ARTICLES OF INCORPORATION
OF
Zyxel Group Corporation

(English translation, for reference only)

CHAPTER I – GENERAL PROVISIONS

Article 1: This Company shall be incorporated in accordance with the Company Act, and shall be named “Zyxel Group Corporation.”

Article 2: The scope of business of this Company: H201010 Investment.

Article 3: This Company may, for its business operations or other investment matters, make endorsements or issue guarantees. Procedures Governing Endorsement and Guarantees shall be enacted or revised with Shareholders’ Meeting approval.

Article 4: The Company is a professional investment company, the total amount of investment made by this Company may exceed forty percent of the amount of its own paid-up capital. The Board of Director is authorized to make investment decisions.

Article 5: The headquarters of this Company is located in Hsinchu City. If the Company considers it necessary, it may, by a resolution adopted at a meeting by the Board of Directors, set up branch offices in Taiwan or abroad.

Article 6: Any and all public announcements to be made by the Company shall be published in accordance with Article 28 of the Company Act.

CHAPTER II – CAPITAL STOCK

Article 7: The total amount of this Company capital stock is NT$ seven (7) billion divided into seven hundred (700) million shares at par value of NT$10 per share, within which the Board of Directors is authorized to issue shares in installments. NT$ five hundred and twenty million of the aforesaid total capital stock, divided into 52 million shares each at a par value of NT$10, is reserved for exercising stock options of share subscription warrants, special shares under ancillary share subscription rights or corporate bonds with warrants.

Article 8: The Company’s shares are registered, numbered, and sealed or signed by the directors representing the Company, duly certified or authenticated by the competent authority or a certifying institution appointed by the competent authority before issuance thereof, before issuance. The Company may issue shares without printing share certificate(s), but shall register with a centralized securities depository enterprises.

Article 9: (Deleted)

Article 10: All matters concerning shares shall be handled in accordance with “Regulations Governing the Administration of Shareholder Services of Public Companies” provided by competent authority.

Article 11: Registration for transfer of shares shall be suspended sixty (60) days immediately before the date of regular meeting of shareholders, and thirty (30) days immediately before the date of any special meeting of shareholders, or within five (5) days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Company.

Article 12: (Deleted)

Article 13: (Deleted)

Article 14: After the approval of at least two-thirds of the voting rights represented at a Shareholders’ Meeting attended by shareholders representing a majority of the total issued shares, the Company may issue employee stock options at the price lower than the price for buying back such shares, or the price lower than the closing price of this Company stocks as of the issue date.

Article 15: The shares bought by this Company could only be transferred to the staff or employee of parents or subsidiaries of this Company, to the extent qualified under certain requirement specified by the Board of Directors.

This Company may issue employee stock options to the staff or employee of parents or subsidiaries of this Company, to the extent qualified under certain requirement specified by the Board of Directors.

This Company may issue new shares to the staff or employee of parents or subsidiaries of this Company, to the extent qualified under certain requirement specified by the Board of Directors.

This Company may issue restricted stock for employees to the staff or employee of parents or subsidiaries of this Company, to the extent qualified under certain requirement specified by the Board of Directors.

CHAPTER III – SHAREHOLDERS’ MEETINGS

Article 16: Shareholders’ Meetings of this Company are classified into regular meetings and special meetings:

1. Regular meetings shall be convened at least once a year, within six months after the close of each fiscal year.
2. Special meetings shall be convened, whenever deemed necessary in accordance with the law.

For a Shareholders' Meeting convened by the Board of Directors, the chairman of the meeting shall be appointed in accordance with the relevant regulations. Whereas for a Shareholders' Meeting convened by any other person having the convening right, he/she shall act as the chairman of that meeting provided, however, that if there are two or more persons having the convening right, the chairman of the meeting shall be elected from among themselves.

A Company shall establish the rules governing the proceedings of meetings.

Article 17: Where a shareholder is unable to attend a meeting, such shareholder may appoint a proxy by using the proxy form provided by this Company, which shall specify the scope of proxy. The methods of voting through proxy, besides regulated by Article 177 of Company Act, should be in compliance with "Regulations Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies" provided by competent authority.

Article 18: Unless specified by other laws or regulations, each share of stock shall be entitled to one vote.

Article 19: Unless specified by other laws or regulations, a resolution may be adopted by the holders of a simple majority, either attend directly or through proxy, of the votes of the issued and outstanding capital stock represented at a Shareholders' Meeting at which the holders of a majority of issued and outstanding capital stock are present. According to regulatory requirements, shareholders may also vote via an electronic voting system, and those who do shall be deemed as attending the Shareholders' Meeting in person; electronic voting shall be conducted in accordance with the relevant laws and regulations.

Article 20: Resolutions adopted at a Shareholders' Meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the Company within twenty (20) days after the close of the meeting. The preparation and distribution of the minutes of Shareholders' Meeting may be effected by means of electronic transmission.

The minutes of Shareholders' Meeting shall record the date and place of the meeting, the name of the chairman, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. The minutes shall be kept persistently throughout the life of the Company.

The attendance list bearing the signatures of shareholders present at the meeting and the powers of attorney of the proxies shall be kept by the company for a minimum period of at least one (1) year. However, if a lawsuit has been instituted by any shareholder in accordance with the provisions of Article 189 of the Company Act hereof, the minutes of the Shareholders' Meeting involved shall be kept by the company until the legal proceedings of the foregoing lawsuit have been concluded.

CHAPTER IV – DIRECTORS

Article 21: This Company shall have seven (7) ~ fifteen (15) directors to be elected by Shareholders' Meeting from competent persons. The term of office for directors shall be three (3) years and are eligible for re-election.

