

(11) If, in the Most Recent Year and up to the Date of Publication of the Annual Report, the Company and its internal personnel have been punished according to law, or the Company has punished its internal personnel for violating the internal control system regulations, whose result may have a material impact on shareholders' rights and interests or securities prices, the punishment content, main deficiencies and improvement status shall be specified: None.

(12) Major Resolutions of Shareholders' Meeting and Board Meetings in the Most Recent Year and up to the Date of Publication of the Annual Report:

1. Regular Shareholders' Meeting: Convened on June 28, 2023.

(1) Important Resolutions and Implementation Status Thereof:

A. To ratify the Company's 2022 Business Report and Standalone and Consolidated Financial Statements

Implementation Status: announced on MOPS following resolution by the Shareholders' Meeting.

B. To ratify the Company's 2022 Earnings Distribution

Implementation Status: Per 2022 Earnings Distribution, a cash dividend at NT\$7 will be distributed for per share held. According to the resolutions by the 3rd Board of Directors meeting in 2023, the reference date for distribution is set to August 16, 2023, with distributions set to be completed by September 6, 2023.

C. To adopt the amendments to the Company's Articles of Incorporation

Implementation Status: the proposed item has amended following resolution by the Shareholders' Meeting and then disclosed on the Corporate Website, with relevant matters handled in accordance with the amended procedure(s).

2. Board of Directors:

(1) The 1st Board of Directors meeting in 2023 on January 13, 2023:

A. To report the Status of the Company's Internal Audit

B. The Company has completed GHG Inventory and Verification Report by prescribed timeframe

C. The Company's 2022 Year-End Bonus Distribution to Employees

Resolution: approved and adopted by all attending directors and independent directors.

D. The Company's Proposal of Employee Salary Adjustment

Resolution: approved and adopted by all attending directors and independent directors.

- E. To review the Company's Loan of Funds
Resolution: approved and adopted by all attending directors and independent directors.
 - F. Amendment to the Company's Corporate Governance Best Practice Principles
Resolution: approved and adopted by all attending directors and independent directors.
 - G. Amendment to the Company's Sustainable Development Best Practice Principles
Resolution: approved and adopted by all attending directors and independent directors.
 - H. Changes in Personnel of the Company (I)
Resolution: approved and adopted by all attending directors and independent directors.
 - I. Changes in Personnel of the Company (II)
Resolution: approved and adopted by all attending directors and independent directors.
- (2) The 2nd Board of Directors meeting in 2023 on March 15, 2023:
- A. To report the Overview of Reinvestment Businesses by the Company
 - B. To ratify the Company's Self-assessed Consolidated Financial Statements in 2022
Resolution: approved and adopted by all attending directors and independent directors.
 - C. Amendment to the Company's Articles of Incorporation
Resolution: approved and adopted by all attending directors and independent directors.
 - D. Date, Location, Agenda and Relevant Matters for the Company's 2023 Regular Shareholders' Meeting
Resolution: approved and adopted by all attending directors and independent directors.
 - E. Acceptance of Shareholders' Proposal, Location and Relevant Matters for the Company's 2023 Regular Shareholders' Meeting
Resolution: approved and adopted by all attending directors and independent directors.
- (3) The 3rd Board of Directors meeting in 2023 on March 30, 2023:
- A. To report the Status of the Company's Internal Audit
 - B. To report the Results of Evaluations on Performance of the Board of Directors in 2022
 - C. The Company's 2022 Business Report
 - D. To report the Company's 2023 Business Plans
 - E. To report the Overview of Reinvestment Businesses by the Company
 - F. The Company's 2022 Distribution of Employees and Directors' Remunerations

