

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

- (1) During COVID-19 epidemic period, shareholders are encouraged to make use of electronic voting through STOCKVOTE platform to exercise their voting rights. (STOCKVOTE platform: <http://www.stockvote.com.tw>). Shareholders attending the meeting in person shall bring and wear their own masks at all times and agree to have their temperatures taken. A shareholder would not be allowed to enter into the meeting venue should he/she attends the meeting without wearing a mask or his/her forehead temperature reaches 37.5 °C or ear temperature reaches 38 °C based on two consecutive measurements.
- (2) If a change in meeting venue is needed due to the epidemic, we will make the related public announcements on Market Observation Post System (MOPS). (MOPS's website: <http://mops.twse.com.tw>; English version: <http://emops.twse.com.tw>)

- A. The 2021 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 10, 2021.

The agenda for the Meeting is as follows:

I. Report Items:

- (1) 2020 business report
- (2) Audit Committee's review report
- (3) Report on 2020 employees' compensation and remuneration to directors

II. Acknowledgements

- (1) Adoption of the 2020 business report and financial statements
- (2) Adoption of the proposal for distribution of 2020 profits

III. Proposed Resolutions and Election

- (1) Discussion of cash distribution from capital reserve
- (2) Discussion on issuance of Restricted Stock Awards
- (3) Election of the 9th session directors (including independent directors)

- (4) Suspension of the non-competition restrictions on the 9th session directors of the Company

IV. Extemporaneous Motions

- B. The main content of the proposal for distribution of 2020 profits is as follows: Shareholders will be entitled to receive a cash dividend of NT\$21 per share. The record date and the distribution date will be further decided after obtaining shareholders' approval. 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. The main content of the proposal for cash distribution from capital reserve is as follows: Shareholders will be entitled to receive a cash distribution from capital reserve of NT\$16 per share. The record date and the distribution date will be further decided after obtaining shareholders' approval. In the event that the number of the Company's issued and outstanding shares changes, the Chairman will adjust the cash distribution amount per share as authorized by the Board of Directors.
- D. Please refer to the attachment for the main content of the proposal for discussion on the issuance of Restricted Stock Awards.
- E. The number of directors to be elected at the shareholders' meeting: 8 seats (including 3 seats of independent directors)
- a) Director Candidates : Ming Kai Tsai; Rick Tsai; Cheng Yaw Sun ; Kenneth Kin; Joe Chen.
b) Independent Director Candidates: Chung Yu Wu; Peng Heng Chang; Ming-Je Tang.
c) For other relevant information relating to the candidates, please refer to the website (<http://mops.twse.com.tw>)
- F. 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.
- G. One copy of the attendance notification form and proxy form are 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 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.

- 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 than May 10, 2021. Shareholder(s) can obtain information on the "Free proxy disclosure & related information system" (<http://free.sfi.org.tw>).
- I. **Shareholders may exercise their voting rights through electronic votes at the STOCKVOTE platform of Taiwan Depository & Clearing Corporation (<http://www.stockvote.com.tw>) during the period from May 12, 2021 to June 7, 2021.**
- 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

Discussion on issuance of Restricted Stock Awards.

- (1) To attract and retain talents, and to encourage the employees to dedicate themselves to accomplish the Company's mid-term and long-term operating goals, it is proposed to issue Restricted Stock Awards in accordance with Paragraph 9, 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 Awards are as below:
 - a. The reason why it is necessary to issue Restricted Stock Awards for employees:

To attract and retain talents, motivate and to 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 employees:
 - (a) To protect shareholder's interest, the Company shall cautiously manage the program. Only full-time permanent employees of the Company and its subsidiaries who are employed on the date that the Restricted Stock Awards are granted and meet certain performance requirements shall be eligible to participate in the program. The Restricted Stock Awards will be further limited 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 granted Restricted Stock Awards under the program shall be determined with regard to seniority, position, performance, overall contribution, special contribution and other management -related factors. The number of shares granted under the program shall be reviewed by the Chairman and approved by the Board of Directors. However, awards under the program to employees who are managerial officers or members of the Board of Directors are subject to the approval from the Compensation Committee.
 - (c) Employees holding 10% or more of the Company's issued common shares, all the members of Compensation Committee, and non-employee members of the Board of Directors are not eligible to receive awards under the program.
 - (d) The sum of the aggregate number of shares granted to each employee shall comply with the Offering Regulations.
 - c. Expected issue price: Awards under the program shall be gratuitous.
 - d. Determination of terms and conditions (including vesting conditions, handling 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 breach of the employee's employment terms and conditions or any other employment-related agreement, employee handbook, non-compete and confidentiality agreements or any agreement with the Company and achievement of both the employee's individual performance goals by the employee and the Company's operation objectives by the Company during the vesting period are required to receive the vested shares. The vesting period would be from 2021 to 2024 and in accordance with the issue rule approved under each effective registration. The percentage of the maximum number of the shares vesting on any particular year shall comply with the issue rule approved under each effective registration. The actual percentage and number of the shares vesting on any particular year will be based on the employee's achievement of individual performance goals and the Company's achievement of operational objectives of such particular year. The measuring of the achievement level of the Company's operational objective for vested shares shall be calculated based on the index on an annual basis and on a cumulative basis, and where the periods for measuring overlap, the period with the highest performance for the particular index shall be the period used for measuring. The share calculation shall be rounded down to the nearest whole share.

