

# **O-Bank Co., Ltd. Corporate Governance Best Practice Principles**

Approved by the 7<sup>th</sup> Board of Directors in its 5<sup>th</sup> Meeting on December 27, 2017

Amended by the 7<sup>th</sup> Board of Directors in its 17<sup>th</sup> Meeting on April 26, 2019

Amended by the 8<sup>th</sup> Board of Directors in its 5<sup>th</sup> Meeting on December 23, 2020

Amended by the 8<sup>th</sup> Board of Directors in its 12<sup>th</sup> Meeting on December 29, 2021

## **Chapter I: General Provisions**

Article 1: These Principles are formulated to establish an effective corporate governance system for O-Bank Co., Ltd. (hereinafter, the “Bank”) and promote sound business development of the Bank.

Article 2: The Bank establishes a corporate governance system, pays attention to capital adequacy, asset quality, capacity for business administration, profitability, asset liquidity, and market risk sensitivity, and abides by the following guidelines:

1. Comply with the laws and regulations, and strengthen internal management
2. Protect the rights and interests of shareholders
3. Strengthen the functions of the Board of Directors
4. Fulfill the functions of the Audit Committee
5. Value the rights and interests of stakeholders
6. Increase the transparency of information disclosure

## **Chapter II: Legal compliance and strengthening internal management**

Article 3: The Bank shall establish a legal compliance officer system. The designated unit shall be responsible for planning, managing, and implementing the compliance system; establishing a consultation, coordination, and communication system; conducting regulatory training for all units; and appointing chief compliance officers, who shall be responsible for implementing legal compliance, ensuring effective legal compliance, and enhancing self-regulatory functions.

Article 4: The Bank shall establish a sound internal control system and put effectively into practice. The Board of Directors are charged with the ultimate responsibility of ensuring the establishment and maintenance of an effective control system. Senior management shall develop a procedure sufficient to identify, measure, supervise, and control the Bank’s risks, and adopt an effective internal control system under the guidance and oversight of

the Board of Directors and in compliance with the business strategies, risk preference, remuneration, and other policies approved by the Board. The organization, procedure and decision-making of the senior management shall be clear and transparent with each position's roles, powers, and responsibilities being clearly identified.

The establishment of or amendments to the internal control system shall be approved by at least half of all Audit Committee members, and any such resolution must also be approved by the Board of Directors. If any independent director opposes the motion or issues a qualified opinion regarding it, this shall be clearly recorded in the meeting minutes.

Article 5: The Bank's internal control system shall encompass all of the Bank's business activities and establish appropriate policies and operating procedures in the form of organizational rules, Articles of Incorporation, business guidelines and procedural manuals, which are subject to regular review and revision in response to changes in the law, business items and operating processes. Compliance, risk management, and internal audit units may be involved when necessary.

Article 6: The Bank's internal audit system shall evaluate the effectiveness and operating efficiency of the internal control system and provide timely suggestions for improvement in order to ensure the continuing effectiveness of the internal control system and to assist the Board of Directors and management in fulfilling their duties.

The Bank shall establish an audit unit under the Board of Directors, oversee auditing related affairs in an independent and impartial manner, and report to the Board of Directors and the Audit Committee on a regular basis.

The Bank shall set up channels and mechanisms for facilitating communication between independent directors, the Audit Committee, and Chief Auditor.

With respect to internal controls system reviews, the directors of the Bank shall meet regularly with internal auditors, keep minutes of discussions, conduct follow-ups, implement improvements, and submit a report to the Board of Directors.

For the sake of implementing the internal control system, strengthening the professional competencies of internal auditors and their proxies, and maintaining and enhancing the quality and performance of audits, the Bank shall appoint authorized deputies for internal auditors.

The appointment and dismissal of the Bank's Chief Auditor shall be reported to the Audit Committee and the Board of Directors for approval; The appointment, dismissal, appraisal, and remuneration of the Bank's internal auditor personnel shall be submitted by the Chief Auditor to the Chairman for approval.

Article 7: The Board of Directors shall value the internal audit unit and personnel and grant them sufficient authority so that they could perform effective inspections and assessments of the internal control system and measure operational efficiency in order to ensure the continuing effective operation of the system and the sound corporate governance of the Bank.

The evaluation of the effectiveness of the internal controls system shall be subject to the consent of more than half of all Audit Committee members and submitted to the Board of Directors for resolution.

Article 8: The Bank shall establish three lines of defense for internal control, including a self-audit system, legal compliance and risk management mechanism, and internal audit system. It shall comply with the implementation procedures by competent authorities to maintain effective internal control function.

Article 9: With respect to the opinions of or shortfalls detected by financial examination agencies, CPAs, and internal audit units, the Bank shall conduct follow-up examination on the status of improvement, so as to efficiently apply the internal and external audit report to make full use of the controlling function.

Article 10: If a proposal for improvements regarding significant deficiencies or non-compliance identified in internal controls are not accepted by management, and if this might incur a material loss for the Bank, the Bank's auditors and chief compliance officer shall report this directly to the competent authority.

### **Chapter III: Protection of shareholder rights and interests**

Article 11: The Bank shall establish a corporate governance system to ensure that shareholders are made aware of, and can participate in and decide on material matters of the Bank in order to protect the rights and interests of shareholders and ensure their equal treatment.

Article 12: The Bank shall convene shareholders' meetings in accordance with the Company Act and relevant laws and regulations, and provide comprehensive rules for such meetings (including: 1. notices of meetings; 2. keeping attendance lists; 3. confirming that shareholders' meetings shall be convened at the proper place and time; 4. the Chairman and attending staff at shareholders' meetings; 5. preserving evidence, by audio or video recording, of shareholders' meetings; 6. convening shareholders' meetings, deliberation of proposals, statements by shareholders, the method of voting, supervision of vote counting, and vote tallying; 7. meeting minutes and documents to be signed; 8. a public company shall make public announcements; 9. a recusal system for interested shareholders; 10. principles governing authorization by shareholders' meetings; and 11. ensuring the conduct of order of shareholders' meetings). Resolutions adopted by the shareholders' meetings shall be executed according to the Procedural Rules Governing Shareholders' Meetings. Resolutions adopted by the shareholders' meetings must conform to the laws and regulations and to the Bank's Articles of Incorporation.

