

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

- A. The 2018 Annual General Shareholders' Meeting (the "Meeting") of MediaTek Inc. will be convened at the International Convention Center, MediaTek (No. 1, Dusing 1st Road, Hsinchu Science Park, Hsinchu City, Taiwan) at 9:00 a.m. on June 15, 2018.

The agenda for the meeting is as follows:

I. Report Items:

- (1) 2017 business report
- (2) Audit Committee's review report on the 2017 financial statements
- (3) Report on 2017 employees' compensation and remuneration to directors
- (4) Report on completion of spin-off of the Company's existing Bluetooth related Internet of Things product line business to its wholly owned subsidiary

II. Acknowledgements

- (1) Adoption of the 2017 business report and financial statements
- (2) Adoption of the proposal for distribution of 2017 profits

III. Proposed Resolutions and Election

- (1) Discussion of cash distribution from capital reserve
- (2) Amendments to the company's "Operating Procedures of Endorsement/ Guarantee"
- (3) Discussion on the issuance of Restricted Stock Awards
- (4) Election of directors (including independent directors) of the 8th session
- (5) Suspension of the non-competition restriction on the company's directors

IV. Extemporaneous Motions

- B. The main content of the proposal for distribution of 2017 profits adopted at the meeting of the Board of Directors is as follows:

Each common share holder will be entitled to receive a cash dividend of NT\$7.5 per share. After obtaining shareholders' approval, the record date will be decided by the Chairman as authorized by the Board of Directors.

- C. The main content of the proposal for cash distribution from capital reserve is as follows: Each common share holder will be entitled to receive a cash dividend of NT\$2.5 per share. After obtaining shareholders' approval, the record date will be decided by the Chairman as authorized by the Board of Directors.
- D. The main content of the proposal for discussion on the issuance of Restricted Stock Awards, please refer to attachment.
- E. The number of directors to be elected at the shareholders' meeting: 9 seats (including 3 seats of independent directors).
- a) List of Director Candidates: Ming-Kai Tsai; Rick Tsai; Ching-Jiang Hsieh; Cheng-Yaw Sun ; Kenneth Kin; Wayne Liang .
 - b) List of Independent Director Candidates: Chung-Yu Wu; Peng-Heng Chang; Ming-Je Tang.
 - c) For other relevant information relating to the candidates for director, please refer to the website (<http://mops.twse.com.tw>).
- F. The main content of the proposal for suspension of the non-competition restriction on the company's directors is as follows: The company' director election shall be by the nomination system. Pursuant to Article 209 of the Company Act, suspension is requested for the non-competition restriction after candidate Ming-Kai Tsai; Rick Tsai; Ching-Jiang Hsieh; Kenneth Kin; Chung-Yu Wu; Peng-Heng Chang being elected. The position and company name of the candidate for the Directors, please refer to the handbook for the 2018 annual meeting of shareholders.
- G. One copy of the attendance notification form and proxy form will be attached to this meeting notice. If the shareholder(s) is attending the meeting in person, please sign or stamp on the attendance notification form and carry it to the check-in desk on the day of the meeting. In the case that an agent(s) is entrusted to attend the meeting, the shareholder(s) 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. The signed proxy form will serve as the sign-in card for agent(s) to represent your vote at the meeting.
- H. 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 May 15, 2018. Shareholder(s) can obtain information on proxy solicitation firms from the "Free proxy disclosure & related information

system" (<http://free.sfi.org.tw>), via the "proxy disclosure and meeting notices" search page.

- I. Shareholders may exercise their voting rights through the STOCKVOTE platform of Taiwan Depository & Clearing Corporation (<http://www.stockvote.com.tw>) during the period from May 16, 2018 to June 12, 2018.
- J. The Transfer Agency Department of Chinatrust Commercial Bank is the proxy tallying and verification institution for this annual general meeting.
- K. These regulations should be abided and applied.

Sincerely,

Board of Directors
MediaTek Inc.

Attachment

Discussion on the issuance of Restricted Stock Awards.

- (1). To attract and retain talents, achieve the mid-term and long-term goals of the Company, and so as to encourage the employees to dedicate themselves to accomplish the Company's operating goals, it is proposed to issue Restricted Stock Awards in accordance with Paragraph 8, Article 267 of the Company Act and the Regulations Governing the Offering and Issuance of Securities by Securities Issuers (the "Offering Regulations") issued by Financial Supervisory Commission.
- (2). Terms of the proposed Restricted Stock Award is as below:
 - a. The reason why it is necessary to issue restricted stocks for employees:

