054	100	\$ 26,953,133	100
OPERATING COSTS (Notes 4, 9, 21, 24 and 31)	<u>19,761,327</u>	<u>79</u>	<u>20,864,697</u>	<u>77</u>
GROSS PROFIT	5,298,727	21	6,088,436	23
UNREALIZED GAIN ON TRANSACTIONS WITH SUBSIDIARIES AND ASSOCIATES (Note 4)	<u>12,129</u>	<u>-</u>	<u>14,704</u>	<u>-</u>
REALIZED GROSS PROFIT	<u>5,310,856</u>	<u>21</u>	<u>6,103,140</u>	<u>23</u>
OPERATING EXPENSES (Notes 4, 8, 21, 24 and 31)				
Selling and marketing expenses	1,002,944	4	991,531	4
General and administrative expenses	1,675,717	6	1,715,130	6
Research and development expenses	6,734,540	27	5,793,654	22
Expected credit loss	<u>-</u>	<u>-</u>	<u>5,466</u>	<u>-</u>
Total operating expenses	<u>9,413,201</u>	<u>37</u>	<u>8,505,781</u>	<u>32</u>
LOSS FROM OPERATIONS	<u>(4,102,345)</u>	<u>(16)</u>	<u>(2,402,641)</u>	<u>(9)</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income (Note 24)	124,502	-	177,985	1
Other income (Notes 4, 7, 12, 24 and 28)	391,974	2	317,688	1
Other gains and losses (Note 24)	130,519	-	107,363	-
Finance costs (Notes 4, 24 and 28)	(349,296)	(1)	(258,297)	(1)
Share of profit of subsidiaries and associates (Notes 4 and 10)	<u>230,484</u>	<u>1</u>	<u>157,054</u>	<u>1</u>
Total non-operating income and expenses	<u>528,183</u>	<u>2</u>	<u>501,793</u>	<u>2</u>
LOSS BEFORE INCOME TAX FROM CONTINUING OPERATIONS	(3,574,162)	(14)	(1,900,848)	(7)
INCOME TAX BENEFIT (Notes 4 and 25)	<u>360,602</u>	<u>1</u>	<u>201,255</u>	<u>1</u>
NET LOSS FOR THE YEAR	<u>(3,213,560)</u>	<u>(13)</u>	<u>(1,699,593)</u>	<u>(6)</u>

(Continued)

MACRONIX INTERNATIONAL CO., LTD.

PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Loss Per Share)

	2024		2023	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	\$ 71,504	-	\$ (180,920)	(1)
Unrealized (loss) gain on investments in equity instruments at FVTOCI (Notes 22 and 30)	(752,919)	(3)	978,504	4
Share of the other comprehensive income (loss) of subsidiaries accounted for using the equity method	210,322	1	(28,931)	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations (Note 22)	<u>264,080</u>	<u>1</u>	<u>(16,923)</u>	<u>-</u>
Other comprehensive (loss) income for the year, net of income tax	<u>(207,013)</u>	<u>(1)</u>	<u>751,730</u>	<u>3</u>
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	<u>\$ (3,420,573)</u>	<u>(14)</u>	<u>\$ (947,863)</u>	<u>(3)</u>
LOSS PER SHARE (Note 26)				
Basic	<u>\$ (1.73)</u>		<u>\$ (0.92)</u>	
Diluted	<u>\$ (1.73)</u>		<u>\$ (0.92)</u>	

The accompanying notes are an integral part of the parent company only financial statements. (Concluded)

MACRONIX INTERNATIONAL CO., LTD.

PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars)

	Share Capital			Capital Surplus	Retained Earnings			Other Equity		Treasury Shares	Total Equity
	Shares (In Thousands)	Ordinary Shares	Share Capital to be Cancelled		Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unrealized Valuation Gain (Loss) on Exchange Assets at FVTOCI		
BALANCE AT JANUARY 1, 2023	1,855,854	\$ 18,558,543	\$ (264)	\$ 402,710	\$ 3,426,358	\$ 76,492	\$ 29,304,449	\$ (142,966)	\$ 1,143,438	\$ (159,061)	\$ 52,609,699
Legal reserve	-	-	-	-	905,293	-	(905,293)	-	-	-	-
Special reserve	-	-	-	-	-	16,533	(16,533)	-	-	-	-
Cash dividends distributed by the Company - \$1.80 per share	-	-	-	-	-	-	(3,340,488)	-	-	-	(3,340,488)
Net loss for the year ended December 31, 2023	-	-	-	-	-	-	(1,699,593)	-	-	-	(1,699,593)
Other comprehensive income (loss) for the year ended December 31, 2023, net of income tax	-	-	-	-	-	-	(180,920)	(16,923)	949,573	-	751,730
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	-	-	(1,880,513)	(16,923)	949,573	-	(947,863)
Disposal of investments in equity instruments designated as at fair value through other comprehensive income by a subsidiary	-	-	-	-	-	-	53,243	-	(53,243)	-	-
Compensation cost of restricted shares for employees	-	-	-	(49)	-	-	-	-	-	-	(49)
Retirement of restricted shares for employees	(28)	(279)	264	15	-	-	-	-	-	-	-
Dividends paid to subsidiaries to adjust capital surplus	-	-	-	3,522	-	-	-	-	-	-	3,522
BALANCE AT DECEMBER 31, 2023	1,855,826	18,558,264	-	406,198	4,331,651	93,025	23,214,865	(159,889)	2,039,768	(159,061)	48,324,821
Special reserve	-	-	-	-	-	4,696	(4,696)	-	-	-	-
Cash dividends distributed by the Company - \$0.50 per share	-	-	-	-	-	-	(927,913)	-	-	-	(927,913)
Net loss for the year ended December 31, 2024	-	-	-	-	-	-	(3,213,560)	-	-	-	(3,213,560)
Other comprehensive income (loss) for the year ended December 31, 2024, net of income tax	-	-	-	-	-	-	71,504	264,080	(542,597)	-	(207,013)
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	-	-	(3,142,056)	264,080	(542,597)	-	(3,420,573)
Disposal of investments in equity instruments designated as at fair value through other comprehensive loss	-	-	-	-	-	-	(219)	-	219	-	-
Disposal of investments in equity instruments designated as at fair value through other comprehensive loss by a subsidiary	-	-	-	-	-	-	(90,886)	-	90,886	-	-
Dividends paid to subsidiaries to adjust capital surplus	-	-	-	978	-	-	-	-	-	-	978
BALANCE AT DECEMBER 31, 2024	1,855,826	\$ 18,558,264	\$ -	\$ 407,176	\$ 4,331,651	\$ 97,721	\$ 19,049,095	\$ 104,191	\$ 1,588,276	\$ (159,061)	\$ 43,977,313

The accompanying notes are an integral part of the parent company only financial statements.

MACRONIX INTERNATIONAL CO., LTD.

PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before income tax	\$ (3,574,162)	\$ (1,900,848)
Adjustments for:		
Depreciation expense	4,736,910	4,090,686
Amortization expense	70,809	82,400
Expected credit loss recognized on trade receivables	-	5,466
Finance costs	349,296	258,297
Interest income	(124,502)	(177,985)
Dividend income	(164,010)	(171,200)
Compensation cost of employee restricted shares	-	(49)
Share of profit of subsidiaries and associates	(230,484)	(157,054)
Gain on disposal of property, plant and equipment	-	(224)
Unrealized gain on transactions with subsidiaries and associates	(12,129)	(14,704)
Net loss on foreign currency exchange	74,132	115,625
Amortization of government grants deferred revenue	(13,176)	(9,646)
Changes in operating assets and liabilities		
Trade receivables	(248,752)	1,347,885
Receivables from related parties	197,973	118,454
Other receivables	(68,393)	73,024
Inventories	(55,138)	1,315,945
Prepayments	333,147	-
Other current assets	(384,391)	23,225
Contract liabilities	3,837	4,841
Trade payables	102,500	(534,036)
Payables to related parties	(351,668)	(1,727,326)
Payables for compensation of employees and remuneration of directors	(807,977)	(2,155,983)
Other payables	251,907	46,810
Other payables to related parties	37,486	60,631
Provisions	904	(1,647)
Other current liabilities	(127,056)	(26,231)
Net defined benefit liabilities	<u>(143,272)</u>	<u>(13,613)</u>
Cash (used in) generated from operations	(146,209)	652,743
Interest received	114,129	179,708
Dividends received	164,010	171,200
Interest paid	(466,301)	(353,638)
Income tax paid	<u>(12,546)</u>	<u>(1,399,804)</u>
Net cash used in operating activities	<u>(346,917)</u>	<u>(749,791)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from disposal of financial assets at fair value through other comprehensive income	610	-
Payments for property, plant and equipment	(5,378,950)	(7,602,912)
Proceeds from disposal of property, plant and equipment	-	366

(Continued)

MACRONIX INTERNATIONAL CO., LTD.

PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
Increase in refundable deposits	\$ -	\$ (11,054)
Decrease in refundable deposits	62	-
Payments for intangible assets	(25,955)	(71,682)
Decrease in other financial assets	<u>4,249</u>	<u>14,050</u>
Net cash used in investing activities	<u>(5,399,984)</u>	<u>(7,671,232)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	500,000	-
Proceeds from long-term borrowings	7,729,434	10,500,000
Repayments of long-term borrowings	(2,167,687)	(6,625,741)
Proceeds from guarantee deposits received	10	1,769
Refund of guarantee deposits received	(25)	(200)
Repayment of leased liabilities	(89,959)	(76,420)
Distribution of cash dividends	<u>(927,913)</u>	<u>(3,340,488)</u>
Net cash generated from financing activities	<u>5,043,860</u>	<u>458,920</u>
EFFECT OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH AND CASH EQUIVALENTS HELD IN FOREIGN CURRENCIES	<u>(84,381)</u>	<u>(149,236)</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(787,422)	(8,111,339)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>9,757,670</u>	<u>17,869,009</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 8,970,248</u>	<u>\$ 9,757,670</u>

The accompanying notes are an integral part of the parent company only financial statements. (Concluded)

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Macronix International Co., Ltd.

