





**O-Bank Co., Ltd.**

**Notice of 2026 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.

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| <p><b>This is a visual communication-assisted Shareholders' Meeting. The Company uses the visual communication platform provided by the Taiwan Depository &amp; Clearing Corporation (<a href="https://stockservices.tdcc.com.tw">https://stockservices.tdcc.com.tw</a>). For information regarding the matters for attention or the use of the platform, please refer to page 4.</b></p> |    |
| <p><b>The meeting of shareholders begins at 9 a.m., and provides live stream, please scan the QR Code on the right.</b></p>   |  |

Dear shareholders,

**In accordance with the resolution of the Board of Directors on March 11 and April 29, 2026, O-Bank Co., Ltd. will convene its Annual General Meeting of Shareholders on Friday, June 12, 2026 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 2025
    - (2)Review Report of 2025 Financial Statements by the Audit Committee
    - (3)Report on the 2025 operation of the Audit Committee

- (4) Distribution of Remunerations to Directors and Employees for 2025
  - (5) Report on the Remuneration Policy for Directors and Senior Management
  - (6) Report of amendments to the Bank's Sustainable Development Best Practice Principles
  - (7) Amendment to the Bank's Criteria Governing Codes of Ethical Conduct
  - (8) Proposed Amendment to the Bank's Ethical Corporate Management Principles and the Bank's Procedures for Ethical Management and Guidelines for Conduct
2. Matters for Ratification
    - (1) Business Report and Financial Statements of 2025
    - (2) Distribution of Earnings for 2025
  3. Matters for Discussion
    - (1) Amendments to the Bank's *Articles of Incorporation*
    - (2) Amendments to the Bank's *Procedures for Assets Acquisition or Disposal*
    - (3) Amendment to partial articles of the Bank's *Rules of Procedure for Shareholders' Meetings*
    - (4) Proposal of Private Placement - to Issue Common Shares, Preferred Shares, Convertible Bonds, or a Combination of above Securities to Specific Parties
  4. Election of the directors of the 10th term
  5. Other Proposal
    - (1) Release of Non-Competition restrictions on directors of the 10th term
  6. Extempore Motion
- II. In accordance with the distribution of 2025 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 B is NT\$135,000,000, with an estimated cash dividend of NT\$0.54 per share.
  2. The total cash dividend payout for common stocks is NT\$1,446,857,817, with an estimated cash dividend of NT\$0.52 per share.
- If the Bank's preferred shares are subsequently converted, capital increase or decrease, repurchase of the Bank's shares, or share transfer, conversion, cancellation, or other factors that affect the number or amount of outstanding shares on the dividend distribution base date, thereby altering the dividend distribution ratio, the actual dividend distribution ratio will be proposed to the shareholders' meeting to authorize the Board of Directors to adjust it accordingly.

III.

1. The number of directors to be elected at this shareholders' meeting: 9 directors (including 4 independent directors)
  2. List of candidates under the candidate nomination system: [Directors: Lo, Tina Y.; Yi Chang Investment Co., Ltd., Rep.: Lo, Kenneth C.M.; Tai Hsuan Investment Co., Ltd., Rep.: Lin, Bill K.C.; Lee, Mark J.C.; Tai Ya Investment Co., Ltd., Rep.: Chen, Alex J.J.] [Independent Directors: Hu, Fu-Hsiung; Lin, Hank H.K.; Chiang, Tina W.N.; Wang, Jennifer C.F.]
  3. For information on the academic and professional backgrounds of each candidate, please visit: (<https://mops.twse.com.tw>)
- IV. For matters to be disclosed in connection with the proposal of private placement in order to issue common shares, preferred shares, convertible bonds, or a combination of above securities, please refer to Appendix I.
- V. 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>).
- VI. If you wish to attend the shareholders' meeting in person, please sign or affix your personal chop on the "Attendance Card" and bring it with you to the meeting venue on the day of the meeting to complete check-in and attend the meeting. If you wish to appoint a proxy to attend the meeting on your behalf, please sign or affix your personal chop on the "Proxy Form," fill in the name and address of the appointed proxy, and deliver it to the Company's Stock Agent, the Transfer Agency Department of CTBC Bank, at least five (5) days prior to the meeting so that the attendance card may be sent to the proxy.
- VII. 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> no later than May 12, 2026. 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).
- VIII. Voting rights of 2026 General Shareholders' Meeting may be exercised via electronic voting system from May 13 to June 9, 2026. Please log in the "Electronic Voting Platform for Shareholders" at the website of Taiwan Depository and Clearing Corporation (TDCC) (<https://www.stockservices.tdcc.com.tw>) and vote by following the relevant instructions.
- IX. Newly opened shareholders intending to submit their shareholder seal card can download the seal card form from the website of the Company's designated Stock Agent, CTBC Trust Online Banking.

