

## PROXY STATEMENT

This Proxy Statement is being furnished pursuant to the Proxy Form for the Annual General Meeting (“AGM”) of Himax Technologies, Inc. (“Himax” or the “Company”) to be held on August 28, 2019 at 09:30 a.m. (Taiwan time).

此份代理委託書說明係針對奇景光電股份有限公司(本公司)將於台灣時間 2019 年 8 月 28 日上午 9 時 30 分舉行之股東會之委託書進行說明：

### **I. SHAREHOLDER(S) ADOPTION OF THE COMPANY’S 2018 AUDITED ACCOUNTS AND FINANCIAL REPORTS**

#### **I. 股東會承認本公司 2018 年經會計師查核之帳目及財務報表**

The Company seeks shareholder adoption of the Company’s 2018 audited accounts (the “Audited Accounts”), which have been prepared according to International Financial Reporting Standards as issued by the International Accounting Standards Board, in respect of the financial year ended December 31, 2018. Along with the Audited Accounts, the Company seeks shareholder adoption of the report of the auditors in respect of the same financial period (the “Reports of the Auditors”). A copy of each of the Company’s Audited Accounts and the Reports of the Auditors is included in the 2018 Himax Annual Report which has been available on the Company’s website (<https://www.himax.com.tw/investors/financial-information/>).

本公司提供會計年度至 2018 年 12 月 31 日截止，經由會計師查核之帳目及財務報表尋求股東之承認，此份財務報表符合國際財務報導準則，完整之經查核帳目及財務報表請見公佈於公司網站 (<https://www.himax.com.tw/investors/financial-information/>) 之奇景光電 2018 年度報告附件。

The affirmative vote of a majority of the votes cast at the AGM by the shareholders entitled to vote thereon is required for this proposal.

本議案需多數有權投票之股東，於股東會上投贊成票才可成立。

**The Board of Directors of the Company (the “Board of Directors”) recommends a vote FOR this proposal.**

**本公司董事會建議股東贊成本議案。**

### **II. RETIREMENT OF THIS TERM AND RE-ELECTION OF MR. YUAN-CHUAN HORNG AS AN INDEPENDENT DIRECTOR**

#### **II. 本屆洪源全獨立董事卸任及重新選任洪源全先生擔任獨立董事**

Mr. Yuan-Chuan Horng will properly retire from his directorship position at Himax to be eligible for re-election pursuant to the Third Amended and Restated Articles of Association of Himax, and he has offered himself for re-election as an independent director of Himax. A retiring director shall be eligible for re-election.

洪源全先生將卸下奇景光電獨立董事一職，依據奇景光電修訂之公司章程，洪源全先生卸任後即有資格參選新任董事職。

Mr. Yuan-Chuan Horng has been the independent director of Himax since our reorganization in October 2005. Prior to our reorganization in October 2005, Mr. Horng served as a director of Himax Taiwan from August 2004 to October 2005. Mr. Horng retired from the position as vice president of the Finance Division of China Steel Corporation, a TWSE-listed Corporation, effective November 30, 2016. During his 40 years of services with China Steel Corporation Group, Mr. Horng held various positions including general manager, assistant vice president and vice president in the Finance Divisions. Mr. Horng currently serves as an independent director of President Securities Corporation, listed on TWSE, since June 2018. He holds a B.A. degree in economics from Soochow University.

洪源全先生自 2005 年 10 月奇景光電公司改組後即擔任獨立董事至今。在奇景光電公司 2005 年改組之前，洪源全先生於 2004 年 8 月至 2005 年 10 月間亦曾擔任台灣奇景光電董事。洪源全先生於 2016 年 11 月 30 日自臺灣證券交易所上市公司之中國鋼鐵公司財務部門副總經理職務退休。洪源全先生於中國鋼鐵集團公司任職長達四十年期間，擔任過財會部門諸多高階主管職務。於 2018 年 6 月起，洪源全先生目前亦擔任臺灣證券交易所上市公司之統一綜合證券股份有限公司獨立董事。洪源全先生畢業於東吳大學經濟系。

The affirmative vote of a majority of the votes cast at the AGM by the shareholders entitled to vote thereon is required for the election of Mr. Yuan-Chuan Horng as an Independent Director of Himax.

本議案需多數有權投票之股東，於股東會上投贊成票才可成立。

**The Board of Directors recommends a vote FOR this proposal.**

**本公司董事會建議股東贊成本議案。**

### **III. TO AMEND AND RESTATE THE COMPANY'S AMENDED AND RESTATED 2011 LONG-TERM INCENTIVE PLAN BY EXTENDING ITS DURATION FOR THREE (3) YEARS TO SEPTEMBER 6, 2022**

#### **III. 修訂 2011 年度長期股權授予辦法(修訂版)之到期日予以延長三年至 2022 年 9 月 6 日**

The Company seeks shareholder adoption in relation to amending and restating Company's amended and restated 2011 Long-Term Incentive Plan by extending its duration for three (3) years to September 6, 2022. The Company's amended and restated 2011 Long-Term Incentive Plan has been duly approved by Directors of the Company and AGM held in 2016. The Plan will allow the Company's "Participants" as employees, directors and service providers the opportunity to acquire share ownership in the Company for the main purposes of encouraging Participants to devote their best efforts to the business of the Company thereby advancing the interests of the Company and its shareholders.