Article 13: The Bank's Board of Directors shall properly arrange the agenda items and procedures for shareholders' meetings and allocate reasonable time for the discussion of proposals and the opportunity for shareholders to make statements. It is advisable that the Chairman of the Board preside over shareholders' meetings convened by the Board of Directors, and that more than half of the Board, including at least one independent director, and at least one representative of each functional committee, be in attendance. In addition, a record of attendance shall be made in the shareholders' meeting minutes.

Article 14: The Bank shall encourage its shareholders to actively participate in corporate governance and hold shareholders' meetings in a legal, effective, and secure manner. The Bank shall by all means exploit fully the technology for information disclosure and casting votes. It is advised to upload Annual Report, annual financial statements, notices of shareholders' meetings, agendas and supplementary information of shareholders' meetings in both Chinese and English concurrently, with the aim to increase shareholder attendance rates at shareholders' meetings and to ensure that shareholders could exercise their rights at such meetings in accordance with the law.

The Bank adopts electronic voting in shareholders' meeting and candidate nomination system for the election of directors. The proposal of extempore motions and revisions to existing agenda items shall be avoided.

The Bank shall arrange for shareholders to cast votes by ballot on each agenda item addressed at shareholders' meetings and disclose the results of shareholders' approval, objection, or abstention in the Market Observation Post System (MOPS) on the same day after the shareholders' meeting has been convened.

Article 15: In accordance with the Company Act and relevant laws and regulations, the Bank's shareholders' meeting minutes shall detail the date, time, and venue of the meeting, the Chairman's name, the method of resolution, and the proceeding and results of meeting agenda items. With respect to the election of directors, the meeting minutes shall record the method of voting adopted and the total number of votes for the directors who were elected.

The meeting minutes for the shareholders' meetings shall be properly and perpetually kept by the Bank during its legal existence, and shall be sufficiently disclosed on the Bank's website.

Article 16: The chairperson of the shareholders' meetings shall comply with the Bank's procedural rules governing the shareholders' meetings. The chairperson shall ensure the proper progress of the proceedings of the meetings.

To protect the rights and interests of shareholders, if the chairperson declares the adjournment of the meeting in breach of the meeting rules, the attending shareholders can elect a new chairperson with more than half of the votes represented, to continue the proceedings of the meeting.

Article 17: The Bank shall value shareholders' rights to information, strictly abide by the relevant provisions on the disclosure of information, and make use of the Market Observation Post System (MOPS) to provide information to shareholders on the Bank's financial conditions and operations, and insider shareholdings.

Article 18: The Bank shall formulate appropriate internal rules governing donations and submit these to the Board of Directors for approval. Donations to political parties, related parties, and charity groups shall be publicly disclosed.

Article 19: Shareholders shall be entitled to profit distribution. To protect shareholders' investment interests, inspectors may be appointed by shareholders' meetings to examine the statements and books submitted by the Board of Directors and the reports submitted by the Audit Committee, and shareholders may decide the distribution of profits or the offsetting of deficits. The Board of Directors, Audit Committee, and managers shall fully cooperate with inspections, without circumvention, obstruction, or refusal.

Article 20: When engaged in important financial transactions other than the Bank's business such as the acquisition or disposal of assets, the Bank shall follow applicable laws and regulations and devise related operating procedures to be submitted to the shareholders' meeting for approval to ensure shareholders' rights and interests are protected. Upon making an investment, the Bank is advised to take into consideration the implementation of that invested company's corporate governance as reference for the investment.

Article 21: The Bank is advised to handle shareholders' suggestions, queries, and disputes in an appropriate manner in order to protect shareholders' rights and interests. If any Board or shareholders' meeting resolution is in violation of a law, regulation, or the Bank's Article of Incorporation, or if any Bank director or manager breaches a law or the Articles of Incorporation in the performance of his or her duties, and if this leads to the damaging of shareholders' interests, all legal proceedings initiated by any shareholder against the Bank shall be handled in an objective and appropriate manner. The Bank is advised to establish internal procedures for the proper handling of the matters described in the preceding two paragraphs as well as keep related records for future reference and incorporate them into the functioning of the internal control system.

Article 22: The Board of Directors is responsible for establishing a mechanism for interaction with shareholders in order to enhance mutual understanding of the development of the Bank's objectives.

Article 23: In addition to communicating with shareholders at shareholders' meetings and encouraging them to participate in these meetings, the Board of Directors shall maintain contact with shareholders in an efficient manner. The Board shall also

collaborate with managers and independent directors to understand shareholders' opinions and concerns and to clearly explain the Bank policies in order to obtain shareholders' support.

Article 24: Shareholders having controlling power over the Bank shall comply with the following provisions:

1. Controlling shareholders shall bear a duty of good faith toward other shareholders and shall not, directly or indirectly, lead the Bank to conduct any business contrary to normal business practices or to pursue unlawful interests.
2. Representatives of controlling shareholders shall follow the rules adopted by the Bank regarding the exercise of rights and participation in resolutions. At shareholders' meetings, representatives shall exercise their voting rights in good faith and in the best interests of all shareholders; where representatives are directors, they shall exercise the fiduciary duty and duty of care of directors.
3. When controlling shareholders nominate directors to the Bank, this shall be handled in accordance with relevant laws and regulations and the Bank's Articles of Incorporation, and shall not act beyond the authority granted by shareholders' meetings or that of the Board of Directors.
4. Controlling shareholders shall not improperly interfere in the Bank's policymaking or obstruct its business activities.
5. Controlling shareholders shall not restrict or impede the business of the Bank through unfair competition.
6. If a corporate shareholder is elected as a director, that shareholder's designated legal representative must have professional qualifications that satisfy the Bank's requirements. Representatives of corporate shareholders may not be arbitrarily replaced.