- Resolution: approved and adopted by all attending directors and independent directors.
- G. To ratify the Company's 2022 Business Report
Resolution: approved and adopted by all attending directors and independent directors.
- H. To ratify the Company's 2022 Standalone and Consolidated Financial Statements
Resolution: approved and adopted by all attending directors and independent directors.
- I. To ratify the Company's 2022 Earnings Distribution
Resolution: approved and adopted by all attending directors and independent directors.
- J. To review the Company's 2022 "Statement on Internal Control"
Resolution: approved and adopted by all attending directors and independent directors.
- K. To review the Loan of Funds by the Company and its Subsidiaries
Resolution: approved and adopted by all attending directors and independent directors.
- L. To review the Company's 2023 Adjustments to Employees' Salaries
Resolution: approved and adopted by all attending directors and independent directors.
- M. Evaluations on Independence and Suitability of the Attesting CPAs for the Company
Resolution: approved and adopted by all attending directors and independent directors.
- N. Proposal for Pre-emptive Approval of Non-Assurance Services to the Company and its Subsidiaries by the Attesting CPA, the Affiliating Accounting Firm and their Affiliated Enterprises
Resolution: approved and adopted by all attending directors and independent directors.
- O. To review the Company's 2023 Audit Fees for Attesting CPAs
Resolution: approved and adopted by all attending directors and independent directors.
- P. Replacement of the Attesting CPAs for the Company
Resolution: approved and adopted by all attending directors and independent directors.
- Q. Credit by ING Bank N.V. to Reinvestment Businesses of the Company
Resolution: approved and adopted by all attending directors and independent directors.
- (4) The 4th Board of Directors meeting in 2023 on May 10, 2023:

- A. To report the Status of the Company' s Internal Audit
 - B. The Company has completed GHG Inventory and Verification Report by prescribed timeframe
 - C. To report the Overview of Reinvestment Businesses by the Company for Q1 2023
 - D. To ratify the Company ' s Consolidated Financial Statements of Q1 2023
Resolution: approved and adopted by all attending directors and independent directors.
 - E. To review the Company' s Loan of Funds
Resolution: approved and adopted by all attending directors and independent directors.
 - F. To add bank(s) with whom the Company conducts business dealings
Resolution: approved and adopted by all attending directors and independent directors.
- (5) The 5th Board of Directors meeting in 2023 on June 28, 2023:
- A. To add bank(s) with whom the Company conducts business dealings, and to add bank credits
Resolution: approved and adopted by all attending directors and independent directors.
 - B. Changes in Personnel of the Company
Resolution: approved and adopted by all attending directors and independent directors.
 - C. To determine the Schedule for the Distribution of Cash Dividends on Ordinary Shares by the Company for the Year 2022
Resolution: approved and adopted by all attending directors and independent directors.
- (6) The 6th Board of Directors meeting in 2023 on August 11, 2023:
- A. To report the Status of the Company's Internal Audit
 - B. The Company has completed GHG Inventory and Verification Report by prescribed timeframe
 - C. To report the Implementation Results of the Company's Sustainability Report 2022.
 - D. To report the Overview of Reinvestment Businesses by the Company in Q2 2023
 - E. To ratify the Company's Consolidated Financial Statements in Q2 2023
Resolution: approved and adopted by all attending directors and independent directors.
 - F. To review the Loan of Funds of the Company and Its Subsidiaries
Resolution: approved and adopted by all attending directors and independent directors.
 - G. Changes in Personnel of the Company

Resolution: approved and adopted by all attending directors and independent directors.

- (7) The 7th Board of Directors meeting in 2023 on September 1, 2023:
- A. To review the Loan of Funds of the Company and Its Subsidiaries
Resolution: approved and adopted by all attending directors and independent directors.
 - B. To review the Company's Distribution of 2022 Directors' Remunerations.
Resolution: approved and adopted by all attending directors and independent directors.
 - C. To review the Company's Distribution of 2022 Employees' Remunerations.
Resolution: approved and adopted by all attending directors and independent directors.
- (8) The 8th Board of Directors meeting in 2023 on November 9, 2023:
- A. To report the Status of the Company's Internal Audit
 - B. To report the Company's Purchase of "Directors and Officers (D&O) Liability Insurance".
 - C. The Company has completed GHG Inventory and Verification Report by prescribed timeframe
 - D. To report the Overview of Reinvestment Businesses by the Company in Q3 2023
 - E. To ratify the Company's Consolidated Financial Statements in Q3 2023
Resolution: approved and adopted by all attending directors and independent directors.
 - F. To review the Loan of Funds of the Company and Its Subsidiaries
Resolution: approved and adopted by all attending directors and independent directors.
 - G. To determine the Company's Audit Plan for the Year 2024
Resolution: approved and adopted by all attending directors and independent directors.
 - H. Amendment to the Company's Corporate Governance Best Practice Principles
Resolution: approved and adopted by all attending directors and independent directors.
 - I. Amendment to the Company's Articles of Incorporation
Resolution: approved and adopted by all attending directors and independent directors.
 - J. To review the loans of MERIDA Bicycle (Shandong) Co., Ltd. under commission to MERIDA Bicycle (Jiangsu) Co., Ltd.
Resolution: approved and adopted by all attending directors