Opinion

We have audited the accompanying consolidated financial statements of Macronix International Co., Ltd. (the “Company”) and its subsidiaries (collectively referred to as the “Group”), which comprise the consolidated balance sheets as of December 31, 2024 and 2023, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the “consolidated financial statements”).

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors’ Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters for the Group's consolidated financial statements for the year ended December 31, 2024 are stated as follows:

Valuation of inventory

The Group manufactures and sells ROM products, including NOR Flash, and NAND Flash, which are widely used in consumer electronic devices. As of December 31, 2024, inventory was NT\$13,405,910 thousand, accounting for 17% of the total assets in the consolidated balance sheet. With the rapid changes in technology development and the improvements in manufacturing processes and skills, market demand for memory chips could change significantly and result in inventory obsolescence. Since inventory valuation and estimates of the net realizable value of inventory are subject to management's judgment, they are considered accounting estimates with relatively high uncertainty. Therefore, the valuation of inventory has been identified as a key audit matter. Refer to notes 4 (f), 5 (a), and 11 to the consolidated financial statements for the details of accounting policy, accounting judgment, key sources of estimation uncertainty and related information about the valuation of inventory.

Our audit procedures performed in respect of the above area included the following:

1. We acknowledged and assessed the adequacy of the policy and procedures for the inventory valuation adopted by the management.
2. We obtained data on the assessment of inventory at the lower of cost or net realizable value by sampling to test the reasonableness of net realizable value by comparing inventory carrying amounts to recent selling prices; we tested the accuracy of allowance for inventory loss by comparing net realizable value with carrying amounts. We obtained the inventory aging report, and we tested the accuracy and completeness of the report by agreeing on the age interval, quantity, and amount of the supporting documents of inbound inventory. We assessed the reasonableness of the allowance for inventory loss by recalculating the amount in accordance with the stated valuation policy for the inventory.
3. We performed a retrospective review of the inventory movements to evaluate the reasonableness of inventory obsolescence reserve policy and the policy on scrapping inventories.

Other Matter

We have also audited the parent company only financial statements of the Company as of and for the years ended December 31, 2024 and 2023 on which we have issued an unmodified opinion.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2024 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Tung Hui Yeh and Kuo Tyan Hong.



Deloitte & Touche
Taipei, Taiwan
Republic of China

March 4, 2025

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

MACRONIX INTERNATIONAL CO., LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024		2023	
ASSETS	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4, 6 and 32)	\$ 11,623,489	15	\$ 11,905,912	16
Financial assets at amortized cost - current (Notes 4, 9 and 32)	44,780	-	-	-
Trade receivables, net (Notes 4, 10 and 32)	2,896,982	4	2,561,602	3
Receivables from related parties, net (Notes 4, 32 and 33)	441,810	1	489,154	1
Other receivables (Notes 4, 10, 27, 32 and 36)	278,079	-	186,967	-
Inventories (Notes 4, 5 and 11)	13,405,910	17	13,368,867	17
Other current assets (Note 17)	<u>562,946</u>	<u>1</u>	<u>179,867</u>	<u>-</u>
Total current assets	<u>29,253,996</u>	<u>38</u>	<u>28,692,369</u>	<u>37</u>
NON-CURRENT ASSETS				
Financial assets at fair value through profit or loss - non-current (Notes 4, 7 and 32)	255,814	-	261,911	-
Financial assets at fair value through other comprehensive income (FVTOCI) - non-current (Notes 4, 8 and 32)	3,334,785	4	4,016,384	5
Financial assets at amortized cost - non-current (Notes 4, 9 and 32)	-	-	43,270	-
Property, plant and equipment (Notes 4, 13, 18, 30 and 35)	41,873,910	54	41,498,097	53
Right-of-use assets (Notes 4 and 14)	664,516	1	693,553	1
Intangible assets (Notes 4 and 15)	71,539	-	115,219	-
Deferred tax assets (Notes 4 and 27)	1,658,381	2	1,155,327	2
Prepayments for equipment	-	-	235,195	-
Other financial assets - non-current (Notes 4, 16, 32 and 34)	763,413	1	767,001	1
Other non-current assets (Note 17)	<u>-</u>	<u>-</u>	<u>333,147</u>	<u>1</u>
Total non-current assets	<u>48,622,358</u>	<u>62</u>	<u>49,119,104</u>	<u>63</u>
TOTAL	<u>\$ 77,876,354</u>	<u>100</u>	<u>\$ 77,811,473</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 18 and 32)	\$ 500,000	1	\$ -	-
Contract liabilities (Note 25)	27,882	-	41,027	-
Trade payables (Notes 19 and 32)	2,176,932	3	2,039,130	3
Payables to related parties (Notes 32 and 33)	685,900	1	986,617	1
Accrued compensation of employees and remuneration of directors (Notes 26, 32 and 33)	157,988	-	965,965	1
Payables for purchases of equipment (Note 32)	544,694	1	1,147,179	2
Other payables (Notes 20 and 32)	1,637,625	2	1,499,934	2
Other payables to related parties (Notes 32 and 33)	30	-	10	-
Current tax liabilities (Notes 4 and 27)	8,779	-	3,237	-
Provisions - current (Notes 4 and 22)	29,771	-	24,805	-
Lease liabilities - current (Notes 4 and 14)	89,604	-	83,522	-
Current portion of long-term borrowings (Notes 4, 18, 30 and 32)	4,206,328	5	2,117,062	3
Other current liabilities (Note 21)	<u>254,862</u>	<u>-</u>	<u>345,636</u>	<u>-</u>
Total current liabilities	<u>10,320,395</u>	<u>13</u>	<u>9,254,124</u>	<u>12</u>
NON-CURRENT LIABILITIES				
Long-term borrowings (Notes 4, 18, 30 and 32)	20,792,962	27	17,346,721	22
Deferred tax liabilities (Notes 4 and 27)	972,907	1	840,797	1
Lease liabilities - non-current (Notes 4 and 14)	587,779	1	622,770	1
Net defined benefit liabilities (Notes 4 and 23)	1,030,482	2	1,243,360	2
Other non-current liabilities (Notes 4, 21 and 30)	<u>192,106</u>	<u>-</u>	<u>177,746</u>	<u>-</u>
Total non-current liabilities	<u>23,576,236</u>	<u>31</u>	<u>20,231,394</u>	<u>26</u>
Total liabilities	<u>33,896,631</u>	<u>44</u>	<u>29,485,518</u>	<u>38</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Notes 4, 24 and 29)				
Share capital				
Ordinary shares	<u>18,558,264</u>	<u>24</u>	<u>18,558,264</u>	<u>24</u>
Capital surplus	<u>407,176</u>	<u>-</u>	<u>406,198</u>	<u>1</u>
Retained earnings				
Legal reserve	4,331,651	6	4,331,651	5
Special reserve	97,721	-	93,025	-
Unappropriated earnings	<u>19,049,095</u>	<u>24</u>	<u>23,214,865</u>	<u>30</u>
Total retained earnings	<u>23,478,467</u>	<u>30</u>	<u>27,639,541</u>	<u>35</u>
Other equity	<u>1,692,467</u>	<u>2</u>	<u>1,879,879</u>	<u>2</u>
Treasury shares	<u>(159,061)</u>	<u>-</u>	<u>(159,061)</u>	<u>-</u>
Total equity attributable to owners of the Company	43,977,313	56	48,324,821	62
NON-CONTROLLING INTERESTS (Note 24)	<u>2,410</u>	<u>-</u>	<u>1,134</u>	<u>-</u>
Total equity	<u>43,979,723</u>	<u>56</u>	<u>48,325,955</u>	<u>62</u>
TOTAL	<u>\$ 77,876,354</u>	<u>100</u>	<u>\$ 77,811,473</u>	<u>100</u>

The accompanying notes are an integral part of the consolidated financial statements.

MACRONIX INTERNATIONAL CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Loss Per Share)

	2024		2023	
	Amount	%	Amount	%
NET OPERATING REVENUE (Notes 4, 25, 33 and 40)	\$ 25,883,475	100	\$ 27,623,608	100
OPERATING COSTS (Notes 4, 11, 23, 26 and 33)	<u>19,784,273</u>	<u>76</u>	<u>20,862,948</u>	<u>76</u>
GROSS PROFIT	<u>6,099,202</u>	<u>24</u>	<u>6,760,660</u>	<u>24</u>
OPERATING EXPENSES (Notes 4, 10, 23, 26 and 33)				
Selling and marketing expenses	1,598,296	6	1,644,637	6
General and administrative expenses	1,694,371	7	1,731,793	6
Research and development expenses	6,730,413	26	5,785,863	21
Expected credit loss	<u>-</u>	<u>-</u>	<u>5,466</u>	<u>-</u>
Total operating expenses	<u>10,023,080</u>	<u>39</u>	<u>9,167,759</u>	<u>33</u>
LOSS FROM OPERATIONS	<u>(3,923,878)</u>	<u>(15)</u>	<u>(2,407,099)</u>	<u>(9)</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income (Note 26)	213,785	1	247,294	1
Other income (Notes 4, 8, 14, 26 and 30)	415,243	2	347,494	1
Other gains and losses (Note 26)	100,116	-	188,769	1
Finance costs (Notes 4, 26 and 30)	<u>(351,495)</u>	<u>(1)</u>	<u>(260,694)</u>	<u>(1)</u>
Total non-operating income and expenses	<u>377,649</u>	<u>2</u>	<u>522,863</u>	<u>2</u>
LOSS BEFORE INCOME TAX FROM CONTINUING OPERATIONS	(3,546,229)	(13)	(1,884,236)	(7)
INCOME TAX BENEFIT (Notes 4 and 27)	<u>333,945</u>	<u>1</u>	<u>185,089</u>	<u>1</u>
NET LOSS FOR THE YEAR	<u>(3,212,284)</u>	<u>(12)</u>	<u>(1,699,147)</u>	<u>(6)</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	71,504	-	(180,920)	(1)
Unrealized (loss) gain on investments in equity instruments at FVTOCI (Notes 24 and 32)	(542,597)	(2)	949,573	4
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations (Note 24)	<u>264,080</u>	<u>1</u>	<u>(16,895)</u>	<u>-</u>
Other comprehensive (loss) income for the year, net of income tax	<u>(207,013)</u>	<u>(1)</u>	<u>751,758</u>	<u>3</u>
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	<u>\$ (3,419,297)</u>	<u>(13)</u>	<u>\$ (947,389)</u>	<u>(3)</u>