- (II) The individual performance goals are the employee's year-end performance rating for the year preceding the vesting date at "I" rating or higher for the performance year preceding each vesting date and the employee's achievement of job performance criteria (as determined by the Company), which will be set by the Company and agreed with the employee. The Company's operational objectives include the following four indexes: (1) the Company's total shareholder return ("TSR") compared to that of Taiwan's top 50 companies by market cap in electronic components industry; (2) revenue growth rate; (3) gross margin ("GM%"); and (4) operating margin ("OPM%"). Each index has its own threshold level and target level. The percentage of the vested shares would be 0% if the Company's operational performance result is below the threshold level; 50% if the performance result meets or exceeds the threshold level; and 100% if the performance result meets or exceeds the target level. For rounding rules applied to calculations, it shall be rounded down to the nearest integer to determine if the threshold level or the target level is achieved. If the performance result is

greater than the threshold but less than the target level, the percentage of vested Shares determined by the applicable index shall be calculated by the interpolation method. For purposes of determining if the threshold level or the target level is achieved, calculations shall be rounded down to the nearest whole percent, while, for performance results between the threshold level and the target level, calculations will be rounded up or down to the nearest hundredth percent. The weighting and the range of threshold to target level of each index are set forth in the table below, and the threshold and target levels for each index will be set by the Company for each award under the program and specified in the applicable Restricted Stock Award Agreement with the employee. The judgement of the achievement level of the indexes shall be based on the Company's consolidated financial statements certified by a certified public accountant for the corresponding performance periods.

Operational Index	TSR Ranking (against Taiwan's Top 50 Companies by Market Cap in Electronic Components Industry)	Revenue Growth %	Gross Margin %	Operating Margin %
Weighting	20%	25%	25%	30%
Threshold and Target Range	25 th ~ 50 th (P25~P50)	10% ~ 23%	44% ~ 46%	15%~18%

(b) Measures to be taken when employees fail to achieve the vesting conditions or in the event of inheritance:

The Company will revoke the issued restricted stock awards without consideration and cancel the full number of the shares in accordance with the terms of the issuance rules set by the Company and approved under the effective registration.

e. Expected total amounts (shares) of issuance:

The number of shares available for issuance by the Company under this program shall not exceed 19,080,000 common shares, each share having a par value of NT\$ 10, for a total amount of NT\$190,800,000. The total number of shares available for issuance is equivalent to about 1.2% of the Company's issued common shares. It is

allowed to register with the competent authority in one time or multiple times for issuances over a period of 1 year from the date of approval of shareholders' meeting. It is allowed to have one or multiple issuance over a period of 1 year from the date of receiving the approval notice from competent authority based on the actual need. The actual number of restricted stock awards to be issued shall be under the estimated maximum expense of NT\$9,000,000,000. If calculated with reference to the average share price of February of 2021, the Restricted Stock Awards available for issuance would be 9,521,000 shares; however, the actual number of Restricted Stock Awards to be issued shall be calculated with reference to the share price before the issuance. The actual number of Restricted Stock Awards to be issued will still be subject to the Board of Directors' approval in accordance with the applicable laws and regulations and 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 2021 Annual Shareholders' General Meeting shall not exceed 19,080,000 shares. The actual number of Restricted Stock Awards to be issued, under the estimated maximum expense of NT\$9,000,000,000, 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. If the Restricted Stock Awards are issued in the end of the August of 2021, the amortized expense estimated to be in the amount of NT\$1,561,591,000, NT\$4,147,272,000, NT\$2,462,500,000, and NT\$828,637,000 for 2021, 2022, 2023 and 2024, 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\$0.67, NT\$1.79, NT\$1.06 and NT\$0.36 for 2021, 2022, 2023 and 2024, respectively. There dilution of the Company's future EPS is limited, and there is no material impact on existing shareholders' equity.

h. Restricted rights before employees meet the vesting conditions:

During the vesting period, except for inheritance, 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 shall be deposited in a security trust account.

j. Any other matters that need to be specified:

- (a) If any 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 and the person appointed by the Board of Directors with full power and authority to handle all the matters 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 herein shall be dealt with in accordance with the applicable laws and regulations and the issuance rules set by the Company.