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Rudy Tsai

## HIMAX TECHNOLOGIES, INC.

### MINUTES OF 2009 ANNUAL GENERAL MEETING

MINUTES of the 2009 annual general meeting of the Members of Himax Technologies, Inc., a company duly incorporated under the laws of the Cayman Islands ("Company"), held at the Tree Valley Park Service Center, Room B02, No. 8, Jhong Sin Rd. Road, Tree Valley Park, Sinshih Township, Tainan County, Taiwan on the 6<sup>th</sup> of August, 2009, commencing at 10:30am.

PRESENT:                      Biing-Seng Wu, Chairman of the Board  
  Jordan Wu, Director, President, and CEO  
  Max Chan, Secretary

IN ATTENDANCE:            See Attendance Sheet attached

#### 1. NOTICE & QUORUM

The Secretary confirmed that due notice of the meeting had been given and that more than two members entitled to vote representing approximately 69.6% in nominal value of the total issued voting shares of the Company was present in person or by proxy or (in the case of a member being a corporate representative) by its duly authorised representative to form a quorum which was present throughout the meeting.

#### 2. CHAIRMAN

Biing-Seng Wu agreed to act as Chairman of the meeting. The Chairman called the meeting to order.

### ORDINARY RESOLUTIONS

#### 3. ADOPTION OF THE 2008 AUDITED ACCOUNTS AND FINANCIAL REPORTS OF THE COMPANY

There was tabled before the meeting the 2008 Audited Accounts and Financial Reports of the Company duly approved by the directors of the Company.

IT WAS RESOLVED THAT AS AN ORDINARY RESOLUTION THAT the 2008 Audited Accounts and Financial Reports of the Company be, and they hereby are, approved and received in order into the records of the Company.

4. RETIREMENT AND RE-ELECTION OF DR. CHUN-YEN CHANG AS A DIRECTOR, AND NEW ELECTION OF DR. YAN-KUIN SU AND MR. CHIH-CHUNG TSAI AS DIRECTORS

It was recommended at the meeting that Dr. Chun-Yen Chang, a retiring director eligible for re-election to the board of directors of the Company, be re-elected as a director of the Company and that to elect Dr. Yan-Kuin Su and Mr. Chih-Chung Tsai as new directors of the Company.

IT WAS RESOLVED THAT AS AN ORDINARY RESOLUTION THAT the re-election of Dr. Chun-Yen Chang, the retiring director, to serve on the board of directors of the Company and the election of Dr. Yan-Kuin Su and Mr. Chih-Chung Tsai as new directors of the Company be, and it hereby is, confirmed and approved.

5. WAIVER AND DIS-APPLICATION OF ANY AND ALL PREEMPTIVE RIGHTS OF OFFERINGS RE CASH CAPITAL INCREASE FOR DUAL LISTING ON TAIWAN STOCK EXCHANGE

It was recommended at the meeting to Members (i) to waive and dis-apply any and all pre-emptive rights of all Members re Taiwan Listing Offering under this proposal and under Article 8 of the Second Amended M&A (subject to it becoming effective) complying with article 28-1 of the ROC Security Exchange Law, and to be made available for public subscription prior to dual listing on Taiwan Stock Exchange; (ii) to authorize the Board and any Director to determine the issuance price of the Taiwan Listing Offering with the underwriter prior to public subscription according to the market status and the way of underwriting; (iii) to authorize the Board and any Director to decide the numbers of shares, issuance price, *issuance terms and conditions, cash capital raising amount, usage plan and items for cash capital raised, expected schedule, expected benefit results, record date of cash capital increase, payment terms of Taiwan Listing Offering, and to deal with all other relative matter re Taiwan Listing Offering; and (iv) to proceed with the matters as instructed by the governing authorities or to adopt the necessary changes due to other circumstances required for Taiwan Listing Offering and the proposal (all of the aforesaid matters in items (i) to (iv) collectively to be referred to as "waiver and dis-application of any and all preemptive rights of offerings re cash capital increase for dual listing on Taiwan Stock Exchange").*

IT WAS RESOLVED AS AN ORDINARY RESOLUTION THAT the

waiver and dis-application of any and all preemptive rights of offerings re cash capital increase for dual listing on Taiwan Stock Exchange be, and it hereby is, confirmed and approved.

### SPECIAL RESOLUTIONS

6. INCREASE OF AUTHORISED SHARE CAPITAL, BONUS ISSUE, SHARE CONSOLIDATION AND AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

It was recommended to the members at the general meeting to reorganize the share capital of the Company and to adopt a new amended and restated memorandum and articles of association of the Company in the manner as described in the notice of annual general meeting of the Company dated July10,2009 for the purpose of the Taiwan Listing Offering.