(Continued)

MACRONIX INTERNATIONAL CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Loss Per Share)

	2024		2023	
	Amount	%	Amount	%
NET (LOSS) INCOME ATTRIBUTABLE TO:				
Owners of the Company	\$ (3,213,560)	(12)	\$ (1,699,593)	(6)
Non-controlling interests	<u>1,276</u>	<u>-</u>	<u>446</u>	<u>-</u>
	<u>\$ (3,212,284)</u>	<u>(12)</u>	<u>\$ (1,699,147)</u>	<u>(6)</u>
TOTAL COMPREHENSIVE (LOSS) INCOME				
ATTRIBUTABLE TO:				
Owners of the Company	\$ (3,420,573)	(13)	\$ (947,863)	(3)
Non-controlling interests	<u>1,276</u>	<u>-</u>	<u>474</u>	<u>-</u>
	<u>\$ (3,419,297)</u>	<u>(13)</u>	<u>\$ (947,389)</u>	<u>(3)</u>
LOSS PER SHARE (Note 28)				
Basic	<u>\$ (1.73)</u>		<u>\$ (0.92)</u>	
Diluted	<u>\$ (1.73)</u>		<u>\$ (0.92)</u>	

The accompanying notes are an integral part of the consolidated financial statements.

(Concluded)

MACRONIX INTERNATIONAL CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Shareholders of the Company												
								Other Equity		Treasury Shares	Total	Non-controlling Interests	Total Equity
								Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unrealized Valuation Gain (Loss) on Financial Assets at FVTOCI				
	Shares (In Thousands)	Ordinary Shares	Share Capital to be Cancelled	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings						
BALANCE AT JANUARY 1, 2023	1,855,854	\$ 18,558,543	\$ (264)	\$ 402,710	\$ 3,426,358	\$ 76,492	\$ 29,304,449	\$ (142,966)	\$ 1,143,438	\$ (159,061)	\$ 52,609,699	\$ 660	\$ 52,610,359
Legal reserve	-	-	-	-	905,293	-	(905,293)	-	-	-	-	-	-
Special reserve	-	-	-	-	-	16,533	(16,533)	-	-	-	-	-	-
Cash dividends distributed by the Company - \$1.80 per share	-	-	-	-	-	-	(3,340,488)	-	-	-	(3,340,488)	-	(3,340,488)
Net (loss) income for the year ended December 31, 2023	-	-	-	-	-	-	(1,699,593)	-	-	-	(1,699,593)	446	(1,699,147)
Other comprehensive income (loss) for the year ended December 31, 2023, net of income tax	-	-	-	-	-	-	(180,920)	(16,923)	949,573	-	751,730	28	751,758
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	-	-	(1,880,513)	(16,923)	949,573	-	(947,863)	474	(947,389)
Disposal of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	-	-	53,243	-	(53,243)	-	-	-	-
Compensation cost of restricted shares for employees	-	-	-	(49)	-	-	-	-	-	-	(49)	-	(49)
Retirement of restricted shares for employees	(28)	(279)	264	15	-	-	-	-	-	-	-	-	-
Dividends paid to subsidiaries to adjust capital surplus	-	-	-	3,522	-	-	-	-	-	-	3,522	-	3,522
BALANCE AT DECEMBER 31, 2023	1,855,826	18,558,264	-	406,198	4,331,651	93,025	23,214,865	(159,889)	2,039,768	(159,061)	48,324,821	1,134	48,325,955
Special reserve	-	-	-	-	-	4,696	(4,696)	-	-	-	-	-	-
Cash dividends distributed by the Company - \$0.50 per share	-	-	-	-	-	-	(927,913)	-	-	-	(927,913)	-	(927,913)
Net (loss) income for the year ended December 31, 2024	-	-	-	-	-	-	(3,213,560)	-	-	-	(3,213,560)	1,276	(3,212,284)
Other comprehensive income (loss) for the year ended December 31, 2024, net of income tax	-	-	-	-	-	-	71,504	264,080	(542,597)	-	(207,013)	-	(207,013)
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	-	-	(3,142,056)	264,080	(542,597)	-	(3,420,573)	1,276	(3,419,297)
Disposal of investments in equity instruments designated as at fair value through other comprehensive loss	-	-	-	-	-	-	(91,105)	-	91,105	-	-	-	-
Dividends paid to subsidiaries to adjust capital surplus	-	-	-	978	-	-	-	-	-	-	978	-	978
BALANCE AT DECEMBER 31, 2024	1,855,826	\$ 18,558,264	\$ -	\$ 407,176	\$ 4,331,651	\$ 97,721	\$ 19,049,095	\$ 104,191	\$ 1,588,276	\$ (159,061)	\$ 43,977,313	\$ 2,410	\$ 43,979,723

The accompanying notes are an integral part of the consolidated financial statements.

MACRONIX INTERNATIONAL CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before income tax	\$ (3,546,229)	\$ (1,884,236)
Adjustments for:		
Depreciation expense	4,785,272	4,140,272
Amortization expense	71,891	83,241
Expected credit loss recognized on trade receivables	-	5,466
Net loss (gain) on fair value changes of financial assets at fair value through profit or loss	23,614	(91,009)
Finance costs	351,495	260,694
Interest income	(213,785)	(247,294)
Dividend income	(168,779)	(178,235)
Compensation cost of employee restricted shares	-	(49)
Gain on disposal of property, plant and equipment	-	(80)
Loss on disposal of subsidiary	-	544
Net loss on foreign currency exchange	44,157	120,098
Amortization of government grants deferred revenue	(13,176)	(9,646)
Changes in operating assets and liabilities		
Trade receivables	(213,895)	1,406,886
Receivables from related parties	60,524	237,044
Other receivables	(66,740)	76,778
Inventories	(37,043)	1,310,838
Prepayments	333,147	-
Other current assets	(383,376)	25,564
Contract liabilities	(13,145)	10,141
Trade payables	105,157	(534,036)
Payables to related parties	(351,668)	(1,727,325)
Payables for compensation of employees and remuneration of directors	(807,977)	(2,155,983)
Other payables	239,039	10,107
Other payables to related parties	2,070	5,106
Provisions	4,966	(1,478)
Other current liabilities	(101,772)	(33,604)
Net defined benefit liabilities	(141,374)	(13,137)
Cash (used in) generated from operations	(37,627)	816,667
Interest received	202,105	241,044
Dividends received	168,779	178,235
Interest paid	(468,500)	(356,035)
Income tax paid	(40,061)	(1,405,623)
Net cash used in operating activities	(175,304)	(525,712)
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from disposal of financial assets at fair value through other comprehensive income	243,533	85,462
Purchase of financial assets at amortized cost	-	(42,820)
Proceeds from the return of principal of financial assets at amortized cost	-	44,450
Payments for property, plant and equipment	(5,392,109)	(7,609,696)
Proceeds from disposal of property, plant and equipment	84	366
Increase in refundable deposits	(773)	(11,273)

(Continued)

MACRONIX INTERNATIONAL CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
Decrease in refundable deposits	\$ 62	\$ 43
Payments for intangible assets	(28,157)	(72,545)
Decrease in other financial assets	<u>4,249</u>	<u>14,050</u>
Net cash used in investing activities	<u>(5,173,111)</u>	<u>(7,591,963)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	500,000	-
Proceeds from long-term borrowings	7,729,434	10,500,000
Repayments of long-term borrowings	(2,167,687)	(6,625,741)
Proceeds from guarantee deposits received	10	1,769
Refund of guarantee deposits received	(25)	(200)
Repayment of leased liabilities	(126,602)	(111,954)
Distribution of cash dividends	<u>(926,935)</u>	<u>(3,336,966)</u>
Net cash generated from financing activities	<u>5,008,195</u>	<u>426,908</u>
EFFECT OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH AND CASH EQUIVALENTS HELD IN FOREIGN CURRENCIES	<u>57,797</u>	<u>(167,599)</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(282,423)	(7,858,366)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>11,905,912</u>	<u>19,764,278</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 11,623,489</u>	<u>\$ 11,905,912</u>

The accompanying notes are an integral part of the consolidated financial statements.

