

Billion Electric Co., Ltd.

Reference materials for various resolutions of the 2025 Annual General Meeting of Shareholders

Meeting Date : May 21, 2026 (Thursday) 9:00 AM
Meeting Venue: 8th Floor, HQ meeting room, No. 192, 2nd Section, Zhongxing Road Xindian District, New Taipei City
Meeting Method: Physical Shareholders' Meeting

Chapter 1 、 Management Presentation

Case I

Proposal : 2025 Business Report
Remarks : For the Company's 2025 Annual Business Report, please refer to the Meeting handbook.

Case 2

Proposal : 2025 Annual financial statements report reviewed by the audit committee
Remarks : 1. The 2025 business report and financial statements (including consolidated financial statements) have been resolved and approved by the board of directors, reviewed by the audit committee with a review report issued. The financial statements have been audited and attested by KPMG's CPAs, Kou Hui-Chih and Kuo Hsin-Yi. It is hereby submitted for recognition.
2. We sincerely invite the audit committee members to read the audit review report. Please refer to the Meeting handbook.

Case 3

Proposal : The status report of repurchase of treasury shares.
Remarks : The status report of repurchase of treasury shares.

Callable Period	2020/12/29- 2021/02/01	2021/06/22- 2021/08/09	2022/08/10- 2022/09/28
1.Number of Callable Shares	1,200,000 shares	800,000 shares	168,000 shares
2.Total Callable Amount	NTD 22,822,074	NTD 18,492,041	NTD 3,181,498

3.Average Repurchase Price per Share	NTD 19.02	NTD 23.12	NTD 18.94
4.Accumulated Shares of the Company Currently Held	1,200,000 shares	2,000,000 shares	1,191,000 shares
5.Accumulated Treasury Shares Held as a Percentage of the Company's Shares	1.21%	2.02%	1.202%
6.Purpose of Repurchase	Transfer to employees	Transfer to employees	Transfer to employees
7. Implementation status:	(1) Transfer of 962,000 shares to employees on September 30, 2021 (2) Transfer of 15,000 shares to employees on September 22, 2022 (3) Transfer of 25,000 shares to employees on March 17, 2023 (4) Transfer of 20,000 shares to employees on December 8, 2023 (5) Transfer of 20,000 shares to employees on March 19, 2025 (6) Cancellation on March 26, 2026 158,000 shares	Not yet transferred	(1) Transfer of 20,000 shares to employees on March 27, 2026
	Remaining shares: 0 shares	Cumulative remaining shares: 800,000 shares	Cumulative remaining shares: 948,000 shares

Case 4

Proposal : 2025 Remuneration paid to directors

Remarks : 1. 2025 directors' compensation is NT\$0.
2. For the directors' remuneration, including the remuneration policy, the details and amount of the remuneration received by individual directors, Please refer to the Meeting handbook.

Chapter 2 、Proposals

Case 1 (Proposed by the Board of Directors)

Proposal : The Company's 2025 Business Report and Financial Statements are hereby proposed.

Remarks :

1. The 2025 business report and financial statements (including consolidated financial statements) have been resolved and approved by the board of directors, reviewed by the audit committee with a review report issued. The financial statements have been audited and attested by KPMG's CPAs, Hui-Zhi Kou and Xin-Yi Guo . It is hereby submitted for recognition.
2. For the above Independent Auditors' Report, Financial Statements and Business Report, Please refer of the Meeting handbook.

Case 2 (Proposed by the Board of Directors)

Proposal : The proposal for covering the loss for the year 2024 is submitted for approval.

Remarks :

1. The Company's beginning Unappropriated retained earnings was NT\$47,619,767 (NT\$ hereinafter). For 2025, actuarial gains on defined benefit plans were credited to Retained earnings in the amount of NT\$5,835,210, and the disposal of equity instruments measured at fair value through Other comprehensive income was credited to Retained earnings in the amount of NT\$4,124,719. The net loss after tax for 2025 was NTD 121,397,671, resulting in a total Unappropriated accumulated deficit for the year of NT\$63,817,975. Therefore, no earnings will be distributed for 2025.
2. The proposed plan for the appropriation of losses is presented in the table below for your approval.

Billion Electric Co., Ltd.
2025 Statement of Deficit Offset

(Unit: NT\$)

Items	Total
Beginning accumulated earnings available for distribution	47,619,767
Add: Remeasurements of defined benefit plans recognized in Retained earnings	5,835,210
Add: Disposal of equity instruments measured at fair value through Other comprehensive income	4,124,719
Add: Net loss after tax for 2025	(121,397,671)
Subtotal	(63,817,975)
Less: Legal reserve appropriated	0
Add: Special reserve appropriated(Note 1-3)	0
Deficit to be offset at end of period	(63,817,975)
Distribution items:	
Shareholder Dividends (NT\$ per share, cash) (Notes 4-5)	0
Deficit to be offset at end of period	(63,817,975)

(Note)

- As of December 31, 2025, the account balances of Exchange differences on translation of foreign financial statements (NT\$142,026) and unrealized loss on financial assets measured at fair value through Other comprehensive income (NT\$38,743,279), totalling (NT\$38,885,305), require Special reserve appropriated.
- As of December 31, 2025, the Company has Special reserve appropriated a total of NT\$29,376,417.
- Pursuant to item 1-2 above, as of December 31, 2025, the Company must make a supplementary Special reserve appropriated of NT\$9,190,979; however, as the Company has no distributable earnings, no such provision shall be recognized.
- Treasury shares held by the Company are not entitled to shareholder rights under the law. However, if there is any change in the number of treasury shares before the distribution record date, the distribution amount per share shall be adjusted based on the shareholding ratios of shareholders recorded in the register of shareholders as of the distribution record date, while the total amount of shareholder dividends to be distributed remains unchanged.
- This distribution table is calculated based on 128,954,549 shares outstanding as of February 8, 2026.

Chairman:

Manager:

Accounting
Officer