

Insyde Software Corp.

2021 Annual General Shareholders Meeting Minutes

(This document is prepared in accordance with the Chinese version and is for reference only. In the event of any inconsistency between the English version and the Chinese version, the Chinese version shall prevail.)

Meeting Time: 9:30 a.m. on July 22, 2021

Place: 16F., No.120, Sec. 2, Jianguo N. Rd. Taipei, 104, Taiwan, R.O.C.

Attendants: Total outstanding shares: 38,043,488 shares, total shares represented by shareholders present in person or by proxy: 20,012,000 shares (votes casted electronically 13,693,507 shares).

Percentage of shares held by shareholders present in person or by proxy: 52.60%. The aggregate shareholding of the shareholders present constituted a quorum.

Board members and Supervisors attendance list:

Independent Directors : Yeh Shun Fa

Directors : Wang Chih Kao , Fu Chiang-Sung, Huang, Mei Chin, Wang Chien Chih

Supervisors : Shao Chien Hua

The Chairman called the meeting to order.

I. Chairman's Address (omitted).

II. Report Items

1. 2020 Business Report (Appendix 1)
2. Supervisor's Review Report of the 2020 Financial Statements. (Appendix 2 、 3)
3. 2020 Employee and Directors and Supervisors' remunerations Report.
4. 2020 – The 1st Domestic Private Placement of Convertible Bonds Report.
5. Amendment to the Operational for Rules of Procedure for Board of Directors Meetings report. (Appendix 4 、 5)
6. Amendment to the Operational for Codes of Ethical Conduct report. (Appendix 6 、 7)

III. Ratification Items

1. (Proposed by the Board)

Proposal : Adoption of the 2020 Annual Business Report and Financial Statements.

Explanation :

1. Insyde Software' Financial Statements , including the balance sheet, income statement, statement of changes in shareholders' equity, and statement of cash flows, were audited by independent auditors, Melody Chen and Jeff Chen of KPMG Certified Public Accountants. Also The Business Report and Financial Statements have been approved by the Board and examined by the Supervisors of the Company.
2. The 2020 Business Report, independent auditors' audit report, and the above-mentioned Financial Statements are attached to the Meeting Agenda as Appendix 1 and 2

Voting Results : Shares represented at the time of voting : 20,012,000

Voting Results	% of the total represented share present
Votes in favor : 18,798,188 votes (include votes casted electronically : 12,479,695 votes)	93.93%

Votes against : 10,556 votes (include votes casted electronically : 10,556 votes)	0.06%
Votes invalid : None	0%
Votes abstained : 1,203,256 votes (include votes casted electronically : 1,203,256 votes)	6.01%

***including votes casted electronically(numbers in brackets)**

RESOLVED, that the above proposal be and hereby was approved as proposed.

2. (Proposed by the Board)

Proposal : Adoption of the Proposal for Distribution of 2020 Profits.

Explanation :

1. The Board has adopted a Proposal for Distribution of 2020 Profits in accordance with the Corporate Charter.
2. Proposed dividend to shareholders is NT\$ 133,152,208.
The 2020 Profit Allocation Proposal as the following.

Insyde Software Corp.
PROFIT DISTRIBUTION TABLE
Year 2020

Unit: NTD \$

	Amount
Retained earnings of prior years	\$ 30,317,141
Less : adjustments	(1,870,101)
After adjustments retained earnings	28,447,040
Add : 2020 Net profit for this year	154,102,702
Less : Legal reserve	(15,410,270)
Less : Special reserves	(10,640,816)
Distributable net profit	<u>156,498,656</u>
Distributable items :	
Cash dividend (\$3.50/Share)	<u>(133,152,208)</u>
Unappropriated retained earnings	<u>\$ 23,346,448</u>

Responsible person :

Manager :

Chief Accountment :

3. The cash dividend distribution will be calculated to the nearest NT dollar, the remainder will be transferred into the shareholders equity account.
4. Subject to the approval of the regular shareholders' meeting, the ex-dividend date for the cash dividend distributions would be decided by the Board.
If the number of total shares outstanding, prior to the ex-dividend date for the distribution, has changed due to the repurchasing of shares by the Company, or the transfer of treasury shares to employees, or the conversion of shares from domestic convertible bonds, etc., such that the ratios of the stock dividends and cash dividends are affected and must be adjusted, the Board is authorized to make such adjustments.
5. The Board is authorized to make any necessary amendments to the due to the needs of actual practices or by the instructions of the competent authority.