(Concluded)

Attachment 6**Macronix International Co., Ltd.****2024 Profit and Deficit Appropriation**

Units : NT\$

Items	Amount
Net Loss of 2024	(3,213,560,048)
Plus: Undistributed earnings of previous years	22,282,256,209
Remeasurement of defined benefit plans	71,504,000
Less: Disposal of investments in equity instruments designated as at FVTOCI	(218,683)
Disposal of subsidiary's investments in equity instruments designated as at FVTOCI	(90,886,592)
Appropriated for Special Reserve	(22,598,950)
Unappropriated Retained Earnings, End of Year	19,026,495,936

Attachment 7

The Comparison Chart for the Amended “Articles of Incorporation”

Article	Revised	Original	Description
Chapter 30	<p>The Company accrued employees’ compensation and remuneration of directors at the rates of 15% and no higher than 2%, for each profitable fiscal year after offsetting any cumulative losses.</p> <p>Employees eligible to receive employees’ compensation may include employees from the affiliated companies .</p> <p>The Company made profit in a fiscal year, the profit shall be first utilized for paying taxes, offsetting losses of previous years, setting aside a legal reserve 10% of the remaining profit (until the amount of the legal reserve equals the amount of the Company’s paid-in capital), setting aside or reversing a special reserve in accordance with the laws and regulations. The Company is classified under the capital intensive industry. In accordance with the long-term financial program of the Company, the above shareholders’ dividends can be retained as undistributed earnings, and then be distributed in future, as determined by the shareholders at the Annual General Meeting. Distributions shall be prioritized to take the form of cash dividends. Nevertheless, it still depends on the Company’s financial, sales or</p>	<p>When the Company generates profits in a fiscal year, 15% of the remaining profit after deducting the accumulated losses (“Annual Profit”) shall be allocated as employee compensation (“Employees’ Compensation”), with 20% thereof for Junior Staffs. As to directors compensation, it shall not exceed 2% of the Annual Profit, and as a general principle, shall be 2% .</p> <p>Employees eligible to receive Employees’ Compensation may include employees from the affiliated companies, and the definition of “Junior Staffs” shall be determined by the Board of Directors in accordance with laws, and will be regularly reviewed and evaluated to determine if adjustment is required.</p> <p>When the Company made profits in a fiscal year, the profits shall be first utilized for paying taxes, offsetting losses of previous years, setting aside a legal reserve 10% of the remaining profit (until the amount of the legal reserve equals the amount of the Company’s paid-in capital), setting aside or reversing a special reserve in accordance with the laws and regulations.</p> <p>The Company is classified under the capital intensive industry. In accordance with the long-term financial program of the Company, the above shareholders’ dividends can be retained as undistributed earnings, and then be distributed in future, as determined by the shareholders at the Annual General Meeting.</p> <p>Distributions shall be prioritized to take the form of cash dividends. Nevertheless, it still depends on the Company’s financial, sales or operating conditions. That no more than 50% of the current</p>	<p>1. Amended pursuant to Article 14 (6) of the Securities and Exchange Law</p> <p>2. Amended pursuant to the ruling of the FSC dated November 8, 2024 (No. 113038544 2)</p>

Article	Revised	Original	Description
	operating conditions. That no more than 50% of the current year's total amount of distributable earnings can be distributed in the form of share dividends.	year's total amount of distributable earnings can be distributed in the form of share dividends.	
Chapter 34	This chapter is first enacted on August 21st, 1989; first revised on April 21st, 1990; second revision on September 9th, 1990; third revision on April 27th, 1991; fourth revision on November 9th, 1991; fifth revision on July 18th, 1992; sixth revision on June 19th, 1993; 7th revision on November 27th, 1993; eighth revision on May 28th, 1994; ninth revision on June 5th, 1995; tenth revision on January 24th, 1996; eleventh revision on June 22nd, 1996; twelfth revision on May 31st, 1997; thirteenth revision on June 29th, 1998; fourteenth revision on May 3rd, 2000; sixteenth revision and seventeen revisions on May 30th, 2002; eighteenth revision on June 27th, 2003; nineteenth revision on June 18th, 2004; twentieth revision on June 30th, 2006; twenty-first and twenty-second revision on June 29th, 2007; twenty-third revision on June 10th, 2011; twenty-fourth revision on June 18th, 2015; twenty-fifth revision on May 26th, 2017.	This chapter is first enacted on August 21st, 1989; first revised on April 21st, 1990; second revision on September 9th, 1990; third revision on April 27th, 1991; fourth revision on November 9th, 1991; fifth revision on July 18th, 1992; sixth revision on June 19th, 1993; 7th revision on November 27th, 1993; eighth revision on May 28th, 1994; ninth revision on June 5th, 1995; tenth revision on January 24th, 1996; eleventh revision on June 22nd, 1996; twelfth revision on May 31st, 1997; thirteenth revision on June 29th, 1998; fourteenth revision on May 3rd, 2000; sixteenth revision and seventeen revisions on May 30th, 2002; eighteenth revision on June 27th, 2003; nineteenth revision on June 18th, 2004; twentieth revision on June 30th, 2006; twenty-first and twenty-second revision on June 29th, 2007; twenty-third revision on June 10th, 2011; twenty-fourth revision on June 18th, 2015; twenty-fifth revision on May 26th, 2017, <u>twenty-sixth revision on May 23rd, 2025.</u>	Add revision date

Attachment 8

The Method and Particulars of the Public Offering and/or the Private Placement of Securities

I. Cash capital increase by issuance of new shares

- (1) Pursuant to the Article 267 of the Company Act, it is hereby proposed to reserve 10% of the offered shares for the subscription of employees, with the remaining to be offered to the public in accordance with Article 28-1 of the Securities and Exchange Act and through public subscription, book building or competitive auction.
 - A. “Public Subscription” Approach: 10% of the newly offered shares (“Shares”) will be through public offering, with the remaining 80% of the Shares to be subscribed by shareholders recorded on the record date of such Offering. The shareholders concerned may arrange for pooling together their fractional shares to form the nearest whole share and register the share within five days after the record date of said Offering.
 - B. “Book Building” Approach: 90% of the Shares will be offered to the public, and therefore, existing shareholders shall waive their preemptive rights for the Shares.
 - C. “Competitive Auction” Approach: 90% of the Shares will be offered to the public, and therefore, existing shareholders shall waive their preemptive rights for the Shares.
- (2) The price of the Shares (“Price”) will be set in accordance with the “Self Discipline Rules of the Chinese Securities Association Governing Securities Underwriters for Offering and Issuance of Securities by Securities Issuers” (“Rule”) and relevant regulations of the authorities. It is hereby proposed to the AGM to authorize the Chairman to negotiate with the underwriters and determine the Price taking into consideration of then-current market conditions.
- (3) With respect to the shares not yet subscribed during the specified period, it is proposed to the AGM to authorize the Chairman to approach and/or designate a certain person for the subscription of such shares at the Price.
- (4) It is hereby proposed to the AGM to fully authorize the Board of Directors or its designee to determine the record date of the Offering(s), the record date of the new shares issued, and to handle related affairs after obtaining the approval from government authority.

II. Issuance of overseas Depositary Receipts through cash capital increase

- (1) Pursuant to Article 267 of the Company Act, it is hereby proposed to reserve 10% of the shares to be offered for the subscription of the employees, with the remaining 90% of the shares to be offered to the public in accordance with Article 28-1 of the Securities and Exchange Act as the underlying common shares of overseas Depositary Receipts.
- (2) The price of the above overseas Depositary Receipts (“DR Price”) will be set in accordance with the Rule. It is hereby proposed to the AGM to authorize the Chairman to negotiate with the underwriters and determine the DR Price taking into consideration of then-current international market conditions, as well as the market price of common shares. (The basis of the above price setting arrangement is reasonable).
- (3) Although shareholders’ interests will be diluted by the additional new shares issued, it shall have a positive impact on the shareholders since the capital increase may strengthen the financial structure of the Company or the costs of business operation, and/or respond in time to the changes of then current industry environment. In sum, the capital increase will enhance the Company’s competitiveness and profit, and indirectly benefit the shareholders.
- (4) It is proposed to the AGM to authorize the Chairman to approach and/or designate a certain person for the subscription of the reserved shares for the employee not yet subscribed, and/or included such unsubscribed shares to the underlying common shares of the overseas

Depository Receipts taking into consideration of then-current market conditions.

- (5) It is hereby proposed to the AGM to fully authorize the Chairman or his designee to handle the related affairs and to represent the Company to sign any contract and/or related documents.

III. The private placement of common shares

- (1) The basis and rationality of the private placement price: The price of the private placement shares shall be no less than 80% of the higher of the following:
- A. The average closing price of the Company's common shares for one, three, or five business days immediately preceding its price determination date, and adjusted by the applicable stock dividends, cash dividends and/or capital reduction.
 - B. The average closing price of the Company's common shares for the thirty business days immediately preceding its price determination date, and adjusted by the applicable stock dividends, cash dividends, and/or capital reduction.
- It is hereby proposed to AGM to authorize the Board of Directors to determine the price based on the resolution of the AGM and market conditions at that time. Considering that the privately placed shares have a three-year transfer restriction as required by Securities and Exchange Act and that the price will be set by referring to the market price of common shares, the price setting arrangement shall be reasonable.
- (2) The method of selecting the specified subscribers: The Company will select the specified subscribers in accordance with Article 43-6 of Securities and Exchange Act. If a strategic investor is targeted, only those individuals and/or legal entities which may help the Company in improving its technologies, developing products, reducing cost, enlarging market shares, and/or strengthen customers relationships, etc. will be selected to enhance the Company's competitiveness, business operation, and/or profitability through the strategic investors' experience, technology, knowledge, brand, or distribution channels.
- (3) The necessity of private placement: In consideration of market conditions, fund raising efficiency, costs of the offering(s) as well as equity stabilizing, private placement may be adopted as a fund raising mechanisms. If the private placement is for the strategic investors, it is to maintain long-term relations with such strategic investors through the transfer restriction of shares subscribed. Also, the use of proceeds thereof shall be for the Company's business operation and/or development; and it shall be for the steadily operation of the Company as well as the interests of the shareholders.
- (4) Except for the transfer restriction as provided under Article 43-8 of Securities and Exchange Act, the rights and obligations of the privately placed common shares is the same as the outstanding common shares.