- X. The Company has appointed Transfer Agency Department of CTBC Bank to verify the shareholder proxy.

**Respectfully,**

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

**Explanation and matters for attention regarding this visual communication-assisted Shareholders' Meeting**

- I. For shareholders attending via visual communication, please register at Taiwan Depository & Clearing Corporation Shareholder E-Voting Platform – Visual Communication Platform from May 13 to June 9, 2026. (or use a mobile device to scan the QR Code for Taiwan Depository & Clearing Corporation Visual Communication Platform on page 1). For solicitors and proxies attending via visual communication, please fill out the “Letter for Solicitors and Proxies Registering to Attend Via Visual Communication” (The letter is available upon request from the stock affairs agent), and deliver it to the Company's shareholder services agent, i.e. Transfer Agency Department of CTBC Bank by 4 p.m. June 9, 2026, and sign-in at the shareholders’ meeting 30 minutes before the commencement. Those who completed the sign-in are deemed as attending in person.
- II. Shareholders who attend via visual communication may exercise their votes between the commencement of the meeting and the chairperson’s announcement of the end of the voting. Failure or delay to vote within the time frame is deemed as abstention. For each motion, the shareholders may raise 2 questions by text, each within 200 words. For the use of the platforms, please refer to the Visual Communication Platform section at Taiwan Depository & Clearing Corporation (<https://www.tdcc.com.tw>)
- III. For inquiries regarding the registration, signing-in, connection, or the use of platform, please contact Taiwan Depository & Clearing Corporation (+886-2-2719-5805 ext. 288 or 188) The Company shall not be responsible for matters including but not limited to the disruption and delays of connection, or that the shareholders are unable to watch live streaming, raise questions, or exercise voting rights due to issues deriving from the shareholders’ internet connection or devices. For shareholders who are dubious regarding such matters, please vote electronically in advance or attend the meeting in person instead.
- IV. In the event where disruptions to the visual communication platform or participation in the meeting via visual communication occur due to natural disasters, incidents, or other force majeure events, and such disruptions last for more than 30 minutes and cannot be resolved, the meeting will be postponed or continued on

Monday, June 15, 2026 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.

- V. Matters regarding the postponement or continuation of the meeting: 1. Shareholders who did not register to attend the shareholders' meeting via visual communication, may not attend the postponed or continued meeting. 2. In the event where disruptions to the visual communication platform or participation in the meeting via visual communication occur due to natural disasters, incidents, or other force majeure events, and such disruptions last for more than 30 minutes and are unresolvable in a manner such that the meeting cannot be continued via visual communication, but the total shareholding attending the meeting deducting those attending via visual communication exceeds the statutory quorum, the meeting shall continue, and the shareholdings of the shareholders, solicitors, or proxies attending via visual communication shall be included in the total number of shares present at the meeting, but deemed to abstain on all motions. In case of the aforementioned circumstances, please contact the Company (+886-2-8752-7000). 3. In the occurrence of the aforementioned events, the chairperson may announce meeting adjourned before proceeding to extempore motions, if resolutions of all motions are announced.
- VI. Matters not specified in the Notice of Meeting shall be handled in accordance with the Regulations Governing the Administration of Shareholder Services and other relating laws and regulations.

**※Unauthorized recording is prohibited:** This shareholders' meeting does not allow participation of non-shareholders or presence of observers. For shareholders attending via visual communication, please do not disseminate, share live-streaming links of the meeting, or make recordings of images or sounds of the live-streaming meeting by equipment or screen recording software, so as to protect the rights and interest of participants.