The Company's amended and restated 2011 Long-Term Incentive Plan will expire on September 6, 2019. However, the granted shares under the Plan has accumulated only 5.7 million shares as of June 30, 2019, approximately 28.5% of the total 20 million Shares Authorization. There will be around 14.3 million shares non-granted, approximately 71.5% of the total 20 million Shares Authorization, as remaining quota applicable for the Plan. The Company would like to duly extend Three (3) years in respect of the Expiration Date of the Company's amended and restated 2011 Long-Term Incentive Plan to September 6, 2022, rather than arranging and renewing a full new Long-Term Incentive Plan. A copy of the Company's "2011 Long-Term Incentive Plan Amended and Restated as of August 31st day, 2016 And 2<sup>nd</sup> Amended and Restated as of August 28th day, 2019" is as attached hereto.

本公司提供修訂 2011 年度長期股權授予辦法(修訂版)之到期日予以延長三年至 2022 年 9 月 6 日之修訂案。爰 2011 年度長期股權授予辦法(修訂版)業於本公司董事會暨 2016 股東會決議通過在案。上開長期股權授予辦法，係將允許本公司之參與人，包括員工、董事與服務提供者致力其服務以取得本公司股權利益之機會，以達成本辦法參與人貢獻其才能予本公司之主要目標而進一步促進本公司與股東之利益，簡陳說明之。

查據，本辦法將於今年度 2019 年 9 月 6 日到期。截至 2019 年 6 月 30 日止，依照本辦法所實際授予之長期股權數額約計伍佰柒拾萬普通股，僅占本辦法所定義之授權長期股權額度貳仟萬普通股之百分之二十八點五；因此，尚有約計壹仟肆佰參拾萬普通股，即約百分之七十一點五之長期股權授予之額度可以使用；故本公司提案將本辦法之到期日予以適當延長三年至 2022 年 9 月 6 日止，而無需於今年度重新提交全新的長期股權授予辦法。關於本次修訂案之完整內容詳如附件。

Adoption of this proposal requires the affirmative vote of a majority of the votes cast at the AGM by the shareholders entitled to vote thereon.

本議案需多數有權投票之股東，於股東會上投贊成票才可成立。

**The Board of Directors recommends a vote FOR this proposal.**

本公司董事會建議股東贊成本議案。

#### IV. OTHER MATTERS

##### IV.其他討論事項

As of the date of this Proxy Statement, Himax does not intend to present and has not been informed that any other person intends to present any business not specified in this Proxy Statement for action at the meeting.

Shareholders are urged to sign the enclosed **proxy form** and to return it promptly in the enclosed envelope. Proxies will be voted in accordance with shareholders' directions. Signing the proxy form does not affect a shareholder's right to vote in person at the meeting, and the proxy may be revoked prior to its exercise by appropriate notice to the undersigned. If no directions are given in the voting card, proxies will be voted for the:

1. **Adoption of Himax's 2018 Audited Accounts and Financial Reports, and**
2. **Re-election of Mr. Yuan-Chuan Horng as an Independent Director of the Company, and**
3. **To amend and restate the Company's amended and restated 2011 Long-Term Incentive Plan by extending its duration for three (3) years to September 6, 2022.**

至本資料寄發日，奇景光電無預計且也未被告知將有他人將在股東會上提出非在本議案內的其他討論事項。

無法親自參與會議之股東建議填寫附件委託書，並在規定期間內送回元大證券。股東必須依照注意事項進行投票，簽訂委託書不影響股東親自至股東會現場投票的權利，只要股東事先發出署名的通知，先前之委託書即可被撤銷。若股東未在投票聯上指定勾選，則視為贊成：

1. 承認本公司 2018 年經查核帳目及財務報表；以及
2. 重新選任洪源全先生擔任本公司獨立董事；以及
3. 修訂 2011 年度長期股權授予辦法(修訂版)之到期日予以延長三年至 2022 年 9 月 6 日。

Himax Technologies, Inc.  
奇景光電股份有限公司

By:



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Name: Jordan Wu  
姓名 吳炳昌

Title: Director, CEO and President  
職稱 董事，總經理

\* Any differences between English and Chinese Translation, English version should be prevailing.  
(\*如英文版與中文譯文有歧異，應以英文版為準。)