To attract and retain talents, motivate and engage employees for the best interest of the Company and its shareholders, so as to ensure the alignment of the employees' and shareholders' interests.
 - b. Qualification requirements for employees:
 - (a) To protect shareholder's interest, the Company shall cautiously manage the program. Regular (Full-time) employees of the Company who are already employed on the date that the restricted stock awards are awarded and meet certain performance requirements shall be eligible to participate in the Restricted Stock Awards Plan. The stock awards will only be available to employees who are: (I) highly related to the future strategy and development of the Company (II) critical to the Company's business operation (III) key technical talent.
 - (b) The number of shares granted shall be determined by seniority, position, performance, overall contribution, special contribution and other meaningful factors in management. The number of shares granted shall be reviewed by the Chairman and approved by the board. However, for employees who are managerial officers or the board members, the award of such shares is subject to approval from the Compensation Committee.
 - (c) Compensation Committee members, employees holding over 10% of the Company common shares and the board members who are not Company's employees are not eligible to the program.
 - (d) The sum of the cumulative number of shares granted to each employee shall be in accordance with the applicable laws and regulations in Offering Regulations.
 - c. Expected issue price: The current issue is gratuitous.
 - d. Determination of terms and conditions (including vesting conditions, handing of employee's failure to meet the vesting condition and inheritance):
 - (a) Vesting conditions:
 - (I) 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-compete and PIM agreements or the agreement of restricted stock awards and achievement of both personal performance requirement and the Company's operation objectives during the vesting period are required to receive the vested shares. The proportions of the vesting shares to be granted each year are 34%, 33%, and 33% for year 2019, 2020, and 2021 respectively. The actual proportions of the vesting shares shall be determined by achievement of both personal performance and the Company's operation objectives according to the vesting portion, and will be specified in the respective agreements of employees. The share calculation shall be rounded down to the nearest integer.

(II) The personal performance target is the employee's year-end performance rating for the year preceding the vesting date at "I" (meeting expectations) rating or better and meeting the personal performance requirement. To determine the achievement of the Company's operation objectives, four indexes (Revenue, Gross Margin, Operating Margin, and Operating Margin (%)) and their respective targets A and B achievement levels are set up in the table below. The index will be deemed achieved when either target A or B is achieved. The actual number of vesting shares is determined by referencing the achievement of the four indexes and will be specified in the respective agreements of the employees. The number of indexes meeting the target and the achievement levels shall be determined based on the consolidated financial statements certified by a certified public accountant for the most recent fiscal year prior to the end of each vesting period.

Index	Target A	Target B
Revenue (\$)	5% or above growth comparing to the previous year	Growth comparing to the average of previous three years
Gross Margin (%)	1.5% or above growth comparing to the previous year	Growth comparing to the average of previous three years
Operating Margin (\$)	2018: 20% or above growth comparing to the previous year 2019/2020: 15% or above growth comparing to the previous year	Growth comparing to the average of previous three years
Operating Margin (%)	2% or above growth comparing to the previous year	Growth comparing to the average of previous three years

(b) Measures to be taken when employees fail to achieve 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.

e. Expected total amounts (shares) of issuance:

The number of shares issued by the Company under this plan shall not exceed 19,200,000 common shares, each share having a par value of NT\$ 10, for a total amount of NT\$ 192,000,000. The total number of proposed shares is equivalent to 1.21% of the Company outstanding common shares. It is allowed to register multiple issuances over a period of 1 year from the date of approval of competent authority. The actual number of restricted stock awards to be issued, under the estimated maximum expense of NT\$3,900,000,000, will be calculated with reference to the share price before the issuance and subject to the Board of Directors' approval in accordance with the applicable laws and regulations. The actual number of restricted stock awards to be issued will be announced accordingly after obtaining the Board of Directors' approval.

f. Calculated expense amount:

The Company shall value the shares' fair market value and record expenses during the vesting period annually. The proposed number of Restricted Stock Awards in 2018 Annual Shareholders' General Meeting shall not exceed 19,200,000 shares. The actual number of restricted stock awards to be issued, under the estimated maximum expense of NT\$3,900,000,000, will be calculated with reference to the share price before the issuance and subject to the Board of Directors' approval in accordance with the applicable laws and regulations. The actual number of restricted stock awards to be issued will be announced accordingly after obtaining the Board of Directors' approval. The amortized expense estimated to be in the amount of NT\$799,500,000, NT\$1,956,500,000, NT\$858,000,000, and NT\$286,000,000 for 2018, 2019, 2020 and 2021, respectively.

g. Dilution of EPS:

Based on the calculation of the Company's outstanding shares, the maximum dilution of the Company's EPS is estimated to be approximately in the amount of NT\$0.36, NT\$0.85, NT\$0.37 and NT\$0.12 for 2018, 2019, 2020 and 2021, respectively. There is a limited dilution of the Company's future EPS, and there is no material impact on existing shareholders' equity.

h. Restricted rights before employees meet the vesting conditions:

During the vesting period, employee may not sell, pledge, transfer, give to another person, create any encumbrance on, or otherwise dispose of, restricted stock awards.

i. Other important stipulations:

The Restricted Stock Awards issued may be deposited in a security trust account.

j. Any other matters that need to be specified:

- (I) 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.
- (II) 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.