IV. The private placement of domestic and/or overseas convertible bonds

- (1) The term of the privately placed convertible bonds shall not be more than seven years.
- (2) It is hereby proposed to AGM to authorize the Board of Directors to determine the coupon rate of the privately placed convertible bonds.
- (3) The basis and rationality of the private placement price: The issuance price of the privately placed convertible bonds shall be no less than 80% of the theoretical price and that the conversion price shall be no less than 80% of the higher of the following:
- A. The average closing price of the Company's common shares for one, three, or five business days immediately preceding its price determination date, and adjusted by applicable stock dividends, cash dividends and/or capital reduction.
 - B. The average closing price of the Company's common shares for the thirty business days immediately preceding its price determination date, and adjusted by applicable stock dividends, cash dividends, and/or capital reduction.
- It is hereby proposed to AGM to authorize the Board of Directors to determine the price based on the resolution of the AGM and then-current market conditions. Considering that the

privately placed securities have a three-year transfer restriction as required by Securities and Exchange Act and that the price will be set by referring to the market price of common shares, the conversion price setting arrangement shall be reasonable.

- (4)The method of selecting the specified subscribers: The Company will select the specified subscribers in accordance with Article 43-6 of Securities and Exchange Act. If a strategic investor is targeted, only those individual and/or legal entities which may help the Company in improving its technologies, developing products, reducing cost, enlarging market shares, and/or strengthen customer relationships, etc. will be selected to enhance the Company's competitiveness, business operation, and/or profitability through the strategic investors' experience, technology, knowledge, brand, or distribution channels.
- (5)The necessity of private placement: In consideration of market conditions, fund raising efficiency, costs of the offering(s) as well as equity stabilizing, private placement may be adopted as a fund raising mechanism. If the private placement is for the strategic investors, it is to maintain long-term relations with such strategic investors through the transfer restriction of shares subscribed. Also, the use of proceeds thereof shall be for the Company's business operation and/or development; and it shall be for the steadily operation of the Company as well as the interests of the shareholders.
- (6)The transfer restriction of the privately placed convertible bonds is in accordance with Article 43-8 of Securities and Exchange Act.
- (7)It is hereby proposed to the AGM to fully authorize the Chairman or his designee to handle and follow up related affairs and to represent the Company to sign any contract and/or related documents.

V. The issuance price ("Price")

When the Price over the par value of the shares ("Par value"), the premium triggered by the difference between the issue price and the Par value will be transferred to capital surplus. When the Price under the Par value, the loss triggered by the difference between the Price and the Par value will be covered according to relevant regulations.

The Price will be set according to relevant regulations, for example, the privately placed shares have a three-year transfer restriction as required by Securities and Exchange Act, etc., and the resolution of the AGM. Also, it shall be in consideration of the steadily operation of the Company, the security of the financial structure, the urgency of the capital needs, as well as the feasibility of the fund raising, and the analysis of the significant impact to our shareholders. Therefore, the price setting or the reasons for not adopting other fund raising methods in the nature of liabilities are reasonable.

Attachment 9

The Information of Nominated Directors

1. Director Candidates

Shareholders Account Number	Name - Representative of Juristic Person	Gender	Shareholdings (shares)	Education	Working Experience	Position
21	Miin Wu	Male	13,440,809	M.S. degree in Material Science and Engineering from Stanford University	<ul style="list-style-type: none"> • Founder & President of Macronix International Co., Ltd. 	<ul style="list-style-type: none"> • Chairman & CEO of Macronix International Co., Ltd. • Managing Director of Eastern Electronics Co., Ltd.
777505	Shun Yin Investment Ltd.: Representative: Masashi Kuramoto	Male	22,587,265	B.S. degree in Chemical Engineering from Doshisha University, Japan	<ul style="list-style-type: none"> • Offer Deputy Senior Manager/ASIC Business Hq of MegaChips Corporation 	<ul style="list-style-type: none"> • Director of MegaChips Corporation • Director of MegaChips LSI USA Corporation
45641	C.Y. Lu	Male	2,941,766	Ph.D. degree in Physics from Columbia University	<ul style="list-style-type: none"> • Deputy General Director of Electronics Research Lab. of Industrial Technology Research Institute • President of Vanguard International Semiconductor Co. • Senior V.P. of Macronix International Co., Ltd. • Chairman & President of Ardentec Corporation • Academia Sinica Academician • ITRI Laureate • NAI Fellow • IEEE Fellow • APS Fellow 	<ul style="list-style-type: none"> • President of Macronix International Co., Ltd. • Chairman & CEO of Ardentec Corporation
162407	Stacey Lee	Female	19,446	PhD degree in Law, University of the Pacific	<ul style="list-style-type: none"> • Adjunct Professor of National Yang Ming Chiao Tung University • Adjunct Associate Professor of Soochow University • Legislator of the 8th and 10th Legislative Yuan of Republic of China • International senior partner of Baker McKenzie • Director of Patent Attorney Association, and the Chairperson of its Cross-Strait Affair Committee • Consultant of Taiwan Straits Exchange Foundation • Commissioner of the Trade Commission of the Chinese National Federation of Industries • Consultant to the Domain Name Review Committee of the Institute for Information Industry 	<ul style="list-style-type: none"> • Representative (Director) of Mxtran Inc. • Adjunct Professor of National Yang Ming Chiao Tung University • Adjunct Associate Professor of Soochow University

Shareholders Account Number	Name - Representative of Juristic Person	Gender	Shareholdings (shares)	Education	Working Experience	Position
					<ul style="list-style-type: none"> • Consultant the VDU Office of the Ministry of Economic Affairs • Chairperson of the Northern District Fellowship and the Director of the Council for Industrial and Commercial Development • Adjunct Associate professor of Tankang University • Adjunct Associate professor of Central Police University 	
E10128****	Yan-Kuin Su	Male	-	Ph.D. in Electrical Engineering from National Cheng Kung University	<ul style="list-style-type: none"> • IEEE Fellow • SPIE Fellow • Professor & Chair of Electrical Engineering, V.P. for R&D, V.P for Academic Affairs of National Cheng Kung University • Director General of Department of Engineering and Applied Sciences, National Science Council • President of Kun Shan University 	<ul style="list-style-type: none"> • Dean of Academy of Innovativs Semiconductor and Sustainable Manufacturing of National Cheng Kung University • Emeritus Professor of National Cheng Kung University • Independent Director of Himax Technologies, Inc • Independent Director of Epileds Technologies.Inc. • Professor of Kun Shan University • Chair Professor of Kun Shan University Green Energy Technology Research Center
779945	Sung-Jen Fang	Male	457,159	PhD of Material Science and Engineering from Stanford University	<ul style="list-style-type: none"> • Senior Researcher of Texas Instruments • Vice President of United Microelectronics Corporation 	<ul style="list-style-type: none"> • Chairman of Darwin Venture Management Corporation • Independent Director of Sciencetech Corporation • Director of TECO Image Systems Co., Ltd.
810	Tom Yiu	Male	6,681,322	M.S. degree in Electronic Engineering from University of California, Berkeley	<ul style="list-style-type: none"> • Founder & President of Dynasty Technology Inc. • Senior Vice President of Macronix International Co., Ltd. 	<ul style="list-style-type: none"> • Senior V.P. & Chief Marketing Officer of Macronix International Co., Ltd. • Independent Director of Chipbond Technology Corporation
837	F.L. Ni	Male	2,067,933	M.S. degree in Electronic Engineering from University of Michigan	<ul style="list-style-type: none"> • Associate V.P. of Macronix International Co., Ltd. 	<ul style="list-style-type: none"> • Vice President of Macronix International Co., Ltd. • Director of Wolley Inc.
280338	Hui Ying Investment Ltd.	Male	1,956,619	-	-	-

2. Independent Director Candidates

ID	Name	Gender	Sharehold ings (shares)	Education	Working Experience	Position	Rationale for Nomination
T12036** **	Tyzz-Jiun Duh	Male	-	Ph.D., Graduate Institute of Forestry from National Taiwan University	<ul style="list-style-type: none"> • Director General of Department of Commerce, Ministry of Economic Affairs • Director General of Department of Industrial Technology, Ministry of Economic Affairs • Director General of Industrial Development Bureau, Ministry of Economic Affairs • Minister of Ministry of Economic Affairs • Minister of National Development Council • Vice Premier of Executive Yuan 	<ul style="list-style-type: none"> • Policy Advisor of Taiwan Electrical and Electronic Manufacturer's Association • Chief Consultant of Taiwan Transportation Vehicle Manufacturers' Association • Independent Director of CDIB Capital Group • Independent Director of USI Corporation • Independent Director of KGI Financial Holding Co., Ltd. • Independent Director of Walsin Lihwa Corporation 	-
A10038** **	Chiang Kao	Male	-	Ph.D. degree in Forest Management from Oregon State University	<ul style="list-style-type: none"> • Professor of Department of Computer Science Southwest Texas State University • President of National Cheng Kung University 	<ul style="list-style-type: none"> • Honorary Professor of Department of Industrial and Information Management of National Cheng Kung University 	Note 1
J10077*** *	Chien-Kuo Yang	Male	-	B.S. degree in Department of International Trade from Tamkang University	<ul style="list-style-type: none"> • CPA of Ernst & Young Accounting firm • Independent Director of Spirox Corporation • Independent Director of M31 Technology Corporation • Supervisor of Youngtek Electronics Corporation 	<ul style="list-style-type: none"> • CPA of Diwan & Company Accounting Firm • Chairman of Diwan Management Advisory Services Co., Ltd. • Independent Director of Leadtrend Technology Corporation • Independent Director of Andes Technology Corporation • Chairman of Tien Da Investment Co., Ltd. • Independent Director of Youngtek Electronics Corporation 	-

