



Notice of 2021 Annual General Meeting of Shareholders

(Summary Translation)

This document is prepared in accordance with the Chinese version and is for reference only. In the event of any discrepancy between the English version and the Chinese version, the Chinese version shall prevail.

Dear shareholders,

Please refer to the Bank's measures taken during the COVID-19 period:

1. The Bank encourages greater use of e-Voting to exercise shareholders' rights. Please log in the "Electronic Voting Platform for Shareholders" at the website of Taiwan Depository and Clearing Corporation (TDCC) (<https://www.stockvote.com.tw>).
2. The shareholders shall wear surgical masks and agree to have temperatures taken when entering the shareholder meeting venue. Those without surgical masks or with fever temperature after the second check (forehead temperatures $\geq 37.5^{\circ}\text{C}$ or ear temperatures $\geq 38^{\circ}\text{C}$) are not allowed to enter into the shareholder meeting venue.
3. If the shareholder meeting venue is to be changed due to the impact of COVID-19, the back-up meeting venue will be posted accordingly on the website of the Market Observation Post System (<http://mops.twse.com.tw>).

In accordance with the resolution of the Board of Directors on February 24th, 2021, O-Bank Co., Ltd. will convene its Annual General Meeting of Shareholders on Friday, June 25th, 2021 at 9:00 am at S.C. Tsiang Memorial Hall in Chung-Hua Institution for Economic Research (CIER) at No.75, Changxing St., Da'an Dist., Taipei City 106, Taiwan.

- I. The agenda and other proposals of decision for this general shareholders' meeting are as follows:
 1. Matters for Reporting
 - (1) Business report for 2020
 - (2) Review report of 2020 Financial Statements by the Audit Committee

- (3) Distribution of remunerations to directors and employees for 2020
 - (4) Amendments to the Bank's Corporate Social Responsibility Best Practice Principles
 - (5) Amendments to the Bank's Code of Ethical Conduct
2. Matters for Ratification
 - (1) Business report and financial statements of 2020
 - (2) Distribution of earnings for 2020
 3. Matters for Discussion
 - (1) Amendments to the Bank's *Procedural Rules Governing Shareholders Meetings*
 - (2) Amendments to the Bank's *Election Procedures for Directors*
 - (3) Proposal for release of non-competition restrictions on directors of the Board

4. Extempore Motion

II. With regard to the distribution of 2020 earnings, the type of dividend payout and its total amount proposed by the Board of Directors are as follows:

1. The total cash dividend payout for Preferred Stock A comes in at NT\$127,500,000 or NT\$0.425 per share.
2. The total cash dividend payout for common stocks comes in at NT\$545,453,860 or NT\$0.20 per share.

It is proposed that the Board of Directors be authorized to adjust the dividend distribution ratio in the event of a change in outstanding issued capital stock on the record date derived from a capital increase or decrease, conversion of preferred shares, the buyback of any of the Bank's outstanding shares, or the transfer of the Bank's treasury stock to employees.

III. In accordance with Article 172 of the *Company Act*, the essential contents of the proposal have been posted on the website of the Market Observation Post System (<http://mops.twse.com.tw>).

IV. In the Chinese version Notice of the Annual General Meeting of Shareholders, please find one copy of the shareholder attendance notice for the Annual General Meeting of Shareholders and a proxy form. If you wish to attend the meeting in person, please sign or stamp your personal chop on such notice and proceed with the check-in on the day of the meeting (please do not send the signed notice to the Company if you intend to attend in person). Should you wish to appoint a proxy to attend the meeting on your behalf, please sign or stamp your personal chop on the proxy form, properly fill in the name and address of your proxy and deliver (mail)

the same (which must be delivered within five (5) days prior to the meeting) to the Company's designated Stock Agent, i.e. Transfer Agency Department of CTBC Bank.

- V. In the event of a public solicitation of proxy for this Annual General Meeting of the Shareholders, the Company will upload relevant information to the website of the Securities and Futures Institute at <https://free.sfi.org.tw> not later than May 25th, 2021. Shareholders may directly visit the website and go to "Free inquiry system for proxy solicitation related announcement" then click on "Enter for inquiry on meeting information for proxy announcement" and type in any inquiries (company code: 2897).
- VI. Voting rights of 2021 General Shareholders' Meeting may be exercised via electronic voting system from May 26th to June 22rd, 2021. Please log in the "Electronic Voting Platform for Shareholders" at the website of Taiwan Depository and Clearing Corporation (TDCC) (<https://www.stockvote.com.tw>) and vote by following the relevant instructions.
- VII. The Company has appointed Transfer Agency Department of CTBC Bank to verify the shareholder proxy.
- VIII. No souvenirs will be provided at the Annual General Meeting of Shareholders.

Respectfully,

**Board of Directors,
O-Bank Co., Ltd.**