

(Summary Translation)
Meeting Notice
of
Annual General Shareholders Meeting¹

The 2020 Annual General Shareholders Meeting of Nuvoton Technology Corporation (the “Company”) will be convened at 1F., No. 539, Sec. 2, Wenxing Rd., Jhubei City, Hsinchu County, Taiwan, R.O.C. (Auditorium Hall) at 9:00 a.m., Friday, May 29th, 2020.

I. The agenda for the meeting is as follows:

(I) Matters to be reported

1. 2019 business report
2. Audit Committee's review report of 2019 final accounts
3. 2019 distribution of employee and director compensations
4. 2019 cash dividend distribution report
5. Other matters to be reported

(II) Matters to be recognized and discussed

1. Recognition of 2019 business report and financial report
2. Recognition of the 2019 profit distribution proposal
3. Discussion on the Company's acquisition of the semiconductor related businesses of Panasonic Corporation
4. Discussion on the amendments to the Company's Articles of Incorporation
5. Discussion on the Company's long-term fund raising proposal
6. Discussion on the amendments to the Company's rules
 - (1) Rules Governing the Conduct of Shareholders Meeting
 - (2) Operating Procedures for Loaning of Funds
 - (3) Operating Procedures for Endorsements and Guarantees
 - (4) Procedures for Engaging in Financial Derivatives Transactions
7. Discussion on the release of the director from non-competition restrictions

¹ This summary translation is for reference only and is qualified in its entirety by the Chinese version of meeting notice of annual general shareholders meeting. In the event of any discrepancy between the Chinese version and this summary translation, the Chinese version shall prevail.

- II. The proposal for distribution of 2019 earnings adopted at the meeting of the Board of Directors is as follows :
- Cash dividends to common share holders: Each common share holder will be entitled to receive a cash dividend of NT\$1.2 per share. The record date will be decided by the Board of Directors.
- III. Based on the requirements of Article 172 of the Company Act, the proposals for discussion on the amendment to the Articles of Incorporation of the Company and the release of directors (including independent director) from the non-competition restriction, as well as election of one additional independent director are placed on the Market Observation Post System (<http://mops.twse.com.tw>). Please refer to the Shareholder Meeting Agenda Handbook placed on the Market Observation Post System (<http://mops.twse.com.tw>) for details of these proposals.
- IV. All (II) Matters to be acknowledged and discussed at annual general shareholders meeting will be discussed one by one and will be voted at the same time after the discussion of matters ends. The votes for each matter will be tallied separately.
- V. The discussion on the Company's long-term capital raising, regarding the sections of Capital Increase for Cash by Issuance of Common Shares, GDRs Sponsored by Issuance of New Shares, or Capital Increase for Cash through Issuance of Preferred Shares, all by way of Private Placement, please refer to attachment 1 for more details.
- VI. Shareholders are able to exercise the voting right through electronic voting in this session. The period of exercising the voting rights starts from April 29, 2020 to May 29, 2020. Please login in Taiwan Depository & Clearing Corporation's e-voting website and vote in accordance with the instructions. (www.stockvote.com.tw)

Board of Directors
Nuvoton Technology Corporation

Attachment 1

I. Capital Increase for Cash by Issuance of Common Shares, GDRs Sponsored by Issuance of New Shares, or Capital Increase for Cash through Issuance of Preferred Shares, all by way of Private Placement

1. Basis of Pricing and its Reasonableness

(1) The price of privately-placed common shares per share shall not be less than 80% of the reference price, which shall be either of the following prices (whichever is higher):

(A) The stock price as calculated by the simple arithmetic mean of the closing price(s) of the common stock on the date falling on either one, three or five business day(s) before the pricing date, net of any distribution of stock dividends and cash dividends, plus any capital reduction; or

(B) The stock price as calculated by the simple arithmetic mean of the closing prices of the common stock for the thirty business days before the pricing date, net of any distribution of stock dividends and cash dividends, plus any capital reduction.