BY WAY OF A SPECIAL RESOLUTION OF THE COMPANY, IT WAS RESOLVED THAT:-

- (a) the authorised share capital of the Company be and is hereby increased from US\$50,000 divided into 500,000,000 shares of a nominal or par value of US\$0.0001 each (the "Shares") to US\$300,000,000 divided into 3,000,000,000,000 Shares by the creation of an additional 2,999,500,000,000 Shares (the "Increase of Authorised Share Capital");
- (b) as recommended by the board of directors of the Company (the "Directors"), the Bonus Issue (as defined below) be and is hereby approved and subject to the Increase of Authorised Share Capital, the Directors be and are hereby authorised to apply and capitalize such amount standing to the credit of the share premium account of the Company as may be required in paying up in full at par such number of new bonus Shares in the share capital of the Company ("Bonus Shares") to be allotted, issued and distributed, credited as fully paid, to the members of the Company whose names appear on the register of members of the Company as of [7 August 2009] (the "Record Date"), on the basis of 5,999 Bonus Shares for every existing Share then held by them respectively ("Bonus Issue"), such Bonus Shares to be issued pursuant to this resolution shall, subject to the memorandum of association and articles of association of the Company, rank pari passu in all respects with the existing issued Shares in the share capital of the Company, except that they will not be eligible for the Bonus Issue mentioned in this resolution;
- (c) immediately following completion of the Bonus Issue, every three thousand issued and unissued Shares be consolidated (the "Share Consolidation") into one consolidated share of a nominal or par value of US\$0.3 each (the

“Consolidated Shares”) and forthwith upon the Share Consolidation, the authorised share capital shall become US\$300,000,000 divided into 1,000,000,000 shares of a nominal or par value of US\$0.3 each;

- (d) conditional upon completion of the Increase of Authorised Share Capital, the Bonus Issue and Share Consolidation, the amended and restated second memorandum of association and articles of association (a copy of which is tabled at the general meeting and marked “A” and “B” respectively and initialed by the chairman of the meeting for identification purpose) be and is hereby approved and adopted with effect from 10 August 2009 or if later, the earliest date on which the Bonus Issue and Share Consolidation are completed; and
- (e) any Director be and is hereby authorised to sign and execute such documents and do all such acts and things incidental to any of the foregoing or as he/she considers necessary, desirable or expedient in connection with the implementation of or giving effect to any of the foregoing (including without limitation, to determine the final amount to be capitalized out of the share premium account of the Company and the final number of Bonus Shares to be allotted, issued and distributed) and the transactions contemplated thereunder.

7. RE-INSTATEMENT THE EXISTING AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY WHERE THE COMPANY ABORTS THE APPLICATION TO LIST ITS SHARES ON THE TAIWAN STOCK EXCHANGE

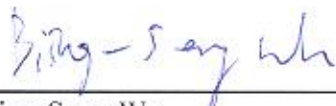
It was recommended to the members at the general meeting to adopt another set of amended and restated memorandum and articles of association of the Company which are substantially the same as the memorandum and articles of association of the Company in effect except for certain changes to the authorised share capital in the event that the Taiwan Listing Offering is aborted.

BY WAY OF A SPECIAL RESOLUTION OF THE COMPANY, IT WAS RESOLVED, THAT subject to and conditional upon the Second Amended M&A (as defined in the special resolution described in item 6 above herein) being in effect and the application by the Company to list the shares of the Company on the Taiwan Stock Exchange as referred to in resolution no. 4 above being rejected or aborted, the amended and restated third memorandum of association and articles of association (the “Third Amended M&A”, a copy of which is tabled at the general meeting and marked “C” and “D” respectively and initialed by the chairman of the meeting for identification purpose, which is identical to the memorandum and articles of association of the Company in effect prior to the adoption of the Second Amended M&A except that the authorised share capital of the Company is stated to be US\$300,000,000 divided into 1,000,000,000 shares of nominal value or par value of US\$0.3 each and the nominal or par value of the

shares of the Company referred to in the Third Amended M&A is US\$0.3 each) be and is hereby approved and adopted with effect from the date of a certificate signed by a director of the Company certifying that the Board of Directors has resolved that the Company shall abort the application to list the shares of the Company on the Taiwan Stock Exchange and/or such application has been rejected by the relevant authority.

8. MEETING CLOSED

There being no further business, the proceedings then concluded at 11:34



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Biing-Seng Wu  
Chairman  
Himax Technologies, Inc.  
August 6<sup>th</sup>, 2009