# **Meeting Notice**

## for

# **Annual Shareholders' Meeting**

(Summary Translation)

The 2023 Annual Shareholder's Meeting (the "Meeting") of Transcend Information, Inc. (the "Company") will be convened at 9:00 a.m., Friday, June 16, 2023 at the Company Headquarters (located in 1F, No. 70, XingZhong Rd., NeiHu Dist., Taipei 114, Taiwan).

- 1. The agenda for the Meeting is as follows:
  - I. Report Items
    - (1) To report the business of 2022.
    - (2) Audit Committee's Review Report.
    - (3) To report 2022 employees' profit sharing bonus and directors' compensation.
    - (4) The status of endorsements and guarantees provided by the Company.
    - (5) Cash distribution from 2022 retained earnings.
    - (6) Cash distribution from capital surplus.
  - II. Proposed Items
    - (1) Adoption of 2022 Business Report and Financial Statements.
    - (2) Adoption of the proposal for distribution of 2022 earnings.
  - III. Discussion Items
    - (1) To approve the amendments to "Procedures for Acquisition and Disposal of Assets".
    - (2) Issuance of Restricted Stock Awards.
  - IV. Other Business and Special Motion
- 2. The major items of the report for cash distribution of 2022 profits adopted at Board of Directors meeting are as follows:
  - I. Cash dividends to common shareholders: Each common shareholder will be entitled to receive a cash dividend of NT\$4.80 per share.
  - II. Cash distributions from capital surplus: Each common shareholder will be entitled to receive NT\$0.80 per share.
  - III. Total of the above is NT\$5.60 per share.
- 3. Please refer to attachment for the explanation of the adoption of the Employee Restricted Stock Awards.
- 4. Enclosed please find each one copy of the Notice of Attending the Regular

Shareholders' Meeting and a Proxy Letter at your disposal. If you want to attend the said meeting in person, please sign or affix your seal on the said Notice of Attending the Regular Shareholders' Meeting and bring it to the meeting place on the meeting day to report your attendance; If you want to assign a proxy to attend the said meeting, please fill out the attached Proxy Letter indicating the name and address of the proxy appointed by you and provide your personal signature or seal on the Proxy Letter and mail the Proxy Letter within five days prior to the calling of the shareholders' meeting to the Agency of our Stock Capitals, the Transfer Agency Department of CTBC Bank, so that the Agency can send out the Sign-in cards of Attendance to that proxy appointed by you.

- 5. If any situation for the case of seeking the Power of Attorney in public, which case the Company will submit to S.F.I. (Website: http://free.sfi.org.tw) on May 16, 2023. Please go on the website if requiring any further information.
- 6. Shareholders may exercise voting rights by electronic means. The period would be from May 17, 2023 to June 13, 2023. Please log in Taiwan Depository & Clearing Corporation "E-voting platform for shareholders" (<a href="https://www.stockvote.com.tw">https://www.stockvote.com.tw</a>) and follow the instructions.

Yours faithfully, Board of Directors, Transcend Information, Inc.

### Attachment

Terms of Restricted Stock Awards are as the following:

### A. Total amount of issuance:

The total number of shares issued by the Company under this plan shall be 3,000,000 common shares, each share having a par value of NT\$10, for a total amount of NT\$30,000,000.

### B. Terms and conditions:

- 1. Expected issue price: The current issue is gratuitous.
- 2. Vesting conditions:

Employees who, after subscribing for restricted stocks, are still employed as of each grant date and did not have any violation against the Company's employment agreement, employees' code of conduct, the depository agreement, corporate governance best practice principles, ethical corporate management best practice principles, work rules, non-competition and non-disclosure undertaking or other contractual agreements with the Company during the following period as recognized by the Company, shall be vested 100% if having been employed for two years since the grant date of each year, while the vesting unit is one share.

- 3.Measures to be taken when employees fail to achieve the vesting conditions or in the event of inheritance: The Company will redeem the issued restricted stock awards and cancel the full number of share in accordance with the terms of the issuance rules set by the Company
- C. Qualification requirements for employees:
  - 1.Full-time employees of the Company and full-time employees of domestic or foreign controlled or affiliated companies who are already employed on the date that the restricted stock awards are awarded
  - 2.The actual number for eligible employees' subscriptions will be based on seniority, job level, work performance, overall contribution, operation situations and other reference factors needed for management, in consideration of the Company's operational needs and development strategies needed for business, and will be reviewed by the Chairman and submitted to the Board of Directors for approval. For directors and managerial officers who are employees, the number for subscriptions shall be first approved by the Remuneration Committee and then approved by the Board of Directors. For employees who are not directors or managerial officers, the number for subscriptions shall be first approved by the Audit Committee and then approved by the Board of Directors
  - 3. The sum of the cumulative number of shares granted to each employee shall be in accordance with the applicable laws and regulations in Offering Regulations
- D. The reason why it is necessary to issue restricted stocks for employees:

  In order to attract and retain professional talent needed for the Company, incentivize

- employees and increase employee cohesion for mutually improving both the Company's and shareholders' interests and ensuring alignment of employee interests and shareholders' interests.
- E. Calculated expense amount and impact on dilution of EPS or other factors affecting shareholder's equity:

If based on the May 2, 2023 closing price, NT\$71.5, the annual amortized expenses from 2024 to 2026 will be projected as: NT\$71,990 thousand, NT\$107,250 thousand and NT\$35,260 thousand, respectively with the total amounts of NT\$214.5 million. As of May 2, 2023, the Company's issued outstanding shares are 429,061,675 shares, the dilution from 2023 to 2026 will be projected as: NT\$0.17, NT\$0.25 and NT\$0.08, respectively. There is limited dilution of the Company's future EPS, and there is no material impact on existing shareholder's equity.