Voting Results : Shares represented at the time of voting : 20,012,000

Voting Results	% of the total represented share present
Votes in favor : 18,948,194 votes (include votes casted electronically : 12,629,701 votes)	94.68%
Votes against : 10,555 votes (include votes casted electronically : 10,555 votes)	0.06%
Votes invalid : None	0%
Votes abstained : 1,053,251 votes (include votes casted electronically : 1,053,251 votes)	5.26%

***including votes casted electronically(numbers in brackets)**

RESOLVED, that the above proposal be and hereby was approved as proposed.

IV. Discussion Item

1. Proposal: (Proposed by the Board of Directors)

Proposal to Issue a new Private Placement of Convertible Bonds. (The new Private Placement of Convertible Bonds is attached as Appendix 8 and Appendix 9.)

Voting Results : Shares represented at the time of voting : 20,012,000

Voting Results	% of the total represented share present
Votes in favor : 18,747,167 votes (include votes casted electronically : 12,428,674 votes)	93.67%
Votes against : 217,574 votes (include votes casted electronically : 217,574 votes)	1.09%
Votes invalid : None	0%
Votes against : 1,047,259 votes (include votes casted electronically : 1,047,259 votes)	5.24%

***including votes casted electronically(numbers in brackets)**

RESOLVED, that the above proposal be and hereby was approved as proposed.

2. Proposal: (Proposed by the Board of Directors)

Amendment to the Operational Procedures for Shareholder Meeting. Please proceed to discuss. (In order to conform to the needs of commercial practice, the company hereby proposes to amend the Operational Procedure for Shareholder Meeting. Please refer to Appendix 10 and Appendix 11.)

Voting Results : Shares represented at the time of voting : 20,012,000

Voting Results	% of the total represented share present
Votes in favor : 18,951,171 votes (include votes casted electronically : 12,632,678 votes)	94.69%
Votes against : 10,574 votes (include votes casted electronically : 10,574 votes)	0.06%
Votes invalid : None	0%
Votes against : 1,050,255 votes (include votes casted electronically : 1,050,255 votes)	5.25%

***including votes casted electronically(numbers in brackets)**

RESOLVED, that the above proposal be and hereby was approved as proposed.

3. Proposal: (Proposed by the Board of Directors)

Amendment to the Operational Procedures for Election of Directors and Supervisors. (Change the rule name to Procedures for Election of Directors. Please proceed to discuss.

(In order to conform to the needs of commercial practice, the company hereby proposes to amend the Operational Procedures for Election of Directors and Supervisors. (Change the rule name to Procedures for Election of Directors. Please refer to Appendix 12 and Appendix 13.)

Voting Results : Shares represented at the time of voting : 20,012,000

Voting Results	% of the total represented share present
Votes in favor : 18,951,152 votes (include votes casted electronically : 12,632,659 votes)	94.69%
Votes against : 10,592 votes (include votes casted electronically : 10,592 votes)	0.06%
Votes invalid : None	0%
Votes against : 1,050,256 votes (include votes casted electronically : 1,050,256 votes)	5.25%

***including votes casted electronically(numbers in brackets)**

RESOLVED, that the above proposal be and hereby was approved as proposed.

V. Questions and Motions : None.

VI. Adjournment: 9:51am.

Chairman: Wang Chih Kao

Recorder: Lee Pei Yen

系微除持續穩定既有 InsydeH2O 於筆電產品的市佔外，深耕少數仍不是本公司客戶的國際筆電大廠多年後已漸有較大量的營收斬獲，疫情影響下雲端經濟模式相關產業之綜效，帶動於伺服器產品之營收，在全體同仁努力下，營運結果為每股盈餘 4.05 元，此份成績單與各位股東分享

未來系微仍將努力固守既有 InsydeH2O 於各產品領域的業務外，旗下伺服器 Supervyse 系統管理平台解決方案、提供雲端伺服器穩固的系統管理基礎，可實現外部遠端平台管理。系微 Supervyse 的加入，提升了系微在伺服器解決方案的完整性，將有助於此領域市佔率穩定成長。同時本公司亦開始提供原有企業客戶使用 InsydeH2O 相關的雲端服務!

