

WALRUS PUMP Co., Ltd.
Meeting Notice for 2025 General Shareholders' Meeting
(Summary Translation)

- I. The 2025 General Shareholders' Meeting will be held on May 27, 2025 (Tuesday), 9:00 a.m. (shareholder registration starts 30 minutes before the meeting, and the registration place is the same as the meeting venue) at No. 2-1, Lane 2, Huaguang Road, Luzhu District, Kaohsiung City (the Company's Kaohsiung Zhengyi Plant).

The meeting agenda is as follows:

(I) Report Items:

1. 2024 Business Report.
2. 2024 Audit Committee's Review Report.
3. Report on 2024 Distribution of Remuneration of Employees and Directors.

(II) Ratification Items:

1. Adoption of the 2024 Financial Statements and Business Report.
2. Adoption of the 2024 Earnings Distribution Proposal.

(III) Discussion Items:

1. Proposal for amendment to the "Articles of Incorporation" of the Company.
2. Proposal for amendment to the "Procedures for Acquisition or Disposal of Assets" of the Company.
3. Proposal for amendment to the "Corporate Governance Best Practice Principles" of the Company.
4. Proposal for issuance of new restricted employee shares of the Company. (Please refer to the attachment)

(IV) Extraordinary Motions

- II. The Board of Directors of the Company has proposed the 2024 earnings distribution: cash dividend of NT\$84,733,110, and NT\$2.1 per share are proposed to be distributed to shareholders. The Shareholders' Meeting is proposed to authorize the Chairman to adjust the actual dividend rate based on the actual number of outstanding shares on the record date of the distribution.
- III. According to Article 165 of the Company Act, the transfer of shares shall be suspended from March 29, 2025 to May 27, 2025. For the reasons for convening the shareholders' meeting and the main contents, please visit the MOPS (<https://mops.twse.com.tw>). Directory path: Single company/Download electronic documents/Information on annual reports and shareholders' meetings/Information on annual reports and shareholders' meetings (including information on depository receipts)
- IV. In addition to the announcement on the MOPS, we are pleased to send you this Notice and enclose the Attendance Sign-in Card and Proxy Form for your reference. Please review these forms and attend the meeting accordingly. If a shareholder plans to attend the meeting in

person, please sign or seal the “Attendance Sign-in Card” and present it at the registration desk on the meeting date. (**Mailing back of the card is not required for shareholders attending the meeting**). If a proxy is appointed to attend the meeting, please fill out the **Second Copy** and fold it for mailing back to the Company’s stock affairs agent, Hua Nan Securities Co., Ltd. Service Agency Department, five days before the meeting. After the Service Agency Department affixes the registration seal on the Attendance Sign-in Card, it will be sent to you or your proxy for receipt. You or your proxy may then attend the shareholders’ meeting with the card.

- V. If any shareholder solicits a proxy, the Company will disclose the summary of the solicitation prepared by the Company on the website of Securities and Futures Institute before April 25, 2025. If any investor wishes to make inquiries, please visit the website of the Securities and Futures Institute (website address: <https://free.sfi.org.tw>) and input the keywords for inquiry.**
- VI. Shareholders may exercise their voting rights electronically during the shareholders' meeting. The voting period is from April 26, 2025 to May 24, 2025. Please log in to the "Stock e-Service - Electronic Voting Platform" of Taiwan Depository & Clearing Corporation (<https://stockservices.tdcc.com.tw>) for instructions on how to operate the system.**
- VII. The Company's service agent for the authorization and verification of the Proxy Form is Hua Nan Securities Co., Ltd. Service Agency Department.**
- VIII. Shareholders who participated in the shareholders' meeting shall bring their identity documents for verification.**
- IX. Please review and proceed accordingly.**

Submitted to Shareholders

Yours Truly,

Board of Directors of WALRUS PUMP CO., LTD.

WALRUS PUMP CO., LTD.

Description of issuance of RSAs in 2025

I. Total Issuance Amount

300,000 new restricted employee shares are intended to be issued at NT\$10 per share, for a total issuance amount of NT\$3,000,000.

The Company may issue the shares all at once or at discrete times within two years from the date of receipt of the notice of effective registration from the competent authority, if necessary. The actual date of issuance and related matters shall be determined by the Board of Directors or the Chairman authorized by the Board of Directors.

