

## PROXY STATEMENT

### 股東常會代理委託書

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 16, 2022 at 09:30 a.m. (Taiwan time).

此份股東常會代理委託書說明係針對奇景光電(開曼)股份有限公司(“本公司”)將於臺灣時間 2022 年 8 月 16 日上午 09 時 30 分舉行之年度股東會之委託書進行說明：

#### I. SHAREHOLDER(S) ADOPTION OF THE COMPANY’S 2021 AUDITED ACCOUNTS AND FINANCIAL REPORTS

##### I. 股東會承認本公司 2021 年經會計師查核之帳目及財務報表

The Company seeks shareholder adoption of the Company’s 2021 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, 2021. 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 2021 Himax Annual Report which will be available on the Company’s website (<https://www.himax.com.tw/investors/financial-information/>).

本公司提供會計年度至 2021 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 2021 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 OF THE INDEPENDENT DIRECTOR OF MR. HSIUNG-KU CHEN AND NEW ELECTION OF MR. LIANG-GEE CHEN AS AN INDEPENDENT DIRECTOR OF THE COMPANY

##### II. 本屆陳熊光獨立董事卸任及新選任陳良基先生擔任本公司獨立董事

Mr. HSIUNG-KU CHEN will properly retire from his independent directorship position at Himax Technologies, Inc. this year.

陳熊光先生今年度即將卸下本公司獨立董事一職。

Meanwhile, Dr. LIANG-GEE CHEN is the candidate appropriate in Board of Directors reasonable views for newly electing as an independent director of Himax. A brief introduction of Dr. LIANG-GEE CHEN is as followings:

茲此，陳良基博士係適當之獨立董事候選人而本公司董事會提名其擔任本公司新選任之獨立董事，簡歷如下：

Mr. LIANG-GEE CHEN (“Dr. Chen”) now serves as Emeritus Professor of Department of Electrical Engineering, National Taiwan University. Dr. Chen holds a B.S. and M.S. and Ph.D. degree in Electrical Engineering from National Cheng Kung University. Dr. Chen has previously served several roles including as Minister of Ministry of Technology and Science, Deputy Minister of Ministry of Education, Executive Vice President for Academics and Research of NTU, Vice Dean Officer for College of Electrical Engineering and Computer Science of NTU, and President of National Applied Research Laboratories. Dr. Chen has thorough and extensive professional expertise and experience across the industry, government, and academia. He has devoted the Electrical Engineering specificity on VLSI design for Multimedia Processing System. He received the IEEE Fellow in 2001, TWAS Engineering Science Medal in 2010 and Fellow of National Academy of Innovators in 2016.

陳良基博士目前係國立台灣大學之名譽教授，其擁有國立成功大學電機系學士、碩士及博士學位。曾任中華民國科技部部長、教育部政務次長、國立台灣大學學術副校長、國立台灣大學電資學院副院長、財團法人國家實驗研究院院長等，具備完整、豐富的專業能力與產官學經驗。陳良基博士專長為多媒體系統晶片設計，於2001年榮獲國際電子電機工程師學會頒發IEEE Fellow之殊榮，並於2010年獲頒世界科學院工程科學獎以及2016年獲頒美國國家發明家學院 (NAI, National Academy of Innovators) 院士。

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 with respect of the new election of Mr. LIANG-GEE CHEN as an Independent Director of Himax (the Company).

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 INCLUDING ITS 1<sup>ST</sup> AND 2<sup>ND</sup> EXTENSION UNDER THE 3<sup>RD</sup> EXTENSION AMENDMENT BY ADDITIONALLY EXTENDING ITS DURATION FOR THREE (3) YEARS TO SEPTEMBER 6, 2025**

#### **III. 關於 2011 年度長期股權授予辦法暨其第一次與第二次展延計畫之到期日予以增列第三次修訂延長期間三年至 2025 年 9 月 6 日**

The Company seeks shareholder adoption on subject that the 3rd Extension Amendment of Three (3) Years proposal in respect of the Expiration Date of Company’s 2011 Long-Term Incentive Plan and its 1st Extension and 2nd Extension Schemes. Explicitly, the 2011 Long-Term Incentive Plan and its 1st Extension and 2nd Extension Schemes (collectively referred to as the “Plan”) as accumulated duration for years have been duly approved by Directors of the Company and the AGM held in 2011, 2016 and 2019 irrespectively, which Plan will become expired on September 6, 2022 of this year. The Plan has afforded the Company’s employees, directors and service providers, and the employees, directors and service providers of the Company’s subsidiaries and affiliates with qualification and the opportunity to acquire equity interests of the Company based on their individual service contributions.