有鑒於產業發展瞬息萬變，產品與技術日新月異，系微除不遺餘力從內部發展新事業、新技術與強化組織能力外，也不排除透過購併與結盟等方式，以更快速進入市場滿足客戶需求，故公司在股東會提出私募可轉換公司債的議案，以保留尋找購併、結盟及技術性策略伙伴的可能性與契機。

展望今（2021）年，本公司將持續努力在各項產品如筆記型、桌上型電腦、伺服器、工業電腦及嵌入式裝置提高 BIOS/UEFI 市佔率之外。系微旗艦產品 InsydeH2O 及 Supervyse 可望迎接物聯網（Internet of Things, IoT）、5G 產業、人工智慧及深度學習的龐大商機。最後，感謝各位股東對系微公司的厚愛與支持，全體同仁將更加努力以厚植實力，來創造最大利潤與全體股東分享，敬祝各位股東身體健康 萬事如意。

董事長：王志高

一〇九年度（前一年度）營業結果

一、營業計劃實施成果

單位：新台幣仟元

項目	108年實際	109年實際	增(減)%
營業收入	959,482	1,130,536	17.83
營業成本	148,539	208,455	40.34
營業毛利	810,943	922,081	13.70
營業費用	697,106	716,874	2.84
營業利益	113,837	205,207	80.26
營業外收入(支出)	3,353	(6,020)	(179.54)
稅前淨利	117,190	199,187	69.97
稅後淨利	88,336	154,103	74.45

本期營業結果為稅後淨利 154,103 仟元，本期因耕耘國際筆電大廠多年，已漸進入量產，且亦受惠疫情影響經濟模式，伺服器產品項目業績亦表現亮眼，致營業額較上期增加 17.83%，業外收入因受匯率變化影響較上期減少約 9,373 仟元，本公司行業特性，營收為營運結果之重要關鍵影響，在營收成長帶動下，營運結果最終以每股盈餘 4.05 元與全體股東分享之。

二、預算執行情形：本公司民國一〇九年度營業結果於內部經營團隊與全體同仁共同努力下，營業額成長，並達成原擬定之預算目標。

三、財務收支及獲利能力分析

單位：新台幣仟元

	項目	108年度	109年度
財務收支	利息收入	6,527	4,217
	利息支出	1,894	2,856
獲利能力	資產報酬率(%)	8.84	13.93
	股東權益報酬率(%)	12.95	21.21
	稅前純益佔實收資本額比率(%)	30.80	52.36
	純益率(%)	9.21	13.63
	每股盈餘(元)	2.32	4.05

四、研究發展狀況

本公司產品 InsydeH20 的開發，與 Intel、AMD 及 Microsoft 等 PC 大廠有著密切的關係，持續搭配硬體及作業系統開發時間表推出新產品，研發計畫亦因應 PC 大廠產品規劃而隨時調整，彈性化的 InsydeH20 設計架構，也是業界首創、支援跨平台的第一個量產的 UEFI BIOS 產品，可同時支援 Windows 及 Linux 等作業系統，目前 InsydeH20 已經成為 PC 市場中，主要搭載於筆記型電腦、2 合 1 筆電及平板電腦的 UEFI BIOS，本公司今年亦持續投入資源在伺服器及嵌入式系統 UEFI BIOS 的開發，並掌握初期開發的時機與微處理器及晶片組公司合作，以爭取時效來獲得客戶的支持及更多業績成長空間，進而擴充營運規模。

本公司持續與 Intel 及 Microsoft 緊密合作，針對新平台及新作業系統開發對應的 InsydeH20 UEFI BIOS，包括支援 Intel Thunderbolt 4、Wi-Fi 6、Xe Graphics、Modern Standby 等新技術及 UEFI 新規格，InsydeH20 已經搭載於多款採用 Intel 第 11 代 Core i 處理器的筆記型電腦及 2 合 1 筆電出貨，包含各大 PC 品牌的電競筆電、輕簿筆電，例如通過 Intel「Project Athena」雅典娜創新計畫第二版規範驗證的 Intel Evo 高階筆記型電腦產品；本公司也與 AMD 共同合作開發支援最新 Ryzen 4000/5000 Zen3 架構系列處理器的 InsydeH20 UEFI BIOS，陸續於 2020/2021 年搭載於 PC 品牌的 DT/AIO/NB 及遊戲桌機等產品出貨；同時，本公司與代工廠合作開發搭載 Qualcomm 處理器的筆記型電腦產品已於 2020 年量產出貨，預期搭載 Intel、AMD、Qualcomm 及 Microsoft 最新科技的個人電腦產