Article 25: The Bank shall clearly identify the division of authority and responsibility between it and its affiliated enterprises regarding the management of personnel, assets, and financial matters, and shall properly carry out risk evaluations and establish appropriate firewalls.

Article 26: To prevent improper credit extension applied by the related parties by virtue of his/her position at the Bank, that can cause damage to the rights and interests of the shareholders and depositors as well as the Bank's sound operation, the restrictions on

credit extensions shall be imposed to its major shareholders, invested enterprise, responsible person of the Bank, employee, related party related to the responsible person of the Bank, and employee in charge of credit extensions. Such restrictions on credit extension with related parties shall also comply with the Banking Act regarding restrictions on credit extensions and all relevant regulations prescribed by the competent authorities or the Bank.

Article 27: In order to prevent improper transfer of benefits that can cause damages to the Bank or its shareholders, the Bank, when entering into a real estate transaction with its major shareholders, invested enterprises, responsible persons, employees, or stakeholder of the Bank's responsible person, the transaction shall be made in a way that is fair, impartial and objective, and in accordance with the norms of business, the Banking Act, and other regulations made by the competent authorities or the Bank.

Article 28: The Bank shall establish Succession Planning for senior management and the Board of Directors shall evaluate the plan and its implementation on a regular basis to ensure the Bank's sustainable development.

Article 29: In the event of a responsible person of the Bank concurrently holding other positions, the effective execution of his or her principal and concurrent positions shall be ensured. He or she shall not enter into any conflict of interest or breach the internal controls of each organization that he or she holds position of.

In accordance with the investment needs and risk management policy, the Bank shall evaluate the performance of the responsible person's concurrent positions on a regular basis, and the result shall be deemed as an important reference whether the responsible person should keep or reduce the number of the concurrent positions.

Unless otherwise stipulated by the laws and regulations, the Bank's manager may not serve as a manager of its affiliated enterprises.

Article 30: Any director acting on his or her own behalf or on behalf of another person while engaged in activities within the scope of the Bank business shall explain at a shareholders' meeting the key details of such activities and secure its prior approval.

Article 31: The Bank shall establish sound objectives and systems for the management of finances, operations, and accounting in accordance with applicable laws and regulations.



The Bank may adopt Management Policy for Large Risk Exposure depending on its business operations.

Article 32: When the Bank and its affiliated enterprises enter into intercompany business transactions, a written agreement shall be drafted governing the relevant financial and business operations between them, in accordance with the principles of fairness and reasonability. When contracts are signed, the prices and terms of payment shall be clearly stipulated, and non-arm's length transactions shall be strictly prohibited.

Article 33: The Bank is advised to retain at all times a register of major shareholders who own 1% or more of shares of the Bank or ranking in the top 10 in holdings. However, the Bank may set a lower shareholding ratio threshold according to the actual shareholding stake that confers control of the Bank.

The Bank shall disclose on a regular basis important information about its shareholders holding more than 10% of the outstanding shares of the Bank relating to the pledge, increase or decrease of share ownership, or other matters that may possibly trigger a change in the ownership of their shares, thereby allowing other shareholders for supervision.

#### **Chapter IV: Enhancing the Functions of the Board of Directors**

Article 34: The Board of Directors shall direct the Bank's business strategies and important policies to effectively supervise management, and shall be responsible for the shareholders.

The various procedures and arrangements of the Bank's corporate governance system shall ensure that, in exercising its authority, the Board of Directors complies with relevant laws and regulations, its Articles of Incorporation, and shareholders' meeting resolutions.

Article 35: All members of the Board shall have the knowledge, skills, and experience necessary to perform their duties. To achieve the ideal goal of corporate governance, the Board of Directors shall possess the following abilities:

1. The ability to make business judgments
2. The ability to perform accounting and financial analysis
3. The ability to conduct business administration
4. Crisis management skills

5. Risk management knowledge and capabilities
6. Industry knowledge
7. A global market perspective
8. Leadership skills and
9. Decision-making skills

Article 36: The Board of Directors shall recognize risks to company operations, ensure the effectiveness of risk management, and assume ultimate responsibility for risk management.

The risk management policies and procedures formulated by the Bank shall be approved by the Board of Directors and duly reviewed and revised.

The Bank shall establish a dedicated risk control unit independent of its business units and shall regularly submit risk control reports to the Board of Directors. If any significant risk event that may jeopardize the Bank's financial or business status, or legal compliance is found, the unit shall immediately take appropriate measures and report this to the Board of Directors in accordance with the Bank's internal provisions.

Article 37: In accordance with the principles for the protection of shareholders' rights and interests and the equitable treatment of shareholders, the Bank shall establish a fair, just, and open procedure for the election of directors and shall encourage shareholder participation. Furthermore, in accordance with the regulations set forth under the Company Act, when conducting elections of directors at shareholders' meetings, the cumulative voting mechanism shall be adopted as a voting method to fully reflect the views of shareholders.

In accordance with the Company Act, the system for nomination of candidates for directors' elections shall be specified in the Articles of Incorporation, and the directors shall be appointed from among the list of director candidates.

Candidate nomination, the review process, contents of announcement, and procedures, as mentioned in the preceding paragraph, shall be handled in accordance with Article 192-1 of the Company Act.

Before the re-election of directors in shareholders' meeting, the Bank shall prudently review and evaluate the qualifications of the candidates, and any occurrence related to Article 30 of the Company Act and Article 3 of Regulations Governing Qualification Requirements and Concurrent Serving Restrictions and Matters for Compliance by the Responsible Persons of Banks. Also, any arbitrary addition to the certification of other

qualifications is not allowed. For the suitable directors to be elected, the candidate list, evaluation review, and materials shall be provided to shareholders.

Unless the competent authority otherwise grants an exception, a spousal relationship or a familial relationship within the second degree of kinship may not exist among more than half of the directors of the Bank.

