

Meeting Notice of Annual General Shareholders' Meeting (Summary Translation)

- A. The 2024 Annual General Shareholders' Meeting (the "Meeting") of MediaTek Inc. (the "Company" or "MediaTek") will be convened at MediaTek Inc. (No. 1, Dusing 1st Road, Hsinchu Science Park, Hsinchu City, Taiwan) at 9:00 a.m. on May 27, 2024.

The agenda for the Meeting is as follows:

I. Report Items:

- (1) 2023 business report
- (2) Audit Committee's review report
- (3) Report on 2023 employees' compensation and remuneration to directors
- (4) Report on cash dividends from 2023 profits

II. Acknowledgements

- (1) Adoption of the 2023 business report and financial statements
- (2) Adoption of the proposal of distribution of 2023 profits

III. Proposed Resolutions

- (1) Discussion on issuance of Restricted Stock Awards
- (2) Election of the 10th Board of Directors (including Independent Directors)
- (3) Release of the non-compete restriction on the Company's directors of the 10th Board of Directors

IV. Extemporaneous Motions

- B. According to the Company's Articles of Incorporation, the Board of Directors is authorized to distribute cash dividends on a half-yearly basis after the close of each half-fiscal year. The main content of cash dividends from 2023 profits is as follows: The cash dividend for the first half of 2023 was NT\$24.6 per share and was disbursed on January 31, 2024. The cash dividend for the second half of 2023, approved by the Board of Directors, is NT\$30.4 per share and is scheduled for disbursement on July 31, 2024. In the event that the number of the Company's issued and outstanding shares changes, the Chairman will adjust the dividend amount per share as authorized by the Board of Directors.

- C. Please refer to the attachment for the main content of the proposal for discussion on the issuance of Restricted Stock Awards.
- D. The number of Directors to be elected at the Meeting: 8 seats (including 4 seats of Independent Directors).
- a) Director Candidates: Ming-Kai Tsai; Rick Tsai; Joe Chen; Cheng-Yaw Sun.
- b) Independent Director Candidates: Chung-Yu Wu; Peng-Heng Chang; Syaru Shirley Lin; Yao-Wen Chang.
- c) For other relevant information relating to the candidates, please refer to the website (<http://mops.twse.com.tw>).
- E. Please refer to the website of MOPS at (<http://mops.twse.com.tw>) or (<http://emops.twse.com.tw>) (English version) for essential contents of items specified under Article 172 of the Company Act.
- F. **If the shareholder(s) is attending the Meeting in person, please sign or stamp on the sign-in card and submit it to the check-in desk on the day of the Meeting.** If an agent is entrusted to attend the Meeting, the shareholder shall sign or stamp on the proxy form and personally fill out the name and address of the agent, then deliver the proxy form to the Transfer Agency Department of Chinatrust Commercial Bank at least 5 days prior to the day of the Meeting so that the sign-in cards can be sent to the agent accordingly.
- G. If a proxy is solicited by the shareholder(s), MediaTek is required to compile details on the proxy solicitation parties and disclose such information on the Securities & Futures Institute (SFI) website no later than April 26, 2024. Shareholder(s) can obtain information on the "Free proxy disclosure & related information system" (<http://free.sfi.org.tw>).
- H. **Shareholders may exercise their voting rights through electronic votes at the STOCKVOTE platform of Taiwan Depository & Clearing Corporation (<https://stockservices.tdcc.com.tw>) during the period from April 27, 2024 to May 24, 2024.**
- I. New shareholders who intend to submit a shareholder's signature card can download the signature card for use from our Transfer Agency's website of CTBC "Trust Online Banking".
- J. The Transfer Agency Department of Chinatrust Commercial Bank is the proxy tallying

and verification institution for this Meeting.

Sincerely,

Board of Directors
MediaTek Inc.

