

(English Translation)
Nuvoton Technology Corporation
Minutes of 2017 Annual General Meeting of Shareholders¹

Time and Date: 9:00 a.m., June 14, 2017 (Wednesday)

Place: Room 102, No. 4, Creation Rd. III, Hsinchu Science Park, Taiwan, R.O.C.

Shares present at the meeting: Shareholders who were present in person or by proxy together held 168,295,017 shares (including 34,349,630 shares present by electronic means), representing 81.08% of the total number of issued shares of the Company, which is 207,554,400 shares.

Chairman: Arthur Yu-Cheng Chiao, the Chairman of the Board of Directors

Recorder: Hsiang-Yun Fan

Director Present : Mr. Robert Hsu, Mr. Allen Hsu

Others Present : Mr. Harrison Wu, CPA at Deloitte and Ms. Joyce Hong, Senior Manager at Deloitte Ms. Wendy Hsieh, lawyer at Li Ren Attorneys-at-Law

Meeting called:

The total number of issued shares of the Company is 207,554,400 shares. As of 9:00 a.m., the number of shares present was 168,295,017 (including 128,674,360 shares in person, 5,271,027 shares by proxy, and 34,349,630 shares by electronic means), which constituted the quorum of shareholders representing at least two-thirds of issued shares of the Company, and therefore the Chairman announced the commencement of the meeting.

Opening Speech of the Chairman: (omitted)

Matters to be reported:

- I. To report the business of fiscal year 2016
The Company's 2016 business report and financial statements are hereby presented (please refer to Attachment 1 to this handbook for details, p.6 - p.19). Please examine.
- II. To report the Audit Committee's review of 2016 final accounts Please examine.
The Audit Committee Approval Report is hereby presented (please refer to Attachment 3 to this handbook for details, p.30). Please examine.

¹ This translation is for reference only. In the event of any discrepancy between the Chinese version and this translation, the Chinese version shall prevail.

III. To report the remuneration of employees, directors, and supervisors for fiscal year 2016. According to the Company's 2016 earnings audited by the certified public accountants, the Company has no accumulated losses to be made up. It is proposed to, in accordance with Article 24-1 of the Company's Articles of Incorporation, allot 1% of the earnings to be the remuneration of directors and supervisors, which is NT\$7,430,731 in total, and allot 6% of the earnings to be the remuneration of employees, which is NT\$44,584,429 in total. The above amounts will all be paid in cash. The aforesaid ratios and amounts for allocation have been approved by the Fourth Meeting of the Board of Directors of the Fifth Term.

IV. Other matters to be reported

(I) Report on shareholdings of all directors

1. In accordance with Article 26 of the Securities and Exchange Act and the Rules and Review Procedures for Share Ownership Ratios of Directors and Supervisors of Public Companies, the minimum combined shareholding of all directors required by laws and regulations is 12,000,000 shares. The Company has set up an Audit Committee and thus the requirement on the minimum shareholdings of all supervisors is not applicable.
2. Please refer to Attachment 4 for the shareholding of each director and the shareholdings of all directors as of the record date for determining the shareholders eligible to attend this 2017 annual general shareholders meeting.
3. The aggregate shareholdings of all directors meet the minimum shareholding required by laws and regulations.

(II) During the period for accepting shareholders' proposals (from April 7, 2017 to April 17, 2017), no shareholders submitted any written proposal to the Company for the 2017 annual general shareholders meeting in accordance with Article 172-1 of the Company Act.

Matters to be acknowledged and discussed

Motion I

Proposed by the Board of Directors

Proposal: The business report and financial statements of fiscal year 2016 are hereby presented. Please acknowledge and recognize the same.

Explanation:

1. Please refer to Attachment 1 to this handbook (p.6 - p.19) for the business report and financial statements of fiscal year 2016.

- The aforementioned financial statements have been approved by the Fourth Meeting of the Board of Directors of the Fifth Term and after audited by the certified public accountants, together with the business report, have been submitted to and reviewed by the Audit Committee.

Resolution: Total number of voting rights present at the time of voting: 168,295,017. Approval Vote: 153,419,184 (including voting via electronic transmission); Disapproval Vote: 4,108 (including voting via electronic transmission); Invalid votes: 0; Abstain from Voting and None Voting: 14,871,725 (including voting via electronic transmission). Resolved that the above proposal be and is hereby approved as proposed, with affirmative vote of 91.16% of the voting shares present.

Motion II

Proposed by the Board of Directors

Proposal: The proposal for distribution of 2016 profit of the Company is presented. Please acknowledge and recognize the same.

Explanation:

- The Company has a net profit after tax of NT\$613,165,222 for the year of 2016. The proposed statement of profit distribution is as follows.
- The proposal was approved by the Fourth Meeting of the Board of Directors of the Fifth Term.

Nuvoton Technology Corporation
Statement of Profit Distribution
For the year ended December 31, 2016

(Unit: NT\$)

Items	Total
Undistributed Surplus Earnings of Previous Fiscal Years	207,153,606
Minus: Losses on Remeasurement of Defined Benefit Plans	(37,209,100)
Plus: Adjustment Made to Retained Earnings for Investments under the Equity Method	3,164,147
Plus: Net Income of 2016	613,165,222
Minus: 10% Legal Reserve Appropriated	(61,316,522)
Retained Earnings Available for Distribution as of December 31, 2016	724,957,353
Distributable items:	
Cash Dividends to Common Shares (NT\$2.4 per share)(Note)	(498,130,560)

Undistributed earnings, End of Year	226,826,793
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(Note: Cash dividends will be calculated and distributed in whole New Taiwan Dollar. Any fractional amount less than one New Taiwan Dollar will be accounted in the Company's other income.)

