

O-Bank Co., Ltd. Board Sustainability Committee

Organizational Rules

Approved by the 9th Board of Directors in its 3rd meeting on August 21, 2023

Article 1 (Basis for adoption)

O-Bank Co., Ltd. ("O-Bank") hereby establishes the Board Sustainability Committee ("the Committee") and adopts the Committee's Organizational Rules in order to implement corporate sustainability and achieve Environmental, Social, and Governance (ESG) goals.

Article 2 (Scope of application)

Except as otherwise provided by law, regulation, or the O-Bank Articles of Incorporation, the number of Committee members, their terms of office and powers of office, rules of procedure, and related matters of the Committee shall accord with the provisions of these Organizational Rules.

Article 3 (Composition of the Committee)

The Committee is a functional committee under the Board of Directors, and shall be composed of at least three directors appointed by resolution of the Board of Directors. At least half of the Committee's members shall be independent directors, and O-Bank's chairperson shall serve as the convener and meeting chair.

Except as otherwise provided by law, regulation, or the O-Bank Articles of Incorporation, the term of a Committee member shall extend from the date of the director's selection as Committee member by the Board of Directors to the date of expiration of the director's term, the director's resignation from the Committee or the directorship, or the director's replacement by another director selected as Committee member by the Board of Directors.

In the event the Committee's member is unable to perform its duties, with the result that the number of Committee members falls below three (e.g. after a director reaches expiration of term, retires, or resigns or is dismissed from the Committee or their directorship), the Board of Directors shall convene within three months from the date of occurrence of the event to appoint a replacement. If the company has no other independent director, until the company completes the election of a succeeding independent director it may temporarily appoint a non-independent director to serve as a member of the Committee.

Article 4 (Duties of the Committee)

The principal duties of the Committee are as follows:

1. Deliberate upon O-Bank's sustainability (ESG) strategies, including important matters such as climate change, corporate governance, and green finance.
2. Oversee O-Bank's annual sustainability plan and its success in meeting sustainability goals.
3. Deliberate upon policy decisions regarding O-Bank's other sustainability-related matters.

Article 5 (Methods of attending and convening meetings)

Meetings of the Committee shall be convened at least once each half year, and extraordinary sessions may be additionally convened as necessary. Members of the Committee may attend either in person or in video conference mode.

Meetings of the Committee shall be convened by the convener. When the convener is unable to convene a meeting, the convener shall delegate another Committee member to act as convener in their place. If the convener does not delegate someone to act in their place, the other Committee members shall select one member to serve as a convener.

When a Committee meeting is convened, the meeting notice shall set out the time, place, and reasons for the meeting, and shall be delivered to the Committee members in advance of the meeting. In emergency circumstances, however, the meeting may be called on shorter notice.

The Committee's meeting agenda shall be approved by the meeting chair. Other members may also propose motions to the Committee for discussion.

The Committee's agenda working group is the Corporate Communications Department, which is responsible for assisting with planning agendas, convening meetings, preparing minutes, and handling other related matters.

The Committee may as necessary invite professionals or needed personnel to attend meetings as non-voting participants and provide related information.

Article 6 (Attendance and resolutions)

When the Committee convenes a meeting, it shall prepare a sign-in form for participants to sign as proof of their attendance. Members of the Committee shall attend meetings in person, but if unable to attend in person they may delegate another Committee member to attend as their proxy. Persons who attend meetings via video conference shall be deemed to have attended in person.

A Committee member who delegates another member to attend a meeting as their proxy shall furnish a proxy form or another document having the same legal force, and shall specify the scope of proxy in regard to matters for which the meeting is convened. A proxy may accept a proxy delegation from one person only.

A resolution of the Committee shall require the approval of a majority of the members present at a meeting attended by a majority of the Committee members. During voting, if the committee chair solicits opinions and receives no dissents, the motion shall be deemed passed.

When the Committee submits a proposal for adoption by resolution it shall fully consider the views of the independent directors, and if they have dissenting opinions or reservations, these shall be recorded in the meeting minutes.

Article 7 (Recusal from deliberations)

A Committee member shall exercise recusal when they have a conflict of interest with respect to a matter under discussion at a Committee meeting that could harm the interests of O-Bank.

Where the spouse or a blood relative within the second degree of kinship of a Committee

member has an interest in a matter under discussion at the meeting of the preceding paragraph, the Committee member shall be deemed to have a personal interest in the matter.

Article 8 (Meeting minutes)

The proceedings of a Committee meeting shall be recorded in minutes, which shall note the following matters:

1. The time and place of the meeting.
2. The full names of the meeting chair and the person taking minutes.
3. The attendance of members and persons present as non-voting participants.
4. Matters reported on.
5. Matters discussed.
6. Other matters required to be recorded.

Minutes of the proceedings may be prepared and distributed electronically, and within 30 days after the meeting shall be delivered to individual Committee members, and shall be retained for at least five years.

Article 9 (Retention of professionals)

The Committee may resolve to retain outside professionals to provide advisory or auditing services regarding the matters set out in Article 4 of these Organizational Rules, with related expenses to be borne by O-Bank.

Article 10 (Members' obligations)

The Committee members shall exercise the due care of a good administrator, and shall carry out the duties set out in these Organizational Rules.

Committee members and persons who attend Committee meetings as non-voting participants shall maintain the confidentiality of sensitive O-Bank information which they learn, obtain, or come to possess in the performance of their job duties.

Article 11 (Delegation of powers by the Committee)

The execution of tasks relating to resolutions adopted by the Committee may be delegated to the convener or a related O-Bank working group for follow-up handling, with a written or verbal report to be presented to the Committee during the implementation period. When necessary, the matter may be presented at the next meeting of the Committee for retroactive approval or presentation of a report.

Article 12 (Disclosures)

The Committee's agenda working group shall use the Market Observation Post System (MOPS) website of the Taiwan Stock Exchange to disclose the Committee's composition, the number of meetings held, member attendance at meetings, the Committee's Organizational Rules, and other related information.

Article 13 (Matters not addressed in these Rules)

Matters not addressed in these Rules shall be handled in accordance with the provisions of the competent authority's applicable laws and regulations as well as other applicable O-Bank rules and bylaws.

Article 14 (Implementation and amendments)

These Organizational Rules, and any subsequent amendments hereto, shall be implemented after approval by the Board of Directors.