Attachment

The content of the proposal for discussion on issuance of Restricted Stock Awards:

- (1) To link shareholder value, focus on future growth strategy objectives, enhance global talent competitiveness and to attract and motivate key talents, it is proposed to issue Y2024 Restricted Stock Awards in accordance with Article 267 of the Company Act, Article 22 of the Securities and Exchange Act and the Regulations Governing the Offering and Issuance of Securities by Securities Issuers (the "Regulations") released by the Financial Supervisory Commission.
- (2) Terms of the proposed Restricted Stock Awards are as below:
 - a. The necessary reason of the current issuance of RSA: To link shareholder value, focus on future growth strategy objectives, and enhance global talent competitiveness and to attract and motivate key talents, and foster the best interests of the Company and its shareholders, and further ensure the alignment of shareholders' interests with those of the Company's employees.
 - b. Qualification requirements for eligibility and number of shares employees may be granted or may subscribe:
 - (a) To protect shareholders' interests, the Company shall cautiously manage this Restricted Stock Awards plan (the "Plan"). Only the Company and its subsidiaries' permanent employees who are employed on the date that Restricted Stock Awards are granted and meet certain performance requirements shall be eligible. The term "Subsidiaries " is defined in accordance with the standards set forth in Article 369-2, Article 369-3, Article 369-9, paragraph 2, and Article 369-11 of the Company Act. Such awards will be further limited to below two types of employees:
 - (I) Type I Employees: Managers at the level of deputy general manager or above in the Company, as well as managers at equivalent positions in Subsidiaries.
 - (II) Type II Employees: Key talents and limited to those who met one of the following conditions: (i) highly related to the future strategy and development of the Company, (ii) critical to the Company's business operation, or (iii) key technical talents.
 - (b) The number of Shares to be granted to qualified employees in any award under the issuance rules shall be determined by the distribution standard decided by the Company with regard to seniority, position, performance, overall contribution, special contribution and any other management-related factors. Proposed distributions of awards (including the awardee list and the granted Shares) under the issuance rules shall be reviewed by the Chairman for each issuance and shall be subject to approval by the Audit Committee and then the Board of Directors, with the exception of awards under the issuance rules to employees who are managerial officers or Board members, which awards are subject to approval by the Compensation Committee of the Company and then

the Board of Directors.

(c) Employees who possess over 10% of the Company common shares, all the members of the Compensation Committee, and members of the Board who are not employees of the Company shall not be eligible.

(d) The total number of shares granted to each employee shall be in accordance with the applicable laws and regulations in Regulations.

c. Expected issue price: The issue is gratuitous.

d. Terms and conditions of RSA (including vesting conditions, handling of employee's failure to meet the vesting condition and inheritance):

(a) Vesting conditions:

(I) An employee's continuous employment with the Company through the vesting dates, no violation on any terms of the Company's employment agreement, employee handbook, non-competition and PIM agreements or the agreement of Restricted Stock Awards, and the achievement of individual performance goals and the Company's performance indexes during the Performance Period are required to receive the vested shares. The vesting period of the Plan is two years, and subject to the terms and conditions of each issuance rules set by the Company. The maximum portions of the vesting shares of each vesting date will be subject to the terms and conditions of each issuance rules set by the Company. The actual portions of the vesting shares will be based on the achievement of individual performance goals and the Company's performance indexes during the performance periods (the "Performance Periods"). The Performance Period applied for measuring the achievement level of the Company's performance indexes will be single-year performance period and combined-year performance period. The number of shares vesting for each performance index is calculated separately and vesting on the first vesting date is calculated based on achievement of performance indexes during the single-year performance period, whereas the vesting on the second vesting date is an accumulated vesting result calculated based on achievement of performance indexes during combined-year performance period. The shares calculation should be rounded down to the nearest whole share.

(II) The individual performance goals are that the employee's annual performance rating for the year preceding each vesting date shall be I rating ("Meets Expectations") (or a rating equivalent to such rating as may be given by a Company affiliate) or higher, and if no rating is available, the achievement of the job performance criteria, which will be set by the Company and agreed with the employee. To determine the achievement level of the Company's performance indexes, three indexes are adopted, including

