

# **AIR ASIA Company Limited**

## **Articles of Incorporation**

### **Chapter I      General Provisions**

Article 1. The Company shall be organized in accordance with the provisions of the Republic of China Company Act relating to companies limited by shares, and shall be named 亞洲航空股份有限公司, 亞洲航空 to be call in short. Its English name shall be “AIR ASIA COMPANY LIMITED”, AIR ASIA or AACL be called in short.

Article 2. The Company operates the following business:

CD01060	Aircraft and Parts Manufacturing
I101100	Aviation Consultancy
F214070	Aircraft & Parts Retailing
F114070	Wholesale of Aircraft and Parts
JE01010	Rental and Leasing Business
ZZ99999	All businesses that are not prohibited or restricted by law, except those subject to special approval
G501020	Civil Aviation Agency
G799990	Other Supporting Services to Transportation
F112060	Airport, Harbor and Industry Port Gasoline Stations
J201051	Approved Training Organizations
CC01080	Electronics Components Manufacturing
CC01990	Other Electrical Engineering and Electronic Machinery Equipment Manufacturing
CE01010	General Instrument Manufacturing
CE01030	Optical Instruments Manufacturing
CE01990	Other Optics and Precision Instrument Manufacturing
F219010	Retail Sale of Electronic Materials

Article 2-1. The total amount of its re investment is not subject to the restriction on the 40% of re investment amount as prescribed by paragraph 2 of Article 13 of Company Act.

Article 2-2. The Company may require external guarantees as needed.

Article 3. The Company’s head office is located in Tainan City (Taiwan, R.O.C.), and branch offices or factory may be set up inside and outside of the country when necessary upon a resolution of the Board of Directors.

Article 4. Public announcements of the Company shall be made in accordance with Article 28 of Company Art.

## **Chapter II      Shares**

Article 5. The overall capital size of the Company is set at NT\$2.4 Billion, including 240 million (240,000,000) shares at a par value of NT\$10 per share; the Board of Directors be authorized to the number of shares may be issued in installments.

Article 6. The Company issuing and printing shares shall assign its share certificates with serial numbers, shall indicate the following particulars on such share certificates, and the share certificates shall be affixed with the signatures or personal seals of the Director representing the Company, and shall be duly certified or authenticated by the bank. The Company not printing its share certificate in accordance with the provision of the preceding paragraph shall register the issued shares with a centralized securities depository enterprise and follow the regulations of that enterprise.

Article 6-1. In the case of Company decide to cease the public issue of shares, pursuant to paragraph 1 of Article 156-2 of the Company Act, shall propose to shareholders' meeting for resolution.

Article 7. Transfer of shares shall not be set up as a defense against the Company, unless the name/title and residence domicile of the transferee have been recorded in the shareholders' roster.

Article 8. The entries in the shareholders' roster referred to in the preceding paragraph shall not be altered within sixty (60) days prior to the convening date of a regular meeting of shareholders, or within thirty (30) days prior to the convening date of a special meeting of shareholders, or within five (5) days prior to the target date fixed by the Corporation for distribution of dividend, bonus or other benefits.

## **Chapter III      Shareholders' Meetings**

Article 9. The Shareholders' meeting of the Company includes the general meeting of shareholders and the special meeting of shareholders. A general meeting shall be held at least annually and called by the Board of Directors (the "Board") within six (6) months following the end of a fiscal year.

Article 10. Notice shall be sent to all shareholders for the convening of Shareholders' meetings. For the general meeting of shareholders, any meeting notice shall be given at least thirty (30) days before the meeting date; and at least fifteen (15) days in advance for the special meeting.

Article 11. Unless otherwise specifically provided by the Company Act or by applicable law, the resolution of Shareholders' meetings shall be adopted if it is approved by the vote of a majority of the shareholders present at a meeting at which a quorum of more than one-half (1/2) of the total outstanding shares held by attending

shareholders is met.

Article 11-1. When the Company holds a Shareholders' meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic means in accordance with the provision of Article 177-2 of the Company Act regarding companies that shall adopt electronic voting:

When the Company holds a Shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence). When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the Shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extempore motion and amendments to original proposals.