II. Issuance Criteria

(I) Issue price: The present issuance is without consideration, and the issue price is NT\$0 per share.

(II) Type of shares issued: New common shares of the Company.

(III) Vesting Conditions:

1. The indicators set forth in these Regulations shall be complied with, and the employees shall still be employed on each vesting date after being allotted the RSAs. They must also meet the overall financial performance goals set by the Company and the personal performance evaluation indicators (i.e., the performance evaluation ratings of at least "85 points/A+" in the most recent year of the vesting period), and must not violate these Regulations in that year.

2. The vesting conditions are as follows:

(1) Key personnel:

- 20% of the vested shares may be vested for each year after one year of service.
- 20% of the vested shares may be vested for each year after two years of service.
- 20% of the vested shares may be vested for each year after three years of service.
- 20% of the vested shares may be vested for each year after four years of service.
- 20% of the vested shares may be vested for each year after five years of service.

(2) Personnel with high relevance and influence on the Company's operation, future strategic development, or who meets the qualification criteria:

- 30% of the vested shares may be vested for each year after one year of service.
- 30% of the vested shares may be vested for each year after two years of service.

- 40% of the vested shares may be vested for each year after three years of service.

3. After the employee has received the RSAs allotted by the Company, if there is any violation of the labor contract or work rules, or any violation of these Regulations, the Company shall have the right to recall the RSA without consideration and cancel the same.

(IV) The handling method for employees who do not meet the vesting conditions or have a succession: It shall be handled in accordance with the Regulations Governing the Issuance of Shares established by the Company.

III. Employee qualification and number of shares for allotment or subscription:

(I) Qualification criteria of employees

1. The RSAs are limited to full-time employees of the Company prior to the date of allotment.
2. The qualification of employees who actually have the right to subscribe shall be determined based on the following conditions:
 - (1) Key personnel.
 - (2) Personnel with high relevance and influence on the Company's operation and future strategic development.
 - (3) The evaluation takes into account seniority, rank, performance evaluation, overall contribution and special achievement, or other conditions that need to be considered in management.
3. The distribution standards shall be approved by the Chairman and submitted to the Board of Directors for resolution. However, for an employee who is also a director or managerial officer of the Company, the approval of the Remuneration Committee shall be obtained in advance. For an employee who is not a director or managerial officer of the Company, the approval of the Audit Committee shall be obtained in advance.

(II) Number of shares allocated

The cumulative number of shares exercisable through employee stock options granted to a single employee by the Company in accordance with Paragraph 1 of Article 56-1 of the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers" shall not exceed 0.3% of the total number of issued shares, plus the total number of new restricted employee shares acquired by the Company. It shall not exceed 1% of the total number of issued shares in accordance with Paragraph 1 of Article 56-1 of the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers".

However, if the central competent authority has provided approval as a special case, the total number of employee stock warrants and RSAs acquired by a single employee may be exempt from the aforementioned restrictions.

IV. Reason for the necessity of the present issuance of new restricted employee shares

For the purpose of recruiting and retaining key personnel, and aligning employee benefits with shareholders' interests, especially regarding ESG results, the Company plans to issue new restricted employee shares.

V. Expensable amount, dilution of the Company's earnings per share and other impacts on shareholders' equity

(I) Expensable amount

According to the closing price of NT\$65.1 per share on February 17, 2025 (one business day before the mailing of the meeting notice by the Board of Directors), the estimated total expensable amount when all the vested conditions are met is NT\$19,530 thousand; according to the vested conditions, the estimated expensable amount for the period from 2025 to 2029 is NT\$9,743 thousand, NT\$5,186 thousand, NT\$2,908 thousand, NT\$1,172 thousand, and NT\$521 thousand, respectively.

(II) Dilution of the Company's earnings per share and other impacts on shareholders' equity

According to the Company's 40,349,100 outstanding ordinary shares on February 17, 2025 (one business day before the mailing of the meeting notice by the Board of Directors), the estimated decrease in earnings per share for the period from 2025 to 2029 is NT\$0.24, NT\$0.13, NT\$0.07, NT\$0.03 and NT\$0.01, respectively. The dilution of earnings per share for the Company is considered limited; therefore, there is no significant impact on shareholders' equity.