## **Appendix I**

### **Matters to Be Disclosed in Connection with The Proposal of Private Placement of Common Shares, Preferred Shares, Convertible Bonds or a Combination of Above Securities to Specific Parties**

1. The Bank intend to raise capital through a private placement of common shares, preferred shares, convertible bonds or a combination of above securities to specific parties. The purpose of the private placement is to seek alliance opportunities with domestic or foreign strategic investors, enhance the Bank's competitiveness and financial structure, and facilitate the Bank's long-term development. The aggregate number of shares represented by the privately placed shares, preferred shares, or shares issuable upon conversion of privately placed convertible bonds, in any combination, shall not exceed an authorized limit of 500 million common shares, and the aggregate offering amount shall not exceed NT\$5 billion or its equivalent in other currencies. The preferred shares, if any, are to be issued according to Article 8-1 of the Bank's Articles of Incorporation.
2. According to Article 43-6 of the Securities and Exchange Act, the disclosure of private placement shall include:
  - (1) The basis and justification of the pricing:
    - A. The issuing price of common shares shall be no less than 80% of the reference price, which shall be the higher of the following two prices:
      - a. The simple average closing price from either 1, 3 or 5 business days prior to the pricing date, minus dividends, and added back price discounted for capital reduction.
      - b. The simple averaged closing price of 30 business days prior to the pricing date, minus dividends, and added back price discounted for capital reduction.
    - B. The issuing price of preferred shares and convertible bonds shall be no less than 80% of the theoretical price, which shall be the price determined by an applicable pricing model that takes into account all the terms of the issuance.
    - C. The pricing date and actual issuing price, as referenced above, will be determined subject to market conditions, applicable terms, and discussions with specific parties. If the issuing price is below the par value of common shares and results in cumulative losses to the Bank, the Bank may, subject to operation status then, reduce its capital base, or offset such losses with retained earnings or capital surplus.
    - D. The pricing of the private placement, pursuant to applicable regulation, based on the reference price or theoretical price as described above, and

by taking into account the 3-year lock-up period promulgated by the Securities and Exchange Act, is deemed reasonable.

- (2) The selection, purpose, necessity and benefits of allying with the specific parties:
  - A. Selection of the specific parties and purpose: The strategic investors are selected based on qualification criteria specified in Article 43-6 of the Securities and Exchange Act and Financial Supervisory Commission's Order No. 1120383220 issued on September 12, 2023, targeting those who are able to assist the Bank in expanding sales channels, growing customer base, improving service quality, and reducing operating costs.
  - B. Necessity: In responding to the rapidly changing financial environment, increasing competition among domestic and international financial institutions, and the global trend of heightened financial supervision for increased risk-taking capital, the Bank needs to strengthen its Basel III capital adequacy through investments by the specific parties, for support of the Bank's long-term development.
  - C. Benefits: The Bank's competitiveness and profitability will be enhanced via the introduction and participation of strategic investors.
- (3) The justification of private placement:
  - A. The justification of no public offering: Considering the transaction timing, cost, and requirements from allying with the strategic investors, a public offering is less feasible. In addition, the long-term business cooperation relationship with the partners would be secured by the 3-year lock-up period of investment per private placement regulation.
  - B. The amount of private placement: The aggregate number of shares represented by the privately placed shares, preferred shares, or shares issuable upon conversion of privately placed convertible bonds, in any combination, shall not exceed an authorized limit of 500 million common shares; and the aggregate offering amount shall not exceed NT\$5 billion or equivalent in other currencies. The amount of private placement may be issued in one or two tranches, within a period of one (1) year from the shareholders' meeting resolution date, subject to market conditions and transaction progress with the specific parties.
  - C. Capital usage plan and anticipated benefits: The capital amount raised by each tranche of private placement will be used to expand the Bank's business scale, support digital innovation, and seek alliance opportunities with domestic or foreign strategic investors. The anticipated benefits will include strengthening the Bank's competitiveness, profitability, capital

adequacy, and shareholders' equity. If convertible bonds are issued in a foreign currency, the bond proceeds shall remain in the original currency prior to conversion.

3. Under the authorization of the shareholders' meeting, the major terms of private placement, including the total number, pricing and terms of the new shares, selection of specific parties, the effective date of the capital increase, fund usage plan, expected benefits and any other matters not specified herein related to this private placement, will be determined by the Board of Directors. The Board of Directors is also authorized to make any necessary adjustment to the issuance terms, due to changes in laws, instructions from competent authorities, or based on operational assessments, market conditions, or change in objective circumstances.
4. Whether any independent director has expressed dissenting or qualified opinions:  
None.

Where there is a material change in control occurring within one year prior to the Board's resolution to conduct the private placement, or within one year from the date of delivery of such privately placed securities, an underwriter shall issue an evaluation opinion on the necessity and reasonableness of the private placement: No such material change in control has occurred.