ID	Name	Gender	Sharehold ings (shares)	Education	Working Experience	Position	Rationale for Nomination
D22003** **	Huey-Jen Su	Female	-	Sc.D., Environmental Health Sciences, School of Public Harvard University	<ul style="list-style-type: none"> • President of National Cheng Kung University, Tainan, Taiwan • Chairperson of Presidents' Forum of Southeast and South Asia and Taiwan Universities • Chairperson of Foundation for International Cooperation in Higher Education of Taiwan • Chairperson of Academia-Industry Consortium for Southern Taiwan Science Park • Director of National Applied Research Laboratories 	<ul style="list-style-type: none"> • Professor Emeritus of National Cheng Kung University • Member of National Climate Change Committee, Office of the President, R.O.C (Taiwan) • Academician of Nicolas Copernican Academy, Republic of Poland • Advisor, International Advisory Board of Tohoku Forum for Creativity, Japan • Director of Foundation For The Advancement of Outstanding Scholarship • Independent Director of SinoPac Financial Holdings Company Limited • Independent Director of E Ink Holdings Incorporated • Independent Director of Novatek Microelectronics Corp 	-
S22121** **	Hsuan-Lien Chu	Female	-	Ph.D., Department of Accounting, National Taiwan University	<ul style="list-style-type: none"> • Managing Director, Land Bank of Taiwan • Director of National Taipei University Library • Director of Department of Continuing Education and Promotion, National Taipei University • Visiting Scholar of Paul Merage School of Business • Department Chair and Director, Department of Accounting, National Taipei University 	<ul style="list-style-type: none"> • Professor of Accounting, National Taipei University • Independent Director of Data Image Corporation • Independent Director of Mirle Automation Corporation • Independent Director of BenQ Medical Technology Corporation 	-

Note 1: Mr. Chiang Kao has professional capabilities in strategy analysis and management. The Company needs his expertise for guiding its future development by improving the decision-making quality and performance of the Board of Directors. The Board of Directors came to the conclusion that Mr. Kao still has the necessary independence and the ability to make objective judgments to serve as an independent director, contribute value and fulfill the responsibility of supervision.

Attachment 10

The Competitive Activities of the Respective Board of Directors of the 13th Term

New Item

Name	Title of other company	Main business
Shun Yin Investment Ltd. Representative : Masashi Kuramoto	MegaChips Corporation Director	IC Design
	MegaChips LSI USA Corporation Director	LSI Design
Chien-Kuo Yang	Youngtek Electronics Corporation Independent Director	IC Packaging Testing

Already Released Item

Name	Title of other company	Main business
C. Y. Lu	Ardentec Corporation Chairman & CEO	Wafer Testing
	Giga Solution Tech. Co., Ltd. Representative (Chairman)	IC Testing
	Ardentec Korea Co., Ltd. Director	Wafer Testing
	Ardentec Singapore Pte. Ltd. Director	Wafer Testing
F. L. Ni	Wolley Inc. Director	IC Design
Chien-Kuo Yang	Andes Technology Corporation Independent Director	IC Design

Appendix 1

Macronix International Co., Ltd. Articles of Incorporation

May 26, 2017
Revised by the regular shareholders' meeting of 2017

CHAPTER 1: GENERAL PROVISIONS

- Article 1: The Company is incorporated under those provisions of the Company Law relating to companies limited by shares, and is named as "Macronix International Co., Ltd."
- Article 2: The businesses engaged in by this Company shall be as follows:
The research & development, design, manufacture, testing, sale and consultation of the following products:
I. Parts and modules for integrated circuit and semi-conductors, and system application products (including integrated circuit cards (boxes) and circuit modules, etc.):
(1) IC products for telecommunication systems;
(2) IC products for personal computers and peripheral devices;
(3) Products for consumable electronic systems;
(4) Multi-media computer products;
(5) Automatic electro-mechanical integrated products.
II. Light and electric components, parts and modules.
III. Design of software and process of computer data.
IV. To engage in the import and export trading business related to this Company's businesses.
- Article 3: Upon consent of the board of directors, the Company may provide guarantees to third parties in accordance with its Operational Measures Governing Guarantees and Endorsements, which shall be separately enacted.
- Article 4: The Company's principal executive offices shall be located in the Science-Based Industrial Park in Hsinchu, Taiwan, R.O.C. The Company may, upon approval of the board of directors and competent authority, establish branch offices in Taiwan or abroad.
- Article 5: The total amount of investment made by this Company shall be exempted from the restriction provided in Article 13 of the Company Law.

CHAPTER 2: CAPITAL STOCKS

- Article 6: The Company's authorized capital is NT\$65.5 billion to be divided into 6.55 billion shares, with par value of NT\$10 per share; shares not yet issued will be issued pursuant to the decision of the Board of Directors.
650 million shares will be reserved from the above authorized capital for employee stock option to be issued pursuant to the decision of the Board of Directors.
- Article 7: The share certificate of this Company shall be issued in registered form and signed by or affixed with the seal of at least three directors and numbered accordingly. The shares won't be effective until the authentication of the competent authority or the agencies of issuance and registration under their approval.
When issuing new shares, this Company may print collaborately the total amount of the issuance, but may be exempted from printing the share certificates, including the issuance of security other than shares.

- Article 8: The handling of stock affairs of this Company shall be in accordance to the “Guidelines for Handling of Stock Affairs by Public Companies” and other relevant laws and regulations.
- Article 9: For any new shares to be issued by the Company, except those set aside to be issued for purchase by employees and others pursuant to relevant laws and regulations, the shareholders shall have the preemptive right to subscribe to the new shares in proportion to their shareholdings.

CHAPTER 3: SHAREHOLDERS’ MEETINGS

- Article 10: Shareholders’ meetings shall be convened as follows:
1. General shareholders’ meetings shall be convened by the board of directors within six (6) months following the end of each fiscal year.
 2. Special shareholders’ meetings may be convened according to the laws whenever it is necessary.
- Article 11: The chairman of the board shall preside at shareholders’ meetings if the shareholders’ meeting is convened by the board of directors. When the chairman of the board is unable to preside at a meeting, the directors present shall elect one from among themselves as proxy. If the shareholders’ meeting is convened by others with legitimate right, the one who convenes it shall preside at the meeting. When more than one conveners are present, they shall elect one from among themselves to preside.
- Article 12: Notice shall be provided to each shareholder at least thirty (30) days prior to a general shareholders’ meeting. Notice shall be provided to each shareholder at least ten (10) days prior to an extraordinary shareholders’ meeting. The notice shall state the date and venue of the meeting and the purpose or purposes for which the meeting is called.
- Article 13: Except as otherwise provided by the laws and regulations, shareholders of the Company are entitled to one vote for each capital stock.
- Article 14: Except as otherwise provided by the laws and regulations, a resolution may be adopted by the shareholders or proxy of a simple majority of the votes of the issued and outstanding capital stocks represented at a shareholders’ meeting at which the shareholders of a majority of issued and outstanding capital are present or by proxy.
- Article 15: When a shareholder of the Company is unable to attend a shareholders’ meeting for any reason, the shareholder may appoint a representative to attend such shareholders’ meeting by presenting a written proxy form, which shall specify the scope of proxy. Where one person is acting as proxy for more than two shareholders, unless such person is engaged in the trust business or other proxy institutions of stock affairs approved by the competent authority, the votes exercised by such person shall not exceed 3% of all the issued and outstanding capital stocks, and the portion in excess thereof shall not be counted.
- Article 16: The resolution adopted at the shareholders’ meeting shall, pursuant to the laws, be recorded in the minutes of the meetings which shall be signed or sealed by the chairman of the board and kept forever at the Company during its existence.
The roster of attendance and the written proxy forms shall be kept for at least one (1) year; provided, however, that shareholder file a litigation in accordance with Article 189 of the Company Law, the minutes shall be kept till the end of such litigation.
- Article 16-1: When Powerchip Semiconductor Corp. and its affiliates (individually and/or collectively “PSC”) itself serves or designates others to serve the director of this company (individually and/or collectively “PSC Director”), neither PSC nor PSC Director shall use information of this company on matters other than the operation of this company, or disclose such information to any third party. The transaction between this company and each PSC (“Transaction”) shall obtain the prior approval of more than one half of the

shareholders (other than PSC) attending the shareholders' meeting of this company. However, in the event the Transaction merely grants rights to this company, it can be proceeded if more than one half of the directors of this company (other than PSC Director) approve said Transaction and its details are reported to the following shareholders' meeting. The president of this company shall report the progress of the Transaction to the supervisor from time to time, and the negotiation and conclusion of any and all Transaction shall be represented by non-PSC supervisor(s) of this company. The Transaction is invalid if the foregoing is violated.