Article 12. A shareholder may appoint a proxy to attend a Shareholders' meeting in his/her/its behalf by executing a power of attorney stating therein the scope of power authorized to the proxy.

Article 13. The Chairman of the Company shall preside Shareholders' meetings. In the event the Chairman is on leave or absent or unable to attend the meeting in person, a Board Director shall be designated to act on the behalf of the Chairman at the meeting. In the absence of such a designation, the Directors of the Board shall elect from among themselves an acting Chairman.

#### **Chapter IV      Directors and Other functional committees**

Article 14. The Board shall consist of seven (7) to eleven (11) Directors with at least one (1) Director of a different gender. The term for all Directors is for three (3) years, renewable upon re-election. Independent Directors are limited to serving a maximum of three (3) consecutive terms. The above-mentioned number of Directors of the Company shall consist of at least four (4) Independent Directors, and shall not less than one third of the total number of Directors. In case a candidates' nomination system is adopted by the Company for election of the Directors (Including Independent Directors) of the Company, the adoption of such system shall be expressly stipulated in the Articles of Incorporation of the Company.

Article 15. The Board of Directors shall elect a Chairman of the Board Directors from among the Directors by a majority vote at a meeting attended by over two-thirds of the

Directors, and may also elect in the same manner a Vice Chairman of the Board in accordance with the provisions of the Articles of Incorporation. In case the Chairman of the Board of Directors is on leave or absent or cannot exercise his power and authority for any cause, the provisions of Article 208 of Company Art.

Article 16. The Company has implemented General Manager Responsibility System, the execution of the business is the responsibility of the general manager. The Company's business policy and other major issues shall be decided by the Board of Directors. Except for the first time the Board of Directors of each session is handled in accordance with Article 203 of the Company Act, the rest is convened by the chairman of the Board of Directors.

Article 17. Unless otherwise provided for in the Company Act, resolutions of the Board of Directors shall be adopted by a majority of the Directors at a meeting attended by a majority of the Directors. All Board Directors shall attend Board meetings in person; if attendance in person is not possible, they may, pursuant to the Company's articles of incorporation, appoint another Director to attend as their proxy. Attendance via tele- or video-conference is deemed as attendance in person.

Article 18. Pursuant to Article 14-4 of the Securities Exchange Act, the Company shall establish either an Audit Committee or a supervisor. The Audit Committee shall be composed of the entire number of Independent Directors.

Article 18-1. The compensation paid to Directors for their services shall be determined by the Board with recommendations from the Remuneration Committee and consideration of the Directors' participation in and devotion to the operation of the Corporation and the Company's operating performance as well as with reference to the common practical standards.

Article 18-2. The Company shall create a Remuneration Committee and any number of functional committees. The Board shall set forth, by resolution(s), the requirements applicable for developing committee bylaws.

#### **Chapter V      Managerial Personnel**

Article 19. The Company may have one or more managerial personnel in accordance with Articles of Incorporation. Appointment and discharge and the remuneration of the managerial personnel shall be decided in accordance with Article 29 of Company Act.

Article 20. (Deleted)

#### **Chapter VI      Accounting**

Article 21. The Company's fiscal year shall be from January 1 of each year to December 31 of

the same fiscal year. At the close of each fiscal year, the Board of the Directors shall prepare Business report, the financial statements and the stock dividend distribution or loss off-setting proposals to the Shareholders' meeting for ratification.

Article 22. In the case of a profit, the Company shall set aside 1%~3% of the profit to be compensation for employees. If there are accumulated losses, the value to make up for the losses should be set aside first, reserved in advance to offset the deficits. In addition to the provisions of the preceding paragraph, an additional 1% of profits shall be set aside as compensation distributions for non-executive employees.