The directors of the Bank shall meet the regulations set forth in Regulations Governing Qualification Requirements and Concurrent Serving Restrictions and Matters for Compliance by the Responsible Persons of Banks.

Article 38: The Bank may set up the appropriate number of independent directors based on the Bank's business scales and operational needs.

The Bank shall appoint independent directors numbering no fewer than three and comprising not less than one-fifth of the total number of directors. The independent directors, who must be the natural persons who meet the qualifications required by Securities competent authority, could be recommended by shareholder(s) holding 1% or more of the total number of outstanding shares of the Bank, the Board of Directors, or other regulated means by the competent authorities; reviewed by the Board of Directors or other convener of shareholders' meeting; and then elected by the shareholders' meeting.

Independent directors shall possess professional knowledge, and restrictions shall be placed on their shareholdings and concurrent positions. Applicable laws and regulations shall be observed and it is not advisable that an independent director hold concurrent office as a director (including as an independent director) or supervisor in more than four other TWSE/TPEX-listed companies.

The Bank's independent directors may not hold concurrent positions as independent directors in more than three public companies. However, if a public company is a fully owned financial holding company, it is regarded as forming part of the company itself and is thus not counted toward the aforementioned limit.

It is not advisable that the Bank's independent directors serve more than three terms.

Independent directors shall maintain independence within the scope of their duties and may not have any direct or indirect interest in the Bank.

Professional qualifications, restrictions on both shareholding and concurrent positions held, determination of independence, method of nomination, and other requirements

related to independent directors shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and other relevant rules and regulations.

Article 39: Clear distinctions shall be drawn between the responsibilities and duties of the Chairman and the President. The Chairman and the President or equivalent positions shall not be held by the same person, spouses, or relatives within the first degree of kinship.

Article 40: The Bank shall clearly stipulate the scope of duties of independent directors and provide them with the human and material resources necessary to exercise their power. In particularly serious or dubious cases, independent directors may, if necessary, employ third-party professionals to assist in the assessment, or request internal auditors to conduct special inspections or follow-up tracking. The Bank and other Board members shall not circumvent, obstruct, or refuse independent directors in the performance of their duties.

The Bank may adopt a separate but reasonable levels of remuneration for independent directors.

Article 41: To achieve its corporate governance goals, the Board's main tasks are as follows:

1. Establish an effective and appropriate internal control system
2. Select and supervise managers
3. Review the Bank's decision-making in management and operational plans, and supervise their implementation
4. Review the Bank's financial objectives and monitor progress toward them
5. Oversee the Bank's operating results
6. Approve the performance appraisal and remuneration standards for managers and sales personnel as well as the remuneration structure and system for directors
7. Supervise the Bank's establishment of an effective risk management mechanism
8. Monitor the Bank's compliance with relevant laws and regulations
9. Plan for the future direction of the Bank
10. Protect the Bank's image
11. Elect accountants and other experts

Article 42: The following matters shall be submitted to the Board of Directors for approval by resolution unless approval has been obtained from the competent authority. When an independent director has a dissenting opinion or qualified opinion, it shall be noted in the minutes of the Board meeting:

1. Adoption of or amendment to an internal control system pursuant to Article 14-1 of the Securities and Exchange Act.
2. Adoption of or amendment to, pursuant to Article 36-1 of Securities and Exchange Act, The SOP of major financial activities such as acquisition or disposal of assets, derivatives transactions, financing provided to others, and endorsement or guarantee provided
3. Matters in which directors have personal interests.
4. Major asset or derivatives transaction.
5. Major instances of lending funds or providing endorsements or guarantees.
6. The offering, issuance, or private placement of equity securities.
7. The appointment, dismissal, or compensation of CPAs.
8. The appointment or discharge of a financial, accounting, risk management, compliance, or internal auditing officer.
9. The criteria for evaluating the performance and remuneration standards for managers and sales personnel as well as the remuneration structure and system for directors.
10. Any other material matter so required by the competent authority.

Article 43: The following issues shall be raised for discussion in Board meetings:

1. The Bank's business plan.
2. Annual and semi-annual financial statements signed or sealed by Chairman, managerial officers, and the head of accounting.
3. Adoption of or amendments to the internal control system pursuant to Article 14-1 of the Securities and Exchange Act and assessments of internal control system effectiveness.
4. The SOP of major financial activities such as acquisition or disposal of assets, derivatives transactions, financing provided to others, and endorsement or guarantee provided pursuant to Article 36-1 of the Securities and Exchange Act

5. The offering, issuance or private offering of equity securities
6. The appointment and discharge of the head of the finance, accounting, risk management, compliance, or internal audit.
7. The criteria for evaluating the performance and remuneration standards for managers and sales personnel as well as the remuneration structure and system for directors.
8. Donations to related parties or major donations to non-related parties, provided that a public-interest donation for a major national disaster may be submitted to the next Board meeting for retroactive recognition.
9. Decisions that shall be resolved through a shareholders' meeting or a Board meeting according to Article 14-3 of the Securities and Exchange Act, the Articles of Incorporation or other laws, or any other material matter required the competent authority.

Except for matters that must be submitted to the Board of Directors for discussion under the preceding paragraph, when the Board of Directors is in recess, it may delegate the exercise of its power to others in accordance with law, regulations, or its Articles of Incorporation. However, the level of delegation or the content or matters to be delegated shall be clearly specified, and general authorization is not permitted. At least one independent director shall be in attendance at Board meetings; in the case of a meeting concerning any matter required to be submitted for a resolution by the Board of Directors under Paragraph 1, all independent directors shall attend in person; if an independent director is unable to attend in person, he or she shall appoint another independent director to attend as his or her proxy. Any objections or qualified opinions expressed by independent directors shall be recorded in the meeting minutes. If an independent director is unable to express objections or qualified opinions personally at the Board meeting, the opinion shall be raised in writing in advance unless there is justifiable reason not to do so. Such opinions shall also be recorded in the Board meeting minutes.