品將能為公司帶來新的業績成長動能。

隨著 5G 時代即將來臨及雲端服務應用的普及，終端與雲端、核心網互聯，在 5G 與物聯網時代，計算能力進一步前移，雲與終端之間產生了邊緣層，提供邊緣計算的能力，數據中心和運營商目前正積極關注邊緣計算技術，同時帶動邊緣計算伺服器需求興起，根據 B2B 分析師 MarketsandMarkets 的數據，到 2022 年，邊緣計算市場的價值將達到 67.2 億美元，年複合增長率 35.4%，各家伺服器廠商正積極的布局邊緣伺服器。

本公司的伺服器機房設備管理系統 Supervyse，亦配合市場的需求及新的規範，包含了新一代的業界標準 Redfish 持續更新，今年我們將更專注於安全性相關開發來因應終端客戶對於安全層級的重要指標需求，此外我們持續和更多的第三方硬體原件的支援，如磁碟陣列卡，新型的固態硬碟，PCIe 交換器等，以提供客戶更完善的產品服務。

在中美貿易戰的局勢下，中國加速中國自有 CPU 的發展也將快速的推進，我們亦投入研發能量在布局這個新的市場與機會，在公司多年的專業技術研究上深得中國客戶與廠商的高度讚賞，因此獲得主要中國 CPU 供應商的合作機會，一同迎向雙贏的成果。

一一〇年度（本年度）營業計劃概要

一、經營方針

- (一) 持續優化源始碼架構及開發 UEFI BIOS 客製化軟體，協助 ODM 有效率的開發系統 BIOS，以確保 ODM 和 OEM 筆記型電腦製造商能持續採用 InsydeH2O。
- (二) 開發 BIOS 自動測試系統，進一步提高經營效率及產品品質，使客戶滿意且認同 InsydeH2O 所帶給雙方之利益，橫向擴展於各大廠產品線的廣度，持續擴大市場佔有率。
- (三) 全力支援伺服器及嵌入式系統 BIOS 及 BIOS 外其他相關軟體，提供最完整且全面的服務。

經過過去多年的努力，UEFI 架構於筆記型電腦之領域已取代傳統 Legacy BIOS，在全球各大知名筆電公司合作並導入量產，伴隨著本公司將有更完備的產品技術規劃，InsydeH2O 韌體技術擴大運用至支援伺服器、工業電腦及嵌入式系統，以因應更廣大客戶的需求。

二、預期銷售數量及其依據

本公司提供客戶專用母版及授權標籤，依量計費外，尚有一次收取專用母版之授權費，由客戶於一定期間內，自行複製使用之數量，除此型態之銷貨收入外，尚有提供原始程式碼及專業技術服務之業務收入，故本公司提供預期銷售數量較不具意義。

三、重要之產銷政策

(一) 銷售政策

1. 進行新產品研發並強化自我品牌形象，以擴大市場規模及佔有率。
2. 積極擴充行銷通路，並先後透過經銷商將產品打入日本、中國大陸、歐洲等地市場，未來將持續導入新產品，以建立完整行銷通路之運籌。

(二) 產品研發策略

1. 未來將持續掌握新一代的晶片組和微處理器及新一代的作業系統之發展方向為藍圖，以發展出符合主流產業標準之產品與技術。
2. BIOS 延伸產品之開發。

未來公司發展策略

本公司產品 InsydeH2O 經過過去數年的努力，已逐漸導入主要筆記型電腦品牌大廠之產品，於筆記型電腦之產業地位已與其他同業不分軒輊。

目前本公司正努力穩固於 BIOS 產業在筆記型電腦之全球市佔率外，並積極切入伺服器及嵌入式系統 BIOS 及 BIOS 外其他相關軟體開發領域，期望自身未來目標成為提供軟韌體完整解決方案之國際級軟體公司。

受到外部競爭環境、法規環境及總體經營環境之影響

目前各國政府無不致力於科技創新政策的制定，協助中小企業的技術發展與存續。軟體研究開發因為需投入大量金錢及人力，人才培養與智財權保護的不易，屬於一種高難度與高風險之高科技產業，因此軟體開發產業公司普遍面臨擴展營運資金短缺，以及研究人才招募不易之問題。以本公司所從事 BIOS 業為例，目前 BIOS 研發人才培養不易，相關產業更是求才若渴，因此本公司將以自行培養及尋找外部人才雙軌並行，以解決目前研發人才短缺的困境。

董事長：王志高

經理人：莊鈴文

會計主管：徐心吾