Chairman: Arthur Yu-Cheng Chiao Manager: Sean Tai Chief Accountant: Hung-Wen Huang

Resolution: Total number of voting rights present at the time of voting: 168,295,017. Approval Vote: 153,419,184 (including voting via electronic transmission); Disapproval Vote: 4,108 (including voting via electronic transmission); Invalid votes: 0; Abstain from Voting and None Voting: 14,871,725 (including voting via electronic transmission). Resolved that the above proposal be and is hereby approved as proposed, with affirmative vote of 91.16% of the voting shares present.

Motion III Proposed by the Board of Directors

Proposal: It is proposed to amend certain provisions of the Procedures for Acquisition or Disposal of Assets of the Company. Please review and approve the same.

Explanation:

1. It is proposed to amend these procedures in accordance with the letter dated February 9, 2017 issued by the Financial Supervisory Commission (Ref. No.: Jin-Guan-Jeng-Fa-Tze-10600012965).
2. Please see Attachment 5 to this handbook (p.32 - p.37) for the comparison chart showing the amendments.

Resolution: Total number of voting rights present at the time of voting: 168,295,017. Approval Vote: 153,406,179 (including voting via electronic transmission); Disapproval Vote: 17,113 (including voting via electronic transmission); Invalid votes: 0; Abstain from Voting and None Voting: 14,871,725 (including voting via electronic transmission). Resolved that the above proposal be and is hereby approved as proposed, with affirmative vote of 91.15% of the voting shares present.

Motion IV Proposed by the Board of Directors

Proposal: It is proposed to release the directors of the fifth term from the non-competition restrictions. Please review and approve the same.

Explanation:

1. It is conducted in accordance with Paragraph 1 of Article 209 of the Company Act which provides that "A director who acts for himself/herself or on behalf of another person in a manner that is within the scope of the company's business shall explain to the shareholders meeting the essential contents of such act and secure its approval."
2. Please refer to Attachment 6 to this handbook (p.38 - p.39) for the description that the current directors of the Company concurrently act as directors or managers in companies engaging in the same business as the Company. The Chairman of the shareholders meeting may supplement the explanation about the acts of all the directors (inclusive of independent directors) that the directors carry out for themselves and others and that are within the business scope of the Company.
3. It is proposed to the shareholders meeting, in accordance with Paragraph 1 of Article 209 of the Company Act, to release the current directors from the non-competition restrictions starting from the day such directors enter office as the Company's directors, and to waive the Company's right to request disgorgement of profits against such directors from the day when such directors enter office as the Company's directors.

Resolution: Motion 4-1: Total number of voting rights present at the time of voting: 168,295,017. Approval Vote: 26,032,134 (including voting via electronic transmission); Disapproval Vote: 46,071 (including voting via electronic transmission); Invalid votes: 0; Abstain from Voting and None Voting: 15,596,725 (including voting via electronic transmission). Resolved that the above proposal be and is hereby approved as proposed, with affirmative vote of 62.46% of the voting shares present.

Motion4-2: Total number of voting rights present at the time of voting: 168,295,017. Approval Vote: 26,032,134 (including voting via electronic transmission); Disapproval Vote: 46,071 (including voting via electronic transmission); Invalid votes: 0; Abstain from Voting and None Voting: 15,596,725 (including voting via electronic transmission). Resolved that the above proposal be and is hereby approved as proposed, with affirmative vote of 62.46% of the voting shares present.

Motion4-3: Total number of voting rights present at the time of voting: 168,295,017. Approval Vote: 25,838,806 (including voting via electronic transmission); Disapproval Vote: 48,071 (including voting via electronic transmission); Invalid votes: 0; Abstain from

Voting and None Voting: 15,596,725 (including voting via electronic transmission). Resolved that the above proposal be and is hereby approved as proposed, with affirmative vote of 62.28% of the voting shares present.

Motion 4-4: Total number of voting rights present at the time of voting: 168,295,017. Approval Vote: 26,032,134 (including voting via electronic transmission); Disapproval Vote: 46,071 (including voting via electronic transmission); Invalid votes: 0; Abstain from Voting and None Voting: 15,596,725 (including voting via electronic transmission). Resolved that the above proposal be and is hereby approved as proposed, with affirmative vote of 62.46% of the voting shares present.

Motion 4-5: Total number of voting rights present at the time of voting: 168,295,017. Approval Vote: 152,650,221 (including voting via electronic transmission); Disapproval Vote: 48,071 (including voting via electronic transmission); Invalid votes: 0; Abstain from Voting and None Voting: 15,596,725 (including voting via electronic transmission). Resolved that the above proposal be and is hereby approved as proposed, with affirmative vote of 90.70% of the voting shares present.

Motion 4-6: Total number of voting rights present at the time of voting: 168,295,017. Approval Vote: 26,030,134 (including voting via electronic transmission); Disapproval Vote: 48,071 (including voting via electronic transmission); Invalid votes: 0; Abstain from Voting and None Voting: 15,596,725 (including voting via electronic transmission). Resolved that the above proposal be and is hereby approved as proposed, with affirmative vote of 62.45% of the voting shares present.

Motion 4-7: Total number of voting rights present at the time of voting: 168,295,017. Approval Vote: 26,030,134 (including voting via electronic transmission); Disapproval Vote: 48,071 (including voting via electronic transmission); Invalid votes: 0; Abstain from Voting and None Voting: 15,596,725 (including voting via electronic transmission). Resolved that the above proposal be and is hereby approved as proposed, with affirmative vote of 62.45% of the voting shares present.

Other Matters and Motions: None

Meeting Adjourned (09:54 a.m.)

(The video recording of this shareholder's annual general meeting concerning detailed contents, procedures, and shareholder statements will prevail in the event of any discrepancy.)