Article 44: To strengthen management function and decision-making, the Bank may establish various functional committees and clearly stipulate the relevant regulations into the Bank's Article of Incorporation based on the scale of the Board and the number of independent directors.

Functional committees shall be responsible to the Board and submit the proposals to the Board of Directors for resolution. Audit Committee that has a supervisory role in accordance with the Securities and Exchange Act, Company Act, and other laws and regulations is not subject to this requirement.

Functional committees shall stipulate regulations governing the exercise of committee members' powers and submit them for resolution and approval by the Board of Directors. The regulations shall contain at least the scope of duties and responsibilities of the committees, the process to exercise their powers (the hierarchy of the organization, the qualification of the committee members, the exercise of their powers, etc.) In addition, the Committees shall review and evaluate annually whether to update the policy of the exercise of powers.

Article 45: The Audit Committee shall consist entirely of independent directors, with no less than three members. One member shall be the convener, and at least one member shall have accounting or financial expertise.

The following items must be approved by at least half of the entire Committee members and submitted to the Board of Directors for resolution. The items are not applicable to Article 42 of these Regulations.

1. Adoption of or amendment to the internal control system pursuant to Article 14-1 of the Securities and Exchange Act
2. The evaluation of the effectiveness of the internal control system.
3. The SOP of major financial activities such as acquisition or disposal of assets, derivatives Transactions, financing provided to others, and endorsement or guarantee provided, pursuant to Article 36-1 of the Securities and Exchange Act
4. Matters in which directors have personal interests
5. Major asset or derivatives transactions
6. Major instances of lending funds or providing endorsements or guarantees.
7. The offering, issuance, or private placement of equity securities.
8. The appointment, dismissal, or compensation of CPAs.
9. The appointment and dismissal of financial, accounting, or internal audit managerial officers.
10. Annual and semi-annual financial statements signed or sealed by Chairman, managerial officers, and the head of accounting.

11. Other major items required by the Bank or the competent authority.

If any item set forth in Paragraph 1 above, with the exception of items listed under Subparagraph 10, are not approved by over half of all Committee members, then they must be approved by over two thirds of all members of the Board of Directors, without regard to the restrictions of the preceding paragraph. In addition, the resolution of the Audit Committee shall be recorded in the minutes of the Board meeting.

The resolutions reached by the Committee meeting shall be entered into the meeting minutes. The meeting minutes shall be issued to each member within 20 days after the meeting, classified as critical documents of the Bank, and properly retained during the Bank's existence.

Regulations set forth in the Company Act, the Securities and Exchange Act, other laws and regulations regarding supervisors are also applicable to the Audit Committee.

Article 46: The Bank has established the Compensation Committee and a majority of the members of the committee shall be independent directors. The Compensation Committee's primary responsibilities include adopting performance evaluation and remuneration standards for managers and sales personnel, and the remuneration structure and system for directors. The independent directors shall be the convener of the Committee.

The performance appraisal and remuneration standards for managers and sales personnel as well as the remuneration structure and system for directors of the Bank shall be adopted in accordance with the following principles:

1. The Bank shall adopt the performance appraisal and remuneration standards or a remuneration structure and system based on future risk-adjusted performance, and in line with long-term overall profitability and shareholders' interests.
2. The remuneration and reward system shall not induce any director, managers, or sales personnel to conduct any act beyond the company's risk appetite to pursue remuneration. The Bank shall review regularly the remuneration and reward system and performance in order to ensure their consistency with the Bank's risk appetite.
3. The time for payment of remuneration by the Bank shall be set based on future risk-adjusted profitability in order to avoid the improper circumstance of sustaining loss after the payment of remuneration. A significant percentage of the remuneration/reward shall be paid by a deferred or equity-related method.
4. When the Bank evaluate the contribution of a director, manager, or sales personnel



to the Bank's profits, it shall conduct an overall analysis of peers to clarify whether such profits resulted from an overall advantage, including lower funding cost, of the Bank, in order to effectively evaluate the contributions that come from individual persons.

5. The adoption on severance pay between the Bank and its directors, managers, and sales personnel shall be adopted based on realized performance, in order to avoid improper circumstances such as receiving high severance pay after a short term of employment.
6. The evaluation shall be fully disclosed to shareholders the adopted principles, methods, and goals of the aforesaid performance evaluation standards and remuneration standards or structure and system.

The sales personnel governed by these Principles are those persons whose remuneration or performance evaluation is based on the sale of various financial products or services.

Article 46-1: The Bank shall establish the Nomination Committee and stipulate the organizational rules. The Nomination Committee shall consist of more than half independent directors, with the independent director being the Chairman of the Committee.

Article 47: The Bank has stipulated Whistleblowing Policy pursuant to Article 34-2 of Implementation Rules of Internal Audit and Internal Control System of Financial Holding Companies and Banking Industries. The Bank has established and announced channels for internal and external whistleblowers, and established whistleblower protection mechanisms.

The handling procedures of the preceding paragraph must address the following:

1. The establishment and announcement of an internal Bank mailbox or hotline for internal and external whistleblowers
2. The designation of personnel or dedicated units to handle the whistleblowing system
3. The recording and retaining of accepted complaints, their handling process, their results, and other relevant documentation
4. The maintaining of the confidentiality of whistleblowers, their identities, and the content of their disclosures

5. The safeguarding of whistleblowers' rights and interests so that they are not inappropriately disciplined for whistleblowing

The Bank may decline to deal with whistleblowing made anonymously or without the whistleblower's true name and contact information; provided, however, that if the content of the whistleblowing report and identity of the alleged perpetrator are specific and clear, and the whistleblowing report includes verifiable information, the whistleblowing report may still be accepted once the whistleblowing report accepting unit determines there is a need to investigate.

If a whistleblowing report is found to be false and to constitute a malicious attack on the Bank or Bank personnel, subparagraph 5 of paragraph 2 hereof is not applicable.