CHAPTER 4: DIRECTORS, SUPERVISORS AND MANAGERS

- Article 17: The Company shall have nine to fifteen directors (including at least three independent directors with the remaining being non-independent directors) to be elected by the Shareholders from nomination list, with a term of three (3) years and renewable upon re-election. Corporate shareholders may appoint representative to serve the directorship and may appoint new representative to take over as director for the remaining term of the directorship.
Compensation for the chairman, non-independent directors and independent directors shall be determined by the Board of Directors in accordance with their respective participation and contribution to the operations of the business, and the domestic and international business standards. The Company shall purchase liability insurance for the directors (including independent and non-independent).
- Article 18: The Company shall have three to four supervisors to be elected by the shareholders from a nomination list, with a term of three (3) years and renewable upon re-election. In the event an audit committee, i.e., a committee to be formed by at least three independent directors with at least one independent director specialized in accounting or finance) is established, the Company is not required to elect supervisor. In the case that supervisors have been elected, they will be terminated immediately upon the formation of the audit committee and the provisions relating to Supervisor hereof shall become void.
Compensation for supervisors shall be determined in accordance with their participation and value of contribution, and the domestic and international business standards. The Company shall purchase liability insurance for the supervisors. Corporate shareholders may appoint representative to be elected as supervisors and may appoint new representatives or supervisor to take over as supervisors for the remaining term.
- Article 19: The Directors shall elect from among themselves a board chair acting as the representative of the Company, by a majority in a meeting attended by over two-thirds of the Directors.
- Article 20: The directors' meeting shall be convened by the chairman of the board. The initial directors' meeting of each term shall be convened by the director who receives the number of ballots representing the largest number of votes. If a director is unable to attend a directors' meeting, the director may appoint another director to attend the meeting as proxy; provided, however, that the proxy shall accept the appointment of one director only. A director who lives abroad may appoint in written form another shareholder domiciled within the territory of R.O.C. to attend regularly by proxy any directors' meeting. Such appointment of proxy shall be registered with the competent authority.
If the directors' meeting is conducted in a manner of digital videoconference, the directors who participate in such conference via digital video shall be deemed be present in person.
- Article 21: The notice of directors' meeting shall specify the purposes for which the meeting is convened and the agenda. Notice shall be provided to the directors and supervisors by writing, fax or email, etc. at least seven (7) days prior to a directors' meeting, provided, however, that a special directors' meeting and a managing directors' meeting may be convened without any notice in written form as deemed necessary.

- Article 22: The chairman of the board shall preside at directors' meeting. The chairman of the board shall appoint a managing director as proxy to preside at such meetings when the chairman of the board is unable to preside. In the absence of such appointment, the directors shall elect one from amongst themselves.
- Article 23: When passing upon any resolution, each director shall have one vote. Unless the laws, regulations or articles of incorporation specifically provide otherwise, a directors' meeting at which a resolution is adopted shall be attended by a majority of the directors and a majority of those present votes in favor of such a resolution. Minutes of directors' meetings shall be prepared to record the businesses transacted at a directors' meeting.
- Article 24: Responsibility of the Board of Directors.
1. Approve the operation directives and the long term as well as short-term development plans.
 2. Review, implement and supervise the annual business plan.
 3. Approve the budget and annual financial report.
 4. Propose the increase and decrease of capital.
 5. Propose distributions of earning and/or offset of losses.
 6. Discuss and approve material agreements.
 7. Approve the purchase and disposal of material assets.
 8. Approve the distributions for technology shares.
 9. Propose amendments to these Articles of incorporation.
 10. Approve bylaws and internal rules.
 11. Approve establishment, restructure or dissolution of branch offices.
 12. Approve material capital expenditure.
 13. Hiring and dismissing managers.
 14. Convene shareholders' meeting and report on the operations of the business.
 15. Establish functional committees and approve rules regarding said committee.
 16. Other authority imposed by law or shareholders' meeting.
- Article 25: In the event the supervisor ship is established, the responsibility of such supervisor are as the following:
1. Investigate the business and financial status of the Company.
 2. Audit company documents.
 3. Supervise business implementations.
 4. Other authority imposed by law or by shareholders' meeting.
- Article 26: This Company shall have several managers (including CEO). The appointment, removal and remuneration of such managers shall be subject to relevant laws and regulations and determined by a resolution of a directors' meeting which is attended by a majority of directors and where a majority of those present votes are in favor of such a resolution.
- Article 27: The manager of this Company, within his powers and authorities, shall have the authority to manage the affairs of this Company and to sign on behalf of the said Company. The relevant authorization measures shall be stipulated by the board of directors.

CHAPTER 5: ACCOUNTING

- Article 28: The fiscal year of this Company shall commence on the first day of January each year and shall end on the thirty-first day of December. A year-end accounting statement shall be prepared at the end of each fiscal year.
- Article 29: At the end of the year, the Board of Directors shall deliver the following documents to the annual shareholders' meeting for approval in accordance with applicable laws, and submitted to the relevant government agency:
1. Business reports.
 2. Financial statements.

3. Plan to distribute surplus or to appropriate fund in case of loss.

Article 30: The Company accrued employees' compensation and remuneration of directors at the rates of 15% and no higher than 2%, for each profitable fiscal year after offsetting any cumulative losses.

Employees eligible to receive employees' compensation may include employees from the affiliated companies

The Company made profit in a fiscal year, the profit shall be first utilized for paying taxes, offsetting losses of previous years, setting aside a legal reserve 10% of the remaining profit (until the amount of the legal reserve equals the amount of the Company's paid-in capital), setting aside or reversing a special reserve in accordance with the laws and regulations.

The Company is classified under the capital intensive industry. In accordance with the long-term financial program of the Company, the above shareholders' dividends can be retained as undistributed earnings, and then be distributed in future, as determined by the shareholders at the Annual General Meeting.

Distributions shall be prioritized to take the form of cash dividends. Nevertheless, it still depends on the Company's financial, sales or operating conditions. That no more than 50% of the current year's total amount of distributable earnings can be distributed in the form of share dividends.

Article 31: Dividends and bonuses to shareholders shall be distributed to those shareholders whose names are listed on the registrar of shareholders as of the record date set for purposes of the distribution.

SECTION 6: SUPPLEMENTARY PROVISIONS

Article 32: Any rules or measures related to the articles of incorporation shall be stipulated separately by the board of directors.

Article 33: Matters not provided for in this articles of incorporation shall be undertaken in accordance with relevant laws and regulations.

Article 34: This chapter is first enacted on August 21st, 1989; first revised on April 21st, 1990; second revision on September 9th, 1990; third revision on April 27th, 1991; fourth revision on November 9th, 1991; fifth revision on July 18th, 1992; sixth revision on June 19th, 1993; 7th revision on November 27th, 1993; eighth revision on May 28th, 1994; ninth revision on June 5th, 1995; tenth revision on January 24th, 1996; eleventh revision on June 22nd, 1996; twelfth revision on May 31st, 1997; thirteenth revision on June 29th, 1998; fourteenth revision on May 3rd, 2000; sixteenth revision and seventeen revisions on May 30th, 2002; eighteenth revision on June 27th, 2003; nineteenth revision on June 18th, 2004; twentieth revision on June 30th, 2006; twenty-first and twenty-second revision on June 29th, 2007; twenty-third revision on June 10th, 2011; twenty-fourth revision on June 18th, 2015; twenty-fifth revision on May 26th, 2017.

Appendix 2

Macronix International Co., Ltd. Procedure Rules of Shareholders' Meeting

June 6, 2012

Revised by the regular shareholders' meeting of 2012

- Article 1: Shareholders' Meeting of the Company (the "Meeting") shall be conducted in accordance with these Rules and Procedures, unless the law provides otherwise.
- Article 2: A sign-in booklet has been installed for shareholders (or their respective representatives) to sign in. The number of shares in attendance shall be based on the sign-in book or the number of sign-in cards submitted. Where votes are taken in written or electronic means, unless the law requires otherwise, ballots submitted in writing or by electronic means shall be included in the aforementioned shares in attendance. Shareholders (or their respective representatives) are required to bring their attendance certification to attend the meeting. Sign-in cards or proof of appointment shall be preserved for at least one year.
- Article 3: Attendance and votes of Shareholders' Meetings shall be counted based upon the number of shares in attendance.
- Article 4: The location of Shareholders' Meetings shall be either where the Company is located, or any other place deemed convenient for the shareholders to attend and proper for holding such meeting. The Shareholders' Meetings shall be held no earlier than 9 a.m. and no later than 3 p.m. on the designated meeting date.
- Article 5: The Board of Directors shall call the Shareholders' Meetings. The chairman of the Board of Directors shall preside over the meeting. If the chairman of the Board of Directors is not available for the meeting, then the vice-chairman of the Board of Directors shall act on his/her behalf to preside over the meeting. If neither the chairman nor the vice-chairman of the Board of Directors is available for the meeting, the chairman shall designate a director of the Board of Directors to act on his/her behalf to preside over the meeting. The Board of Directors shall elect a director to act on the chairman's behalf if the chairman appoints no designee. Other than the Board of Directors, a person entitled by law to call a Shareholders' Meeting shall preside over the meeting, if and when such meeting is called, if there are two or more persons having the convening right, the chairman of the meeting shall be elected from among themselves.
- Article 6: The Company may designate legal attorneys, certified-public-accountants, or other related persons to attend the meetings. Persons handling affairs of the Meeting shall wear identification cards or badges.
- Article 7: Shareholders' meeting shall be taped or recorded, and any tape or recording shall be preserved in accordance with the law. Recording of the deliberations shall be preserved for as long as the business remains in operation.
- Article 8: Chairman shall call the Meeting to order at the time scheduled for the Meeting. If the number of shares represented by the shareholders present at the Meeting has not yet constituted the quorum at the time scheduled for the Meeting, the chairman may postpone the time for the Meeting. The postponements shall be limited to two times at most and Meeting shall not be postponed for longer than one hour in the aggregate. If after two postponements no quorum can yet be constituted but the shareholders present at the Meeting represent more than one-third of the total outstanding shares, tentative resolutions

may be made in accordance with Section 1 of Article 175 of the Company Law of the Republic of China. If during the process of the Meeting the number of outstanding shares represented by the shareholders present becomes sufficient to constitute the quorum, the chairman may submit the tentative resolutions to the Meeting for approval in accordance with Article 174 of the Company Law of the Republic of China.