In comparison with total amount **20 million of “AUTHORISATION SHARES”** in the Plan, there will be remaining as equal around **“10.2 million Shares”** currently as the residual for the remaining quota applicable for the Plan provided to deploy the implementations applicable in subsequent year(s). The unused residual for the remaining quota Shares above-mentioned is at ration around 51% of the 20 million of total **AUTHORISATION SHARES** of Plan. To efficiently sustain remaining quota of unused Shares aforesaid of the Plan therefrom, the Company would like to propose to duly extend in respect of the Expiration Date of the Plan by additional Three (3) Years to September 6th, 2025 under the proposal 3rd Extension Amendment of the Plan hereto other than to arrange and renew full new Long-Term Incentive Plan. A copy of the “3rd Extension Amendment of the Plan” Proposal is as attached hereto.

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.

本公司循例於本次股東會提交通過關於本公司 2011 年度長期股權授予辦法予以再延長三年之第三次修訂案，爰 2011 年度長期股權授予辦法(為期 5 年)暨第一次暨第二次延展計畫(前述個別延展為期 3 年)業於本公司相關董事會暨本公司之 2011 股東常會暨 2016 股東常會暨 2019 股東常會決議通過在案，然查據前述本辦法暨展延日期亦將於今年度 9 月 6 日到期屆滿。上開長期股權授予辦法暨第一次暨第二次延展計畫(以下合稱「本辦法」)，係將允許本公司之員工、董事與服務提供者，以及本公司子公司或關係企業之員工、董事與服務提供者依照其服務貢獻予本公司而取得本公司股權利益之資格與機會，簡陳說明之。

截至目前計算本辦法剩餘授權股數且可供日後長期股權數額使用仍有約壹仟零貳拾萬普通股，其比例為本辦法項下定義之授權長期股權總額度(即貳仟萬普通股)之百分之五十一；因此為有效運用剩餘授權股數，故本公司再度提案將本辦法之到期日予以相應第參次延展計畫而延長三年至 2025 年 9 月 6 日到期，而無需於今年度立即重新提交本公司全新之長期股權授予辦法。關於本辦法第參次延長三年之修訂案暨本辦法之完整內容詳如附件。

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 of the Member intends to submit into the competent and approval of Company **“Board of Directors”** so to present any business matter not specified in this Proxy Statement for action in accordance with its governing jurisdiction regulatory rule and Company Amended and Restated Article of Association at the annual general 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 2021 Audited Accounts and Financial Reports, **and**;
2. Newly elect Mr. LIANG-GEE CHEN as an Independent Director of the Company, **and**;
3. To amend and restate the Company's Amended and Restated 2011 Long-Term Incentive Plan including its 1<sup>st</sup> and 2<sup>nd</sup> extension under the 3<sup>rd</sup> Extension Amendment by additionally extending its duration for three (3) years to September 6, 2025.

至本資料寄發日，奇景光電無預計提交其他決議案且也未被告知將有其他依據管轄法令暨本公司最新修訂章程而業經董事會核定提交將在本股東會上提出非在本表定議案內的其他討論議案事項。

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，先前的委託書即可被撤銷。若股東未在投票聯上指定勾選，則視為贊成：

1. 承認本公司 2021 年經會計師查核之帳目及財務報表；以及

Himax Technologies, Inc.

2. 新選任陳良基先生擔任本公司獨立董事;以及
3. 修訂本公司 2011 年度長期股權授予辦法到期日(依據第三次修訂版)予以延長三年至 2025 年 9 月 6 日。

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Himax Technologies, Inc.  
奇景光電(開曼)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。)