the ranking of the Company's total shareholder return ("Relative TSR") relative to the constituents of FTSE TWSE Taiwan 50 Index, revenue growth YOY rate, and operating margin% ("OPM%"). The number of vested shares determined by each index will range from 0% to 100% of the portions of vesting shares of the corresponding performance period, as follows: 0% if the performance result is below the threshold level, 50% if the performance result meets the threshold level, and 100% if the performance result meets or exceeds the target level. For the performance result between the threshold and the target level, a proportionate fraction of the portions between 50% and 100% will be applied. For rounding rules applied to calculations, a rounding down rule will be used to determine if the threshold level or the target level is achieved or not, while, for levels between the threshold level and the target level, the portions will be rounded to the nearest hundredth percent. The weighting of each index and achievement level for vesting portions are set forth in the table for different Types of awarded employees, and the threshold and target levels of each index will be set by the Company and specified in the individual agreement with the awarded employee. The judgement of the achievement level shall be based on the consolidated financial statements certified by a certified public accountant in the corresponding performance periods.

Performance Index		TSR ranking relative to the constituents of FTSE TWSE Taiwan 50 Index (Relative TSR)	Revenue Growth YOY %	Operating Margin %
Weighting	Type I Employees	40%	30%	30%
	Type II Employees	25%	30%	45%
Threshold and Target Range		25 th ~ 50 th (P25~P50)	7%~12%	15%~18%

(b) Measures to be taken when employees fail to meet the vesting conditions or in the event of inheritance: The Company will redeem the issued Restricted Stock Awards and cancel the full number of the shares in accordance with the terms of the issuance rules set by the Company; for any other events, the Company will take measures as set forth in the issuance rules.

e. Expected total amount (shares) of issuance: The number of shares issued by the Company under this Plan will not exceed 24,000,000 common shares, each share having a par value of NT\$ 10, for a total amount of NT\$ 240,000,000. It is allowed to register multiple issues over a period of 1 year from the date of the shareholders'

resolution. The issuance amount (shares) for each registration and issuance shall not exceed 35% of the expected total amount (shares) of issuance. The stock awards will be issued by once or multiple times over a period of 1 year or 2 years from the date of approval of the competent authority. The actual number of Restricted Stock Awards to be issued will be, after obtaining the approval of the competent authority, subject to the Board of Directors' approval in accordance with the applicable laws and regulations and will be further announced accordingly.

f. Calculated expense amount: The Company shall value the fair market value of shares and record expenses during the vesting period annually. The proposed number of Restricted Stock Awards in 2024 Annual Shareholders' General Meeting shall not exceed 24,000,000 shares. The amortized expenses for Y2024 to Y2028 are estimated to be in the amount of NT\$634,455,000, NT\$2,087,524,000, NT\$2,601,218,000, NT\$2,186,987,000, and NT\$ 518,012,000 for 2024, 2025, 2026, 2027 and 2028, respectively.

g. Dilution of the Company's earnings per share (EPS) and other matters that may affect the shareholders' interests: Based on the calculation of the Company's outstanding shares, the maximum dilution of the Company's EPS is estimated to be in the amount of NT\$0.28, NT\$0.89, NT\$1.11, NT\$0.93 and NT\$0.22 for 2024, 2025, 2026, 2027 and 2028, respectively. There is a limited dilution of the Company's future EPS, and there is no material impact on existing shareholders' equity.

h. Restrictions before employees meet the vesting conditions once the RSA are received or subscribed for: During the vesting period, employees may not sell, pledge, transfer, give to another person, create any encumbrance on, or otherwise dispose of, Restricted Stock Awards except for inheritance by operation of law. Other restrictions will be handled in accordance with the issuance rules.

i. Other important terms and conditions (including stock trust custody, etc.): The issued Restricted Stock Awards should be deposited in a security trust or custodian account before the vesting conditions are met.

j. Any other matters that need to be specified:

(a) If some revision or adjustment has to be made due to the competent authority's instruction, amendment to the laws and regulations, financial market conditions, or other objective circumstances, it is proposed that the Annual Shareholders' Meeting authorizes the Board of Directors or the appointed person by the Board of Directors with full power and authority to handle all the issues regarding the issuance of Restricted Stock Awards.

(b) With respect to the issuance of Restricted Stock Awards, the relevant restrictions, important agreements, and any other matters not set forth here shall be dealt with in accordance with the applicable laws and regulations and the issuance rules set by the Company.