





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

## **Notice of 2025 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.

<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>	
<b>The meeting of shareholders begins at 9 a.m., and provides live stream, please scan the QR Code on the right.</b>	

**Dear shareholders,**

**In accordance with the resolution of the Board of Directors on March 12 and May 2, 2025, O-Bank Co., Ltd. will convene its Annual General Meeting of Shareholders on Friday, June 13, 2025 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 2024
- (2) Review Report of 2024 Financial Statements by the Audit Committee
- (3) Report on 2024 Operation of the Audit Committee
- (4) Distribution of Remunerations to Directors and Employees for 2024

- (5) Report on the Remuneration Policy for Directors and Senior Management
- (6) Report of the Share Repurchase and its implementation
- (7) Report of amendment to the Bank's *Ethical Corporate Management Best Practice Principles*
- (8) Report of amendment to the Bank's *Procedures for Ethical Management and Guidelines for Conduct*
- (9) To advocate and raise awareness of the relevant provisions under Article 25 of the Banking Act
- 2. Matters for Ratification
  - (1) Business Report and Financial Statements of 2024
  - (2) Distribution of Earnings for 2024
- 3. Matters for Discussion
  - (1) Amendments to the Bank's *Articles of Incorporation*
  - (2) Proposal for the Release of Non-competition Restrictions on Directors of the Bank
- 4. Extempore Motion

II. In accordance with the distribution of 2024 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 is NT\$83,824,690, based on the actual number of days issued in 2024, with an estimated cash dividend of NT\$0.36821995 per share.
- 2. The total cash dividend payout for Preferred Stock B is NT\$36,147,541, based on the actual number of days issued in 2024, with an estimated cash dividend of NT\$0.14459016 per share.
- 3. The total cash dividend payout for common stocks is NT\$1,391,209,439, with an estimated cash dividend of NT\$0.50 per share.

If the Bank's preferred or common shares are subsequently converted due to preferred stock conversion, 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. In accordance with the Company's *Articles of Incorporation* and the issuance terms of Preferred Stock B, holders of Preferred Stock B do not have voting rights or the right to elect directors at the common shareholders' meeting; however, they may be

elected as directors and are entitled to voting rights at preferred shareholders' meetings and shareholders' meetings involving matters that affect the rights and obligations of preferred shareholders. Accordingly, at this shareholders' meeting, holders of Preferred Stock B shall have voting rights only on Matters for Discussion, Proposal No. 1, "Amendments to the Bank's *Articles of Incorporation*."

IV. 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>).

V. 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.

VI. 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 13, 2025. 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).

VII. Voting rights of 2024 General Shareholders' Meeting may be exercised via electronic voting system from May 14 to June 10, 2025. 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.

VIII. Newly opened shareholders intending to submit their shareholder seal card can download the seal card for use from the website of the Company's designated Stock Agent, CTBC Trust Online Banking.

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

X. No souvenirs will be provided at the Annual General Meeting of Shareholders.

**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 14 to June 10, 2025. (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,” and deliver it to the Company's shareholder services agent, i.e. Transfer Agency Department of CTBC Bank by 4 p.m. June 10, 2025, 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 not exceeding 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, sign-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 Saturday, June 16, 2025 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 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.