Article 48: The Bank may engage competent attorneys to provide suitable legal consultation services to assist directors and management by enhancing their legal knowledge in order to ensure that corporate governance matters proceed pursuant to the relevant legal framework and prescribed procedures under relevant laws and regulations.

In the event that directors or management become involved in litigation or a legal dispute with shareholders as a result of performing their lawful duties, the Bank shall retain legal counsel to provide necessary assistance. The cost incurred shall be borne by the Bank.

The Audit Committee or independent directors may, at the Bank's expense, retain legal counsel, accountants, or other professionals on behalf of the Bank in order to, as necessary, conduct an audit or provide consultation on matters relating to the exercise of their powers.

Article 49: To improve the quality of its financial reports, the Bank shall designate a deputy to the head of accounting.

To enhance the professional abilities of the deputy accounting officer of the preceding paragraph, the deputy's continuing education shall proceed following the same schedule as that of head of accounting.

Accounting personnel handling the preparation of financial reports shall also participate in at least six hours of relevant professional development courses annually. Such courses may be internal training courses or professional courses offered by institutions specializing in the development of accounting officers.

The Bank shall select a professional, responsible, and independent attesting CPA to

perform regular audits on the Bank's financial conditions and internal control measures. Regarding any irregularity or shortfalls discovered and disclosed in a timely manner by the auditor during a review, and concrete measures for improvement or prevention suggested by the auditor, the Bank shall faithfully implement improvement actions. The Bank is advised to establish channels and mechanisms of communication between independent directors, the Audit Committee, and the CPA, and to incorporate procedures for that purpose into the internal control system for management purposes.

The Bank shall evaluate the independence and suitability of the CPA on a regular basis (at least once a year) or upon a change of the CPA during the current year. The evaluation items shall be reviewed regularly and adjusted in compliance with relevant laws and regulations or in line with the Bank's actual circumstances. The evaluation is conducted by the Finance and Accounting unit with the assistance of relevant responsible departments, when necessary, in reviewing and evaluation. Such evaluation result is then to be reported to the Audit Committee and the Board of Directors. In the event that the Bank engages the same CPA for seven consecutive years or that the CPA is subject to disciplinary action or other circumstances prejudicial to the CPA's independence, the Bank shall evaluate the necessity of replacing the CPA and report its conclusion to the Board of Directors.

Article 50: The Board of Directors shall meet on a regular basis, or convene at any time in case of emergency. The regular Board meeting shall plan and set forth the agenda and the agenda shall be distributed to all directors according to the stipulated time and provided with sufficient materials.

To enhance efficiency and decision-making of the Board, the Bank shall adopt Procedural Rules Governing Board Meetings and report to the shareholders' meeting. If the meeting materials are deemed inadequate, a director may ask the unit in charge to provide more information or request a postponement of the meeting with the resolution of the Board of Directors.

Article 51: Directors shall hold themselves to high standards of self-discipline and voluntarily recuse themselves from discussing and voting on matters in which they or the institutional shareholders they represent have related interests that might hurt the

Bank's interests. Directors who have abstained themselves are not allowed to delegate voting rights to other directors. The directors shall exercise self-discipline and must not support one another in improper dealings.

Matters requiring the voluntary recusal of a director shall be clearly set forth in the Procedural Rules Governing Board Meetings.

Article 52: For any decisions that need to be resolved through a Board meeting under Article 14-3 of the Securities and Exchange Act, the independent directors must attend such meetings personally and may not appoint other independent directors as proxy attendants. Any objections or qualified opinions expressed by independent directors shall be recorded in the meeting minutes. If an independent director is unable to express objections or qualified opinions personally at the Board meeting, the opinion shall be raised in writing in advance unless there is justifiable reason not to do so. Such opinions shall also be recorded in Board meeting minutes.

If the Board resolution involves any of the following circumstances, the details of such circumstance shall be addressed in the meeting minutes and announced and reported in accordance with the relevant regulations of the Taiwan Stock Exchange Corporation:

1. Objections or qualified opinions expressed by independent directors on record or in writing.
2. Any matters that are not agreed upon by the Audit Committee but approved by more than two-thirds of the entire directors of the Board.

When convening the Board meeting, the Bank may give notice to managers, who do not hold director position, of relevant departments to participate in the meeting in order to report the Bank's current business operation and answer directors' questions. When necessary, CPAs, attorneys, or other professional personnel may participate in the meeting to help directors grasp the Bank's current situation, in order to make appropriate resolution. However, these professionals need to be dismissed during the discussion and voting stage.

Article 53: The Bank's staff personnel attending Board meetings shall collect and correctly record the meeting minutes in detail, as well as a summary, the method of resolution, and voting results of all the proposals submitted to the Board meeting in accordance with

relevant regulations.

The meeting minutes shall be signed or sealed by the chairperson of the meeting and the minute taker, and issued to each member within 20 days after the meeting. The attendance book constitutes an integral part of the meeting minutes and shall both classified as critical documents of the Bank, and properly retained during the Bank's existence.

The preparation and distribution of meeting minutes may be made in electronic form. The Bank shall make audio or video recordings of the entire proceedings of Board meetings and retain the recordings for at least five years. The files may be stored in electronic form.

If, prior to the end of the retention period referred to in the preceding paragraph, any litigation arises in connection with a resolution of a Board meeting, the relevant audio or video recordings shall continue to be retained. The preceding paragraph is therefore not applicable.

Where Board meetings are held by way of video conferencing, the recorded video shall be treated as part of the meeting minutes and retained properly for the duration of the Bank's existence.

When a resolution of the Board of Directors violates laws, regulations, the Articles of Incorporation, or resolutions adopted in the shareholders meeting, and thus causes an injury to the Bank, dissenting directors whose dissent can be proven by minutes or written statements shall not be liable for damages.

Article 54: The Bank may establish managing directors in accordance with relevant regulations provided in the Company Act based on the scale and the needs of the Board of Directors.

If the Bank has established managing directors, there shall be at least one independent director acting as managing director, and independent directors shall account for at least one fifth of all managing directors.

