



Notice of 2022 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>).



This is a visual communication-assisted Shareholders' Meeting. The Company uses the visual communication platform provided by the Taiwan Depository & Clearing Corporation (<https://www.stockvote.com.tw>). For information regarding the matters for attention or the use of the platform, please refer to page4.

In accordance with the resolution of the Board of Directors on March 16 and May 4, 2022, O-Bank Co., Ltd. will convene its Annual General Meeting of Shareholders on Friday, June 17, 2022 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 2021
- (2) Review Report of 2021 Financial Statements by the Audit Committee
- (3) Report on the 2021 operation of the Audit Committee
- (4) Distribution of Remunerations to Directors and Employees for 2021
- (5) Amendments to the Bank's Corporate Social Responsibility Best Practice Principles
- (6) To note for record the Announcement Report of Article 25 of Banking Act

2. Matters for Ratification

- (1) Business Report and Financial Statements of 2021
- (2) Distribution of Earnings for 2021

3. Matters for Discussion

- (1) Amendments to the Bank's *Articles of Incorporation*
- (2) Amendments to the Bank's *Procedural Rules Governing Shareholders Meetings*
- (3) Amendments to the Bank's *Procedures for Assets Acquisition or Disposal*
- (4) Proposal for Release of Non-competition Restrictions on Directors of the Board

4. Extempore Motion

II. With regard to the distribution of 2021 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\$819,145,290 or NT\$0.3 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 17, 2022. 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 2022 General Shareholders' Meeting may be exercised via electronic voting system from May 18 to June 14, 2022. 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.**

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 18 to June 14, 2022. (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 14, 2022, 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>), or scan the QR Code below.



- 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 Monday, June 20, 2022 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. 4 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.