- and independent directors.
- K. Proposal to provide endorsement and guarantee to MERIDA Bicycle (Jiangsu) Co., Ltd.
Resolution: approved and adopted by all attending directors and independent directors.
- L. To provide loan of funds to MERIDA BENELUX B.V.
Resolution: approved and adopted by all attending directors and independent directors.
- (9) The 1st Board of Directors meeting in 2024 on January 31, 2024:
- A. To report the Status of the Company's Internal Audit
B. The Company has completed GHG Inventory and Verification Report by prescribed timeframe
C. To review the Proposal of 2023 Year-End Bonus Distribution to the Employees.
Resolution: approved and adopted by all attending directors and independent directors.
- D. The Company's Proposal of Employee Salary Adjustment
Resolution: approved and adopted by all attending directors and independent directors.
- E. To review the Loan of Funds of the Company and Its Subsidiaries
Resolution: approved and adopted by all attending directors and independent directors.
- F. The Company's Proposal to Provide Endorsement and Guarantee to MERIDA NORGE AS
Resolution: approved and adopted by all attending directors and independent directors.
- G. To provide loan of funds to MERIDA BENELUX B.V.
Resolution: approved and adopted by all attending directors and independent directors.
- H. Amendment to the Company's Rules of Procedure for Board of Directors' Meetings
Resolution: approved and adopted by all attending directors and independent directors.
- I. Amendment to the Company's Audit Committee Charter
Resolution: approved and adopted by all attending directors and independent directors.
- J. Amendment to the Company's Corporate Governance Best Practice Principles
Resolution: approved and adopted by all attending directors and independent directors.
- (10) The 2nd Board of Directors meeting in 2024 on March 14, 2024:
- A. To report the Status of the Company's Internal Audit
B. To report the Results of Evaluations on Performance of the

Board of Directors in 2023

C. The Company's 2023 Business Report

D. To report the Company's 2024 Business Plans

E. To report the Overview of Reinvestment Businesses by the Company

F. To report the Group's Operation Status by Region

G. The Company's 2023 Distribution of Employees and Directors' Remunerations

Resolution: approved and adopted by all attending directors and independent directors.

H. To ratify the Company's 2023 Business Report

Resolution: approved and adopted by all attending directors and independent directors.

I. To ratify the Company's 2023 Standalone and Consolidated Financial Statements

Resolution: approved and adopted by all attending directors and independent directors.

J. To ratify the Company's 2023 Earnings Distribution

Resolution: approved and adopted by all attending directors and independent directors.

K. To review the Company's 2023 "Statement on Internal Control"

Resolution: approved and adopted by all attending directors and independent directors.

L. To review the Loan of Funds of the Company and Its Subsidiaries

Resolution: approved and adopted by all attending directors and independent directors.

M. To review the Company's 2024 Adjustments to Employees' Salaries

Resolution: approved and adopted by all attending directors and independent directors.

N. Evaluations on Independence and Suitability of the Attesting CPAs for the Company

Resolution: approved and adopted by all attending directors and independent directors.

O. To review the Company's 2024 Audit Fees for Attesting CPAs

Resolution: approved and adopted by all attending directors and independent directors.

P. Re-election of the Company's Directors (incl. Independent Directors)

Resolution: approved and adopted by all attending directors and independent directors.

Q. Acceptance of Date, Location, Manners of Meeting, Agenda and Relevant Matters for the Company's 2024 Regular

Shareholders' Meeting

Resolution: approved and adopted by all attending directors and independent directors.

R. Acceptance of Shareholders' Proposal, Location and Relevant Matters for the Company's 2024 Regular Shareholders' Meeting

Resolution: approved and adopted by all attending directors and independent directors.

S. Right of Candidate Nomination, Acceptance Period, Location and Relevant Matters for the Re-election of Directors (incl. Independent Directors) in the Company's 2024 Regular Shareholders' Meeting

Resolution: approved and adopted by all attending directors and independent directors.

(13) Major Issues of Record or Written Statements Made by Any Director or Supervisor Dissenting to Important Resolutions Passed by the Board of Directors in the Most Recent Year and up to the Date of Publication of the Annual Report: None.