The Bank shall set forth in its Articles of Incorporation the scope of delegation to managing directors when the board of directors is in recess. When material interest of the bank is involved, the matter shall be disposed of by a resolution of the Board of Directors.

Article 55: The Bank shall ask the appropriate department or personnel to execute matters pursuant to Board of Directors' resolutions in a manner consistent with the planned schedule and objectives. It shall also follow up on those matters and faithfully review their implementation.

The Board of Directors shall remain informed of the progress of implementation and receive reports in subsequent meetings to ensure the actual implementation of the Board's management decisions.

Article 55-1: The Bank shall allocate the appropriate number of corporate governance personnel based on its business scale, business status, and managing needs and appoint a Corporate Governance Officer to be responsible for corporate governance-related issues. The Corporate Governance Officer shall be a lawyer or CPA who is qualified to practice or has served in a securities-, financial-, or futures-related institution or a unit of a public company handling legal affairs, legal compliance affairs, internal auditing affairs, financial affairs, stock affairs, or corporate governance affairs in a managerial position for at least three years.

The Corporate Governance Officer is considered a managerial officer of the Bank and therefore is subject to all manager-related regulations as stipulated in the Company Act and the Securities and Exchange Act. The appointment of said officer shall be subject to resolution of the Board. In the event that the Corporate Governance Officer resigns or is dismissed, the Bank shall appoint another person to fill the vacancy within one month of the date of occurrence.

Unless otherwise stipulated by regulations, the Corporate Governance Officer position may be concurrently held by a person in another position in the Bank. This person holding concurrent positions shall ensure the effective execution of the duties of both positions and that there is no conflict of interest or violation of the internal control system.

The Corporate Governance Officer shall adhere to these Regulations, unless otherwise required by competent authorities, in which case the latter shall take precedence.

It is required that the corporate governance affairs mentioned in the preceding paragraph include at least the following items :

1. Handling affairs relating to Board meetings and shareholders' meetings according

to the law

2. Producing the minutes of Board meetings and shareholders' meetings
3. Assisting in the onboarding and continuing education of directors
4. Providing information required by directors to perform their duties
5. Assisting directors with legal compliance
6. Other matters as stipulated by the Articles of Incorporation or agreements.

The Bank shall arrange professional training for the Corporate Governance Officer. The Corporate Governance Officer shall complete a minimum of 18 hours of continuing education courses within one year the being appointed to that position, and a minimum of 12 hours of continuing education courses in each following year. The course requirements, qualified institutions, and procedures for continuing education shall be subject mutatis mutandis to the provisions of the Directions for the Implementation of Continuing Education for Directors and Supervisors of TWSE Listed and TPEX Listed Companies.

Article 56: The Bank directors shall conduct business faithfully and with due care. In seeing to company affairs, directors shall ensure that all matters are handled in accordance with Board resolutions, except for those deemed by law or the Articles of Incorporation to require shareholders' meeting approval.

Any Board resolution that involves company business development or a major policy direction shall be carefully considered and must not affect the implementation or effectiveness of corporate governance.

The Bank shall formulate regulations and procedures for Board performance evaluations. In addition to conducting performance evaluations of the Board of Directors and individual directors each year through self-assessments and peer assessments, the Bank may engage outside professional institutions or utilize any other appropriate manner. The appropriate assessment indicators for the Board performance evaluation shall be developed in consideration of the Bank's needs.

The Bank is advised to present evaluation results to the Board of Directors, and use these as reference for considering the remuneration and re-election nomination of each director.

Article 56-1: It is advisable that the Bank formulate and evaluate the succession planning of the

Board of Directors, to ensure sustainable development.

Article 56-2: The Board of Directors shall monitor management to formulate intellectual property regulatory policies, objectives and systems on the basis of the Bank's business strategy, scale, and company type, and to monitor management to provide resources required based on the proposed intellectual property management plan.

The Board of Directors shall monitor management to implement the Bank's continuous improvement mechanism to ensure the operation and effects of the intellectual property regulatory regime meet the Bank's expectations.

Article 57: If any Board resolution violates a law, regulation, or Article of Incorporation, shareholders who have held shares continuously for at least a year or independent directors may request the discontinuation of the resolution, and Board members shall take appropriate measures or discontinue the resolution as soon as possible.

In accordance with the preceding paragraph, upon discovering any likelihood of the Bank suffering material damage, the directors shall immediately report this to the Audit Committee or to independent directors.

Article 58: The ratio of total shares held by directors shall be in compliance with laws and regulations. Restrictions on share transfers by any director, as well as the creation, release, or change of any pledge over shares held by directors, shall be subject to all relevant laws and regulations, and the information thereof shall be fully disclosed.

Article 59: The Bank shall purchase liability insurance for directors with respect to liabilities resulting from the performance of their duties.

Whenever the Bank purchases or renews such insurance for directors, it shall report the insured amounts, coverage, premium rates, and other important details at the next Board meeting.

Article 60: Upon becoming directors and throughout their terms of office, directors are advised to attend training courses offered by institutions designated in the Directions for the Implementation of Continuing Education for Directors and Supervisors of TWSE Listed and TPEX Listed Companies. It is advisable that the courses include the core



program and specialized program in the Program Planning for Directors' Continued Education. Directors shall also ensure that employees at all levels of the Bank enhance their professionalism and knowledge of the law.

The Bank is advised to arrange an orientation for the newly-elected directors and provide them with handbooks in order to help them perform their duties and familiarize with the Bank's business.

## **Chapter V: Fulfill the functions of the Audit Committee**

Article 61: Where a director, for himself/herself or on behalf of others, enters into a sale/purchase or loan transaction, or conducts any legal act with the Bank, an independent director member of the Audit Committee shall act as the representative of the Bank.

Article 62: The Audit Committee may investigate the operational and financial conditions of the Bank at any time, and the relevant departments shall provide the books or documents needed for review.