The Company adopts the candidates' nomination system for the election of directors, shareholders should elect directors from nominees list.

The minimum amount of shares to be owned by the Company's directors should be handled in accordance with the regulations of the competent authority.

The Company shall take the liability insurance for the directors who have to be responsible for the damages caused by their duties. Any liability insurance and the content thereof, including insurance amount, coverage and insurance rate, acquired or renewed under this section should be submitted to the recent Board meeting.

Article 22: The Company shall establish three (3) or more independent directors to be included in the number of directors designated in the preceding Paragraph. The professional qualifications, restrictions on both shareholding and concurrent positions held, determination of independence, method of nomination, and other requirements with regard to the independent directors shall be set forth in accordance with the Securities and Exchange Act and other relevant regulations.

Article 23: The Board of Directors shall consist of directors of the Company, directors should attend directors' meeting, where a director is unable to attend the meeting of the Board of Directors, he or she may appoint another director as their proxy to attend the meeting by issuing a letter of proxy. Each director can act as a proxy for only one other director.

The chairman of the Board of Directors shall be elected by a majority of directors in attendance at a meeting attended by over two-thirds of the Board of Directors. The chairman of the Board of Directors is designated to represent the Company.

A Board of Directors shall meet at least quarterly, unless otherwise provided for in the Company Act, resolutions of the Board of Directors shall be adopted by one-half of the directors at a meeting attended by one-half of the directors.

In calling a meeting of the Board of Directors, a notice setting forth therein the subject(s) to be discussed at the meeting shall be given to each director no later than seven (7) days prior to the scheduled meeting date. However, in the case of emergency, the meeting may be convened at any time. The afore-mentioned notice may be conducted by written copy, fax, or email.

The notice set forth in the preceding Paragraph may be affected by means of electronic transmission, after obtaining a prior consent from the recipient(s) thereof.

Any Director attending the meeting via video conference shall be deemed attending the meeting in person.

Article 24: 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 matter should be handled in accordance with Article 208 of the Company Act.

Article 25: (Deleted)

Article 26: The Board of Directors is authorized to determine the salary for the directors, whether the Company earned a profit or suffered a loss, the salary shall be paid by taking into account the standards of the industry.

CHAPTER V – MANAGERS

Article 27: This Company has assigned CEO, the appointment, removal, and compensation of the president and vice presidents shall be made in accordance with Article 29 of the Company Act.

CHAPTER VI – ACCOUNTING

Article 28: At the end of each business fiscal year, the following reports shall be prepared by the Board of Directors, and shall be submitted to the Shareholders' Meeting for approval after they are reviewed by the Audit Committee thirty (30) days before the Shareholders' Meeting:

1. Business Report;
2. Financial Report; and
3. Proposal of Appropriation of Net Profit or the Covering of Losses.

Article 29: Where there is profit at the end of the fiscal year of this Company, this Company shall firstly allocate an amount not less than two ten thousandths (2/10000) of the profit as the employee bonus (with 50% of that amount designated for rank-and-file employees) and an amount not more than two percent (2%) of the profit as director remuneration. If this Company still has losses of previous years, the profit shall be reserved to recover the accumulated losses in advance.

Article 30: Where this Company has earnings at the end of the fiscal year, after paying all relevant taxes and making up losses of previous years, this Company shall allocate 10% of said earnings as legal reserve (unless such legal reserve amounts to the total authorized paid-in capital). thereafter, a special reserve shall be set aside or reversed, the remainders together with the undistributed earnings at the beginning of this period are distributable surplus. The Boards of directors may propose to allocate the distributable surplus, after reserved in whole or in part, as shareholder's dividend on the condition of shareholder's approval.

For the net increases in other equity accumulated in previous periods, the special reserve is set aside from the undistributed earnings of the previous period. Shall that be insufficient, the sum amount of the net profit after tax of the period, plus the items other than the net profit after tax accounted in the undistributed earnings of the current period is set aside as the special reserve.

The Company's dividend policy shall be based on the Company's profitability, future business operation, and shareholders' interests. Dividends distribution, according to this Articles of Incorporation, shall be distributed in compliance with earning distribution stipulated by the Board of Directors, by taking capital increase from retained earnings or cash or dividend distribution, according to Shareholders' Meeting to achieve a stable balance of the dividend policy based on the Company's structure of shares and finance and profits.

When distributing the earnings, at least 10% of the balance where the earnings after tax of the year deducts the special reserve set aside as required by laws, is distributed as the shareholders' bonus. And the bonus shall be distributed as cash dividend as the first priority. The share dividends may be applied; provided the percentage of the share dividends shall not more than 50% of the total dividend amount.

CHAPTER VII – SUPPLEMENTARY PROVISIONS

Article 31: The Company's directors, managers, etc. may not release the Company's confidential documents or other confidential information in terms of technology, marketing, products and other confidential information obtained through participation of the Company's operating to others.

Article 32: The Company Act and related regulations shall govern any matter not provided in the Articles of Incorporation.

Article 33: These Articles of Incorporation were approved on June 17, 2010.
The first amendment was approved on October 4, 2010.
The second amendment was approved on June 12, 2012.

The third amendment was approved on June 15, 2015.
The fourth amendment was approved on June 16, 2016.
The fifth amendment was approved on June 15, 2017.
The sixth amendment was approved on June 12, 2019.
The seventh amendment was approved on June 15, 2022.
The eighth amendment was approved on June 15, 2023.
The ninth amendment was approved on June 17, 2025.