- Article 9: The agenda of the Meeting shall be set by the Board of Directors if the Meeting is convened by the Board of Directors. Unless otherwise resolved at the Meeting, the Meeting shall proceed in accordance with the agenda. The chairman may announce to go into voting after the discussion of any resolution or hold certain and/or all votes of such proposals until the preceding of Motions. Such votes are not deemed to change the agenda. The above provision applies to cases where the Meeting is convened by any person, other than the Board of Directors, entitled to convene such Meeting. Unless otherwise resolved at the Meeting, the chairman cannot announce adjournment of the Meeting before all the discussion items (including special motions) listed in the agenda are resolved. However, in the event that the Chairman adjourns the Meeting in violation of these Rules and Procedures, the shareholders may designate, by a majority of votes represented by shareholders attending the Meeting, one person as chairman to continue the Meeting.
- Article 10: When a shareholder (or their respective representatives) present at the Meeting wishes to speak, a Speech Note should be filled out with summary of the speech, the shareholder's number (or the number of Attendance Card) and the name of the shareholder. The sequence of speeches by shareholders should be decided by the chairman. If any shareholder (or their respective representatives) present at the Meeting submits a Speech Note but does not speak, no speech should be deemed to have been made by such shareholder. In case the contents of the speech of a shareholder are inconsistent with the contents of the Speech Note, the contents of actual speech shall prevail. Unless otherwise permitted by the chairman and the shareholder (or their respective representatives) in speaking, no shareholder shall interrupt the speeches of the other shareholders, otherwise the chairman shall stop such interruption.
- Article 11: Unless otherwise permitted by the chairman, each shareholder shall not, for each discussion item, speak more than two times (each time not exceeding 5 minutes). Except for the prior consent of the chairman, the shareholder shall speak after all the report items listed in the agenda are reported by the chairman or his designated person. In case the speech of any shareholder violates all the above provision or exceeds the scope of the discussion item, the chairman may stop the speech of such shareholder.
- Article 12: Any legal entity designated as proxy by a shareholder(s) to be present at the Meeting may appoint only one representative to attend the Meeting. If a corporate shareholder designates two or more representatives to attend the Meeting, only one representative can speak for each discussion item.
- Article 13: After the speech of a shareholder, the chairman may respond himself/herself or appoint an appropriate person to respond.
- Article 14: The chairman may announce to end the discussion of any resolution and go into voting if the Chairman deems it appropriate.
- Article 15: If there is amendment to or substitute for a discussion item, the chairman shall decide the sequence of voting for such discussion item, the amendment or the substitute. If any one of them has been adopted, the others shall be deemed vetoed and no further voting is necessary.
- Article 16: Unless otherwise provided for in the Company Law or Company Rules, a motion approved by more than one-half of the votes constitutes final approval. The chairman rules that a resolution may be decided by either a vote or by asking for objections. In the case that

there was no objection when asked by the chairman, the issue is resolved as if approved by voting, except in the case for elections of directors or supervisors, which shall be governed by company rules regarding elections for directors or supervisors and by applicable laws. The chairman shall appoint ballot inspectors and calculation officials, and the inspectors must possess shareholder status.

- Article 17: The chairman shall appoint ballot inspectors and calculation officials, and the inspectors must possess shareholder status.
Ballots (including those for the elections) will not be announced one by one, but the result shall be announced and recorded in the meeting.
- Article 18: During the Meeting, the chairman may, at his discretion, set time for intermission.
- Article 19: The chairman may direct the disciplinary officers (or the security guard) to assist in keeping order of the Meeting place. Such disciplinary officers (or security guards) shall wear badges marked “Disciplinary Officers” for identification purpose.
- Article 20: If an air-raid warning is declared during the meeting, the chairman may announce that the meeting will be terminated and dissolved to be reconvened one hour after the warning has been lifted (or at other times announced by the chairman).
- Article 21: Where this Regulation does not specifically provide, relevant laws shall be applicable.
- Article 22: These Rules and Procedures shall be effective from the date it is approved by the Shareholders’ Meeting. The same applies in case of revision.

Appendix 3

Macronix International Co., Ltd.

Rules of the Directors / Supervisors Election

June 29, 2007

Revised by the regular shareholders' meeting of 2007

- Article 1 The directors of this Company shall be elected in accordance with the rules specified herein.
- Article 2 Election of directors of this Company shall be held at the shareholders' meeting.
- Article 3 The candidate nomination system is adopted for election of directors of this Company. All directors shall be elected by shareholders from the candidate list announced by this Company (the "Candidate").
- Article 4 The number of positions for director shall be in compliance with the Company's Articles of Incorporation.
- Article 5 Unless otherwise prescribed by the Company's Articles of Incorporation, Company's directors shall be elected through cumulative voting. The number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates. Independent and non-independent directors shall be elected at the same time, but in separately calculated numbers.
- Article 6 During the election, the chairman shall appoint vote inspectors (the "Inspector") and vote counters to take charge of inspecting and counting the votes. The ballot box used for voting shall be prepared by this Company and checked by the Inspector before voting.
- Article 7 Subject to the provisions otherwise provided for the rules specified herein, the candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a director elect (the "Electee"), and such number shall be in compliance with the Articles of Incorporation.
- Article 8 In any of the following events, this Company will notify the original candidate who acquires the number of votes secondarily to substitute for the vacancy position in writing.
(1) Any discrepancies proved by this Company; or any electee not meet paragraph 3 or paragraph 4 of Article 26-3 of Securities and Exchange Act, or relevant laws;
(2) Any electee specified in any subparagraph of Article 30 of the Company Act.
- Article 9 In the event a candidate is elected both director and supervisor for the same term, such candidate may choose either position and notify the Chairman. The candidate who acquires the number of votes secondarily will substitute for the vacancy position. If two or more persons acquire the same number of votes and the number of such persons exceeds the specified seats available, such persons acquiring the same votes shall follow the sequence decided by the Chairman to draw lots to decide who should win

the seats available, and the Chairman shall draw lots on behalf of the candidate who is not present.

- Article 10 In the event an audit committee is established, at least one independent director shall be specialized in accounting or finance. If each elected independent director is not specialized in accounting or finance, the independent director candidate who acquires the number of votes secondarily will substitute for the vacancy position.
- Article 11 This Company shall prepare the ballots with a record of the number of attendance card and votes (the “ballots”), and send to attendant shareholders.
- Article 12 If the candidate is (1) a shareholder of this Company, voters shall fill in the “candidate” column the candidate’s name and shareholder’s number; (2) not a shareholder of this Company, voters shall fill in the “candidate” column the candidate’s name, the candidate’s ID number. If the candidate is (1) a government agency or a legal entity, the full name of the government agency or the legal entity should be filled in the column; (2) the representative(s) a government agency or a legal entity, the full name of the government agency or the legal entity and the name(s) of their representative(s) should be filled in the column.
- Article 13 Ballots shall be deemed void under the following conditions:
- (1) Ballots not prepared in compliance with this Regulation
 - (2) Blank ballots placed in the ballot box
 - (3) The name filled in the ballot inconsistent with the Candidates
 - (4) Illegible writing;
 - (5) The name of the candidate filled in the ballot is incorrect (e.g. inconsistent with the shareholders’ register)
 - (6) Ballots written inconsistent with this Regulation or with other written characters in addition to Article 12
 - (7) Two or more candidates filled in the same ballot.
- Article 14 The number of votes which are not cast for candidates deem waive the voter’s right.
- Article 15 The ballots should be calculated during the meeting right after the vote casting and the results of the election should be announced by the Chairman at the meeting. Any issue with regard to the ballots or this Regulation, the Chairmen shall has right to adjudicate.
- Article 16 This Company shall issue notifications to the directors elected.
- Article 17 The provisions of this Article, except Article 10, shall apply mutatis mutandis to the election of supervisors.
- Article 18 Where this Regulation does not specifically provide, the Articles of Incorporation and relevant laws shall be applicable.
- Article 19 These rules and any revision thereof shall become effective after approval at the shareholders’ meeting.
- Article 20 These rules were enacted on July 18, 1992; 1st revision on May 30, 2002; 2nd revision on June 30, 2006; 3rd revision on June 29, 2007.

Appendix 4

Macronix International Co., Ltd. Shareholding of All Directors

1. As of the book closure date for the 2025 AGM, the issued shares were 1,855,826,441 shares (including 1,956,619 shares without voting rights pursuant to Article 179 of the Company Act).
2. Pursuant to Article 26 of the Securities and Exchange Act and the “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies”, the total shareholding of all directors shall not be less than 2.4% of the total issued shares, i.e., 44,539,834 shares.
3. The Company has established Audit Committee, and therefore the minimum shareholding requirements for supervisors do not apply.
4. As of the book closure date for the 2024 AGM, the shareholding of individual directors and all directors recorded in the shareholders’ register is as follows:

As of March 25, 2025

Position	Name	Shares	Shareholding ratio
Chairman	Miin Wu	13,440,809	0.72%
Director	Shun Yin Investment Ltd. Representative: Masashi Kuramoto	22,587,265	1.22%
Director	C.Y. Lu	2,941,766	0.16%
Director	Achi Capital Limited	902,456	0.05%
Director	Chien Hsu Investment Corporation	811,421	0.04%
Director	Cho-Ho Wei	-	-
Director	Yan-Kuin Su	-	-
Director	Sung-Jen Fang	457,159	0.02%
Director	Tom Yiu	6,681,322	0.36%
Director	F.L. Ni	2,067,933	0.11%
Director	Hui Ying Investment Ltd.	1,956,619	0.11%
Independent Director	Tyzz-Jiun Duh	-	-
Independent Director	Chiang Kao	-	-
Independent Director	Cheng-Wen Wu	-	-
Independent Director	Chien-Kuo Yang	-	-
Total Shareholding of all Directors		51,846,750	2.79%