When reviewing the finance or operations of the Bank, the Audit Committee may appoint attorneys or CPAs on behalf of the Bank to perform the review; however, the Bank shall inform the relevant persons of their confidentiality obligations.

The Board of Directors or managers shall submit reports in accordance with the request of the Audit Committee and shall not for any reason circumvent, obstruct, or refuse the inspection of the Committee.

When the Committee performs their duties, the Bank shall provide necessary assistance as needed, and the cost incurred shall be borne by the Bank.

Article 63: For the Audit Committee to timely discover any possible irregular or improper conduct, the Bank shall establish a channel for the Audit Committee to communicate with the employees, shareholders, and stakeholders.

Upon discovering any irregular or improper conduct, the Audit Committee shall take appropriate measures timely to curb the expansion of the irregular or improper conduct, and file a report to the relevant regulatory authorities or agencies if necessary.

When an independent director or President, the head of finance or accounting, CPAs, and head of internal audit resigns or is removed from his/her position, the Audit Committee shall investigate the reasons in depth.

## **Chapter VI: Respecting the rights and interests of stakeholders**

Article 64: The Bank shall maintain open channels of communication with clients, creditors, employees, consumers, the local community, and other stakeholders as well as respect and protect their legal rights and interests, and designate stakeholders section on its website.

If a stakeholder's legal rights or interests are harmed, the Bank shall handle the matter appropriately according to the principle of good faith.

The Bank shall provide sufficient information to clients in compliance with the laws the regulations to facilitate their evaluation of the Bank's operational and financial conditions. If any of their legal rights or interests are harmed, the Bank shall respond with a responsible attitude and assist creditors to handle the matter appropriately.

Article 65: The Bank is advised to adopt consumer protection principles, including a mechanism for handling consumer complaints and emergency marital consumer issues.

Article 66: The Bank shall establish channels of communication with employees and encourage them to communicate directly with management and directors and to express their opinions on the company's management, financial conditions, and material decisions concerning employee welfare.

While seeking to maintain normal business development and maximize shareholders' interests, the Bank shall pay attention to consumers' rights and interests, the protection of the local environment, public welfare activities, and other issues, and shall give serious regard to its social responsibility.

## **Chapter VII: Enhancing information transparency**

Article 67: Disclosing information is a major responsibility of the Bank, and the Bank shall meet its obligations faithfully in accordance with the relevant laws and regulations, and Articles of Incorporation.

Article 68: The Bank's public information shall be uploaded to the Market Observation Post System (MOPS) and other reporting systems designated by the competent authorities, and made public to the Bank's website. The Bank's each responsible unit shall

appoint personnel responsible for gathering and disclosing information, and institute a spokesperson system to ensure the proper and timely disclosure of information on policies that may affect the decisions of shareholders and stakeholders.

Article 69: To enhance the accuracy and timeliness of material information disclosures, the Bank shall appoint a spokesperson and deputy spokesperson who thoroughly understand the Bank's financial and business conditions and are capable of coordinating with departments to gather the necessary information and independently represent the Bank through public statements.

The Bank shall appoint one or more deputy spokespersons who shall represent the Bank when the spokesperson cannot perform his or her duties. Deputy spokespersons shall be allocated hierarchical ranks to avoid confusion.

In implementing the spokesperson system, the Bank shall establish a clearly defined standard disclosure procedure, require management and employees to maintain confidentiality regarding privileged financial and operational information, and prohibit the disclosure of any such information without prior approval.

Whenever a change is made to any spokesperson or deputy spokesperson position, the Bank shall immediately disclose this information.

Article 70: The Bank shall utilize online communication by establishing a website to keep shareholders and stakeholders fully informed regarding its finances, operations, and corporate governance. The Bank is also advised to supply English translations of this information in consideration of the needs of foreign investors.

To avoid misleading information, the aforementioned website shall be maintained by dedicated personnel and all recorded information shall be accurate, detailed, and updated on a timely basis.

Article 71: The Bank shall hold investor conferences in compliance with TWSE regulations. It shall also keep audio or video recordings of the conferences and make them available on the Bank website or through other appropriate channels.

Article 72: The Bank's website shall set up a designated section to disclose the following

information on corporate governance. It is also advised to provide English translations of this information on a timely and regular basis.

1. The corporate governance framework ,rules, and relevant regulations
2. The ownership structure and the rights and interests of shareholders (including specific and explicit dividend policy)
3. The composition, experience, professionalism, and independence of the Board of Directors, and the diversification policy and implementation results
4. The responsibilities of the Board of Directors and managers
5. The experience, duties, and independence of the Audit Committee
6. The experience, duties, and operations of the Compensation Committee and other functional committees
7. The remuneration paid to directors, the President, and the Vice President over the past two fiscal years; an analysis of the ratio of total remuneration to net profit after tax in the parent company only or individual financial reports; the policies, standards, and packages of remuneration; and the procedures for determining remuneration and correlations with operational performance and future risk. Under special individual circumstances, remuneration of individual directors and supervisors shall be disclosed.
8. The progress of director training
9. The rights, relationships, avenues for complaint, concerns, and appropriate response mechanism regarding stakeholders.
10. Significant exposures
11. Information regarding transactions with related parties (including information regarding credit extensions to related parties)
12. Capital adequacy ratios
13. The details of events subject to information disclosure as required by laws and regulations
14. The implementation of corporate governance, any discrepancies between its underlying principles and actual implementation, and the reasons for these discrepancies
16. Plans and measures for improving corporate governance.
17. Information about risk management.
18. Other information about corporate governance.

## **Chapter VIII: Supplementary provisions**

Article 73: The Bank shall continually monitor domestic and international developments in corporate governance to facilitate the review of the Bank's own corporate governance mechanisms in order to enhance their effectiveness.

Article 74: Matters not specified in these principles shall be governed by the Company Act, the Securities and Exchange Act, and other related laws and regulations and general conventions.

Article 75: These Principles, and any amendment hereto, shall take effect and be disclosed on Market Observation Post System (MOPS) after approval of the Board of Directors.