Article 22-1. In the case of a profitable fiscal year, the Company shall pay taxes in accordance with the law, make up accumulated deficits, then allot 10% to the statutory surplus reserve, except for the statutory surplus reserve has reached the total paid-in capital of the Company. In accordance with regulations, the remaining balance shall be appropriated or reversed special reserves. If there is still surplus, and accumulated undistributed earnings, the Board of Directors shall submit an allocation proposal. If dividend is distributed in issued new shares, shall be made in accordance with the provisions of Article 214 of the Company Law. If dividend is distributed in cash, shall be made in accordance with the provisions of Article 23-2 of Article of Incorporation.

Article 23. The Company's dividend policy is based on the principle of stability and balance. In addition to considering the profit of the shareholders, the Company shall take into account the impact of the Company's operations. The Company allocates the at least 50% annual distributable surplus to shareholders' dividend according to factors such as financial, business and operational aspects. The distribution of surplus is prioritized by cash dividends and may also distribute by stock dividends. However, the proportion of stock dividends shall not higher than 50% of the total dividends. In case there are no earnings for distribution in a certain year, or the earnings of a certain year are far less than the earnings actually distributed by the Company in the previous year, or considering the financial, business or operational factors of the Company, the Company may allocate a portion or all of its reserves for distribution in accordance with relevant laws or regulations or the orders of the authorities in charge.

The Board meeting shall be attended by two-thirds of the total Directors, and resolved by a majority votes at the Board meeting, to distribute dividends and bonuses in whole or in part to be paid in cash, and report to the Shareholders' meeting.

Article 24. Rules governing the organization of the Company as well as other important bylaws shall be prescribed separately by the Board of Directors.

Article 25. Matters not prescribed under this Articles of Incorporation shall be governed by and construed in accordance with the provisions of Company Act.

Article 26. This Articles of Incorporation was agreed upon and signed on October 31, 1954. The first amendment was made on February 9, 1955. The second amendment was made on June 18, 1956. The third amendment was made on February 6, 1959. The fourth amendment was made on April 1, 1959. The fifth amendment was made on July 28, 1959. The sixth amendment was made on January 24, 1966. The seventh amendment was made on June 28, 1967. The eighth amendment was made on June 7, 1968. The ninth amendment was made on August 14, 1972. The tenth amendment was made on July 31, 1973. The eleventh amendment was made on April 28, 1975. The twelfth amendment was made on August 27, 1975. The thirteenth amendment was made on April 12, 1976. The fourteenth amendment was made on December 4, 1986. The fifteenth amendment was made on April 20, 1987. The sixteenth amendment was made on September 14, 1987. The seventeenth amendment was made on September 30, 1987. The eighteenth amendment was made on June 2, 1988. The nineteenth amendment was made on July 29, 1988. The twentieth amendment was made on May 8th, 1989. The twenty-first amendment was made on May 8th, 1992. The twenty-second amendment was made on February 24, 1994. The twenty-third amendment was made on December 16, 1994. The twenty-fourth amendment was made on May 7th, 1999. The twenty-fifth amendment was made on April 26, 2000. The twenty-sixth amendment was made on April 29, 2002. The twenty-seventh amendment was made on June 20, 2003. The twenty-eighth amendment was made on June 28, 2005. The twenty-ninth amendment was made on June 24, 2008. The thirty amendment was made on June 15, 2012. The thirty-first amendment was made on December 17, 2012. The thirty-second amendment was made on June 8, 2016. The thirty-third amendment was made on June 19, 2017. The thirty-fourth amendment was made on September 25, 2017. The thirty-fifth amendment was made on June 11, 2018. The thirty-sixth amendment was made on June 17, 2019. The thirty-seventh amendment was made on June 17, 2020. The thirty-eighth amendment was made on September 23, 2020. The thirty-ninth amendment was made on August 25, 2021. The fortieth amendment was made on June 15, 2022. The forty-first amendment was made on May 23, 2023. The forty-second amendment was made on June 26, 2024. The forty-third amendment was made on June 17, 2025.

Article 26-1. This Articles of Incorporation, Articles 14, 18, 18-1 of Chapter 4 and Article 21 of Chapter 6 was amended and approved on June 15, 2012, shall be applicable after the expiration of the term of the Directors and supervisors elected on the July 30, 2009. However, if the Shareholders' meeting decides to re-elect all Directors in advance, the revised provisions shall apply.