## The Major Resolutions from the Board of Directors' Meetings in 2025

| Date | Major Resolutions of Board of Directors' Meeting |
|---|---|
| March 3, 2025<br>13th Meeting of 5th Board | 1. Discussed Items:<br>(1) Resolved to approve the update of the general principles of the company's pre-approved non-assurance services policy.<br>(2) Resolved to approve the independent auditors' competence and independence evaluation.<br>(3) Resolved to approve the 2024 remuneration to employees and directors.<br>(4) Resolved to approve the 2024 business report and financial statements.<br>(5) Resolved to approve the 2025 business plan.<br>(6) Resolved to approve the 2024 Internal Control System Statement.<br>(7) Resolved to approve the 2024 compensation to Chairman and managerial officers.<br>(8) Resolved to approve the 2024 earning distribution.<br>(9) Resolved to approve the contribution rates of 2025 remuneration to employees and directors.<br>(10) Resolved to approve the current-year financial institution credit limit.<br>(11) Resolved to approve matters related to the exercise of employee stock options in the fourth quarter of 2024 for converting share capital.<br>(12) Resolved to approve the decision not to proceed with the private placement of common shares approved at the 2024 annual shareholders' meeting.<br>(13) Resolved to approve the issuance of new restricted employee shares.<br>(14) Resolved to approve the amendments to the " Articles of Incorporation"<br>(15) Resolved to approve the amendments to the " Procedures for Loaning Funds to Others"<br>(16) Resolved to approve the election of the 6th Board of Directors.<br>(17) Resolved to approve the nomination of candidates for the 6th Board of Directors (including independent directors).<br>(18) Resolved to approve matters related to convening the 2025 annual shareholders' meeting and the acceptance of |

| Date | Major Resolutions of Board of Directors' Meeting |
|---|---|
| | shareholder proposals. |
| March 26, 2025<br>14th Meeting of 5th Board | 1. Discussed Items:<br>(1) Resolved to approve the endorsement and guarantee for Zyxel Group's subsidiary, Zyxel Communications Corporation.<br>(2) Resolved to approve the nomination of independent directors. |
| April 11, 2025<br>15th Meeting of 5th Board | 1. Discussed Items:<br>(1) Resolved to approve the amendment concerning the number of seats to be elected in the 6th board of directors election.<br>(2) Resolved to approve the nomination of independent directors. |
| May 5, 2025<br>16th Meeting of 5th Board | 1. Discussed Items:<br>(1) Resolved to approve the personnel changes for the company's financial and accounting executives.<br>(2) Resolved to approve the consolidated financial statements for the first quarter of 2025.<br>(3) Resolved to approve matters related to the exercise of employee stock options in the first quarter of 2025 for converting share capital.<br>(4) Resolved to approve the proposal to lift the non-competition restrictions on the sixth board of directors. |
| June 25, 2025<br>1st Meeting of 6th Board | 1. Discussed Items:<br>(1) Resolved to approve the election of the Chairman of the sixth Board of Directors.<br>(2) Resolved to approve the changes in the company's Chief Executive Officer.<br>(3) Resolved to approve the appointment of the members of the Remuneration Committee for the 6th term.<br>(4) Resolved to approve the contract for an industry academy collaboration and academic feedback mechanism with National Tsing Hua University.<br>(5) Resolved to approve the contract for an industry academy collaboration and academic feedback mechanism with National Yang Ming Chiao Tung University. |
| July 17, 2025<br>2nd Meeting of 6th Board | 1. Discussed Items:<br>(1) Resolved to approve the appointment of the company's senior executives. |

| Date | Major Resolutions of Board of Directors' Meeting |
|---|---|
| August 4, 2025<br>3rd Meeting of<br>6th Board | 1. Discussed Items:<br>(1) Resolved to approve the consolidated financial statements for the second quarter of 2025.<br>(2) Resolved to approve the 2024 Zyxel Group Sustainability Report.<br>(3) Resolved to approve matters related to the exercise of employee stock options in the second quarter of 2025 for converting share capital.<br>(4) Resolved to approve Zyxel Group's loan to its subsidiary, MitraStar Technology Corporation.<br>(5) Resolved to approve Zyxel Group's loan to its subsidiary, Zyxel Communications Corporation.<br>(6) Resolved to approve the removal of non-compete restrictions on the company's managers. |
| November 3, 2025<br>4th Meeting of<br>6th Board | 1. Retroactive Recognition Items:<br>(1) Approved the retroactive recognition of the investment in ZQAM Communications Corporation.<br>(2) Approved the amendment to the 2025 Regulations on Restricted Stock Awards.<br>2. Discussed Items:<br>(1) Resolved to approve the professional fees for the independent auditors retained by Zyxel Group.<br>(2) Resolved to approve the consolidated financial statements for the third quarter of 2025.<br>(3) Resolved to approve the 2026 compensation projections for Zyxel Group's Chairman and managerial officers.<br>(4) Resolved to approve the distribution details of the company's restricted stock awards to employees and related matters.<br>(5) Resolved to approve the abolition the "Zyxel Group Corporation Managerial Performance Bonus Policy" and the establishment the "Compensation Policy for Directors, Functional Committees, and Managers."<br>(6) Resolved to approve matters related to the exercise of employee stock options in the third quarter of 2025 for converting share capital.<br>(7) Resolved to approve amendments to the internal control system.<br>(8) Resolved to approve the 2026 internal audit plan. |

| Date | Major Resolutions of Board of Directors' Meeting |
|---|---|
| March 9, 2026<br>5th Meeting of<br>6th Board | 1.Discussed Items:<br>(1) Resolved to approve the independent auditors' competence and independence evaluation.<br>(2) Resolved to approve the 2025 remuneration to employees and directors.<br>(3) Resolved to approve the 2025 business report and financial statements.<br>(4) Resolved to approve the 2026 business plan.<br>(5) Resolved to approve the 2025 Internal Control System Statement.<br>(6) Resolved to approve the 2025 compensation to Chairman and managerial officers.<br>(7) Resolved to approve the 2025 earning distribution.<br>(8) Resolved to approve the contribution rates of 2026 remuneration to employees and directors.<br>(9) Resolved to approve the current-year financial institution credit limit.<br>(10) Resolved to approve the amendments to the "Procedures for Ethical Management and Guidelines for Conduct".<br>(11) Resolved to approve the proposal to establish the "Privacy Protection Policy"<br>(12) Resolved to approve the proposal for the by-election of one director for the sixth term.<br>(13) Resolved to approve the nomination of one director.<br>(14) Resolved to approve matters related to convening the 2026 annual shareholders' meeting and the acceptance of shareholder proposals. |