



Type of Nominee	Name	Age*	Gender	Professional knowledge and skills								
				Technology Industry	Research & Development	Innovation	ESG	Risk Management	Human Resources	Finance & Accounting	Strategic Investment	
	Company Limited											
Independent Director	Jang-Lin (John) Chen	70-75	Male	✓	✓	✓						
Independent Director	Chiu-ling Lu	60-69	Female				✓		✓	✓		
Independent Director	Cathy Han	60-69	Female	✓			✓	✓	✓	✓	✓	
Independent Director	Tzu-Ting Huang	60-69	Female	✓		✓		✓				
Independent Director	Yen-Hsi Lin	60-69	Female				✓		✓			

*According to AUO's policy, directors must be under the age of 75 at the time of election.

Recognition and Discuss Item 1: To recognize 2024 Business Report and Financial Statements (proposed by the Board)

For the fiscal year of 2024, AUO reported a net loss of NT\$3.1 billion, attributable to owners of AUO, with a basic loss per share of NT\$0.40.

Looking back on 2024, the global economic environment faced numerous uncertainties, primarily impacted by high interest rates, inflation, and ongoing geopolitical risks. Although global supply chain gradually stabilized, demand recovery remained slow, particularly in the consumer electronics and IT-related markets. Channel inventory adjustments and reductions in corporate capital expenditures further weighed on overall market conditions, making the business landscape highly challenging.

Despite the challenging business environment, AUO's transformation strategy continued to foster the Company's overall growth. Benefiting from the rebound in TV set demand driven by consumer stimulus measures in China and the growth of automotive solution businesses, AUO achieved annual revenue of NT\$280.25 billion, representing a 13.0% increase compared to 2023. The Company's overall net loss also improved from 2023, narrowing to NT\$3.06 billion.

In 2024, AUO restructured its operations and strategic planning around three core operating pillars: "Mobility Solution," "Vertical Solution," and "Display." By structuring its operations into three distinct pillars, AUO focuses on addressing specific challenges and opportunities of each pillar, optimizing operations to achieve the best possible performance. This approach aims to reduce the impact of cyclical fluctuations from the panel industry, ensuring stable profitability and long-term sustainable operations.



Recognition and Discuss Item 2: To recognize the proposal for 2024 loss off-setting (proposed by the Board)

In 2024, the entire world went through some fluctuations, economically and politically. However, at AUO, our transformation efforts gradually bore fruits. We started to include BHTC in our revenue in Q2, and our revenue for the full year reached NT\$280 billion, up by 13% YoY. We also entered the tier 1 segment as an automotive solution provider, expanding our manufacturing and sales presence around the world. We also became more complementary with BHTC by leveraging our advantages and strengthening the benefits derived through the acquisition and consolidation with BHTC.

Despite facing significant challenges in the business environment, AUO has decided to distribute NT\$0.3 for every common share in order to deliver stable shareholder returns. Going forward, our shareholder return policy will be characterized by assessing our free cash flow and returning some of the cash flow to our shareholders. At the same time, we will continuously seek to adjust our capital structure.

Recognition and Discuss Item 3: To amend the Articles of Incorporation (proposed by the Board)

In response to the amendment of Article 14 Paragraph 6 of the Securities Exchange Act and to further align the goal of sharing the Company's operational results with non-executive employees, we proposed to amend the Company's Articles of Incorporation to stipulate that no less than 20% of employee remuneration shall be allocated to non-executive employees.



Recognition and Discuss Item 4: To lift non-competition restrictions on board members (proposed by the Board)

According to Article 209 of the Company Act of the Republic of China, any Director conducting business for himself/herself/itself or on behalf of other people that is within AUO's business scope, shall provide explanation for the essential contents of such conduct at the shareholders' meeting, and obtain approval therefrom. The following is the list of non-competition restrictions proposed to be lifted at the 2025 AGM:

- | | | |
|--|--|--|
| | | <ul style="list-style-type: none">- Director, ADLINK Technology Inc (unrelated industry) |
| | | <ul style="list-style-type: none">- Chairman, Alpha Networks Inc. (subsidiary of major shareholder) |
| | | <ul style="list-style-type: none">- Chairman, DFI Inc. (subsidiary of major shareholder) |
| | | <ul style="list-style-type: none">- Chairman, Metaspac Corporation (subsidiary of major shareholder) |
| | | <ul style="list-style-type: none">- Chairman, Benq Materials Corp. (subsidiary of major shareholder) |

Name	Released restriction items	
	<ul style="list-style-type: none"> - Director, Darfon Electronics Corp. (unrelated industry) - Director, Fong Huang 6 Innovation Corp. (unrelated industry) - Director, TCI Gene Inc. (unrelated industry) - Director, Rapidtek Technologies Inc. (unrelated industry) - Chairman, Norbel Baby Co.,Ltd(subsidiary of major shareholder) - Director, Dunpin NO1. Innovation Investment Corp. (unrelated industry) - Director, Dunpin NO2. Innovation Investment Corp. (unrelated industry) 	
	<ul style="list-style-type: none"> - Director, Qisda Corp. (a major shareholder) - Chairman, Data Image Corp. (subsidiary of major shareholder) - Chairman, Diva Laboratories, Ltd. (subsidiary of major shareholder) 	
Han-Chou (Joe) Huang	<ul style="list-style-type: none"> - Chairman, Simula Technology Inc. (subsidiary of major shareholder) - Chairman, Action Star Technology Co., Ltd. (subsidiary of major shareholder) - Chairman, Qisda Optronics Corp. (subsidiary of major shareholder) 	
	<ul style="list-style-type: none"> - Director, Alpha Networks Inc. (subsidiary of major shareholder) - Director, Metaage Corporation (subsidiary of major shareholder) - Director, BenQ Biotech (Shanghai) Co., Ltd (subsidiary of major shareholder) - Director, Shanghai Filter Technology Co.,Ltd (subsidiary of major shareholder) 	
Chuang- Chuang Tsai	<ul style="list-style-type: none"> - Independent Director and Member of Audit Committee, Remuneration Committee and Sustainability Committee, Elan Microelectronics Corp. (unrelated industry) 	
	<ul style="list-style-type: none"> - Independent Director and Member of Audit Committee and 	
g Lu	<ul style="list-style-type: none"> - Remuneration Committee, Chen Full International Co., Ltd. (unrelated industry) - Independent Director and Member of Audit Committee, Remuneration Committee, Sustainability Committee and HR Policy Committee, Eastern International Bank (unrelated industry) 	Chiu-lin
an	<ul style="list-style-type: none"> - Independent Director, Convener of Audit Committee and Member of Nomination Committee, Wiwynn Corporation (unrelated industry) - Independent Director and Member of Audit Committee and Remuneration Committee, Apacer Technology, Inc. (unrelated industry) 	Cathy H

Dear Shareholders of Group Inc. (hereinafter "Company")
Group Inc. (hereinafter "Company") is a public company listed on the Toronto Stock Exchange (TSX) under the symbol "AUO".
Group Inc. is a public company listed on the Toronto Stock Exchange (TSX) under the symbol "AUO".

Should you have any comments or questions regarding the AGM proposals, please do not hesitate to contact me via email at ting.hung@auo.com. Additionally, if you are interested in learning more about AUO's ESG achievements, please visit the ESG Insight Report on AUO's website at <https://csr.auo.com/en>. We look forward to seeing you at the AGM. Regarding the AGM, we are pleased to provide you with the information that you have the right to vote by proxy through your respective agents.

Yours Sincerely,

Ting Hung
Group Inc. (AUO)