(2) The price of privately-placed preferred shares per share shall not be less than 80% of the theoretical price, which is the price of the securities calculated based on an appropriate pricing model that is selected in light of the various rights under the terms of issuance. The pricing model shall as a whole encompass, and include the concurrent consideration of, the various rights included in the terms of issuance. Any right not included for consideration within the model shall be excluded from the terms of issuance.

(3) It is proposed that the shareholders' meeting authorize the Board of Directors to determine the pricing date, the actual reference price and the actual issuance price in accordance with the above provisions by taking into account market conditions, objective circumstances and contact with designated persons, within a range not less than the ratio determined by the resolutions of the shareholders' meeting. The price of the private placement will be determined by reference to the above-mentioned reference price or theoretical price in accordance with the laws and regulations of the competent authority. Considering that the Securities and Exchange Act imposes strict restrictions on the time of, the parties receiving, and quantity of, the transfer of privately-placed securities, the conditions of the private placement should be reasonable.

2. The selection, purpose, necessity and anticipated benefit of placees:

(1) Selection and purpose: Pursuant to Article 43-6 of the Securities and Exchange Act and related rulings, placees to be selected shall be limited to those who (a) may directly or indirectly contribute to the Company's future operations, (b) may assist the Company in developing

markets and expanding its operations, and (c) are strategic investors who share the Company's business philosophy.

(2)Necessity: In order to strengthen the Company's competitive advantage, it is necessary for the Company to introduce strategic investors who can help the Company expand future product sales or promote product development cooperation in view of its long-term development.

(3)Anticipated benefit: The introduction of strategic investors can help the Company expand its scale of operations and develop new markets, which will benefit its long-term development.

(4)There are currently no contacted placees. It is proposed that the shareholders' meeting authorize the Board of Directors to carry out matters relating to contact with palcees at its sole discretion.

3.Reasons for a necessary private placement

(1)The Company plans to introduce strategic investors to enhance its future competitiveness, and the private placement of securities is subject to a three-year limitation on transfers, which may ensure a long-term relationship between the Company and its strategic investment partners. Therefore, it intends to raise funds from designated persons through a private placement to enhance the timeliness and flexibility of fund raising.

(2)Amount of the private placement: It is proposed that the total number of shares to be privately placed will not exceed 100,000,000.

(3)Purpose and anticipated benefits of the private placement: The private placement(s) will be conducted once or in several times (up to three times) depending on the market conditions and the negotiation with the designated persons. The proceeds will be used for one or more purposes such as investment, purchase of machinery and equipment, repayment of bank loans, sound financial structure and enhancement of working capital. Each private placement is expected to enhance the Company's competitiveness, strengthen the shareholders' structure, strengthen the Company's financial structure and increase its scale of operations, which should be beneficial to the shareholders' rights and interests.

4.Objections or qualified opinions from independent Board of Directors: None

5.A significant change in managerial control within the 1 year period immediately preceding the day on which the board of directors resolves on the private placement, or there will be a significant change in managerial control after the introduction of a strategic investor through private placement: None

6.The key matters of the offering(s), including but not limited to the actual number of shares to be issued, the terms of the issuance, the plan of the issuance, the project, the sources of funds, the uses of proceeds, the expected progress, the expected benefits and other related matters, as well as all other matters related to the plan of the issuance will be adjusted, determined and handled depending on the market

conditions; also, if there are any changes in the law, the competent authority requires any amendments, or any change is required due to the operational evaluation or by the objective circumstances, it is proposed that the shareholders' meeting authorize the Board of Directors to handle the same at its sole discretion.

7. In addition to the scope of authorization mentioned above or in accordance with laws and regulations, it is planned to authorize the chairman or his designated person to handle all matters related to this issuance case and sign relevant contracts and documents on behalf of the company.

8. If there are any unresolved matters, it is planned to authorize the board of directors to administer it in accordance with relevant laws.

Please refer to the Market Observation Post System (<https://mops.twse.com.tw/mops/web/t116sb01>) and the Company's website (<http://www.nuvoton.com>) for details.