

Mega International Commercial Bank Co., Ltd.
Audit Committee Charter

Approved by the Board of Directors at its 17th session, 33rd meeting on May 10, 2024.

Article 1 (Purpose and Grounds)

To improve corporate governance and strengthen the functions of the Board of Directors, Mega International Commercial Bank Co., Ltd. (“the company”) Audit Committee Charter (“the Charter”) is formulated in accordance with the “Regulations Governing the Exercise of Powers by Audit Committees of Public Companies” and “Articles of Incorporation of Mega International Commercial Bank Co., Ltd” (“the Articles of Incorporation”).

Article 2 (Responsible Unit)

The responsible unit of the Charter is The Secretarial Unit of the Bank’s Board of Directors.

Article 3 (Scope of Application)

Matters concerning the number, term of office, powers, rules of procedure for meetings, and resources to be provided by the company when the Auditing Committee (“the Committee”) exercises its powers shall be handled in accordance with the Charter.

Article 4 (Supervise matters)

The main function of the Committee is to supervise the following matters:

1. Fair presentation of financial statements of the company;
2. The appointment (and dismissal), independence, and performance of certified public accountants;
3. The effective implementation of the internal control system of the company.
4. Compliance with relevant laws and regulations by the company
5. Management of the existing or potential risks of the company.

Article 5 (Members and Term)

The Committee shall be composed of the entire number of independent directors. It shall not be fewer than three persons in number, one of whom shall be the convener, and at least one of whom shall have accounting or financial expertise.

A member of the Committee shall be elected as the convener from the entire membership of the Committee. The convener shall represent the Committee to the public.

The independent director members of the Committee shall serve a 3-year term, and may be re-elected to further terms. When the number of the independent director members on the Committee falls below that prescribed in paragraph 1 of this article or in the Articles of Incorporation are due to the (or all) member's dismissal for any reason, the company should request Mega Financial Holdings Co., Ltd. should to appoint the new member as soon as possible to fill the vacancies.

Article 6 (Provisions applicable mutatis mutandis to regulations of supervisors)

The provisions of the Securities and Exchange Act ("the Act"), the Company Act, and any other law regarding supervisors shall apply mutatis mutandis to the Committee. The provisions of Article 14-4, paragraph 4, of the Act, in regard to the Company Act as concerns the duty and the powers of supervisors, shall apply mutatis mutandis to the independent director members of the Committee.

Persons to represent the company in matters under Articles 213, 214, and 223 of the Company Act shall be selected by the Committee in accordance with the procedures set out in paragraph 4 of Article 10 of the Charter. The Committee may resolve for members to individually represent or jointly represent the company in such matters. If representatives are not selected by the procedure in the preceding, the entire membership shall jointly represent the company.

Article 7 (The powers of the Committee)

The powers of the Committee are as follows:

1. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Act.
2. Assessment of the effectiveness of the internal control system.
3. Adoption or amendment, pursuant to Article 36-1 of the Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.
4. Matters in which directors' personal interest is involved.
5. Major asset transactions or derivative trading.
6. Major loans to others and endorsements or guarantees provided to others.
7. The offering, issuance, or private placement of equity-type securities.
8. Appointment, discharge, or remuneration of certified public accountants (CPAs).
9. The appointment or discharge of financial, accounting, risk management, head office regulatory compliance, internal audit, and corporate governance officer.
10. Annual financial reports signed or sealed by the chairman, a manager or an accounting chief, and financial reports for the second quarter audited and attested by a certified public accountant.
11. Preparation and revision of annual audit plan.
12. Formulation and amendment of accounting systems.
13. Formulation and amendment of Corporate Governance Best Practice Principles.
14. Deliberate on merger and acquisition-related matters.
15. Other material matters as may be required by the company or by the competent

authority.

The matters in each subparagraph of the preceding paragraph shall be subject to the approval of one half or more of the entire membership of the Committee and shall be submitted to the Board of Directors for a resolution.

The review procedures stipulated in subparagraph 14 of paragraph 1, in addition to being conducted in accordance with the Charter, shall also be conducted in compliance with the Business Mergers and Acquisitions Act and the relevant deliberative procedures specified by the competent authority for the Merger and Acquisition Special Committee.

Any matter in paragraph 1, with the exception of subparagraph 10 and 14, that has not been approved by one half or more of the entire membership of the Committee, may be adopted with the approval of two-thirds or more of the entire Board of Directors.

The term "the entire members" and " the entire Board of Directors ", as used herein, shall be counted as the number of members actually in office at the given time.

Article 8 (Convening and Notifying Meetings)

The Committee shall convene at least once every quarter and may convene at any time as necessary.

A notice of the reasons for convening a meeting shall be specified upon convocation and given to each member at least seven days in advance of the meeting. In emergency circumstances, however, a meeting may be called on shorter notice.

The Committee meeting shall be held at the location and during the business hours of the company, or at a place and time convenient to all the Committee members and suitable for holding such meeting.

The committee shall be the meeting chair by the convener.

When the convener is on leave or unable to convene a meeting for any reason, the convener shall appoint another independent director member on the Committee as acting convener. If the convener does not make such an appointment, one independent director member of the Committee shall be elected by and from the other independent director members of the Committee to serve as convener.

Independent directors constituting one-half or more of the entire membership of the Committee may, by filing a written proposal setting forth the subjects for discussions and the reasons, request the convener to convene a meeting of the Committee. If the convener fails to convene a meeting within 15 days from the filing of the request under the preceding paragraph, independent directors constituting one-half or more of the entire membership of the Ccommittee may convene a meeting on their own.

The Committee may by resolution request relevant department officers, internal auditors, certified public accountants, legal counsels, or other personnel to attend the meeting as nonvoting participants and provide pertinent and necessary information, provided that they shall leave the meeting when discussion or voting takes place.

When the Committee calls a meeting, it shall furnish the members of the Committee present at the meeting with relevant materials for reference as necessary.

Article 9 (Arrangement of agenda)

The Committee's meeting agenda shall be drafted by the convener. Other members may also submit proposals for discussion by the Committee.

The Secretarial Unit of the Bank's Board of Directors is responsible for assisting the Committee in planning agendas, distributing convocation notices, conducting proceedings, recording meeting minutes and other related matters.

Article 10 (Rules of procedure)

When a meeting of the Committee is held, an attendance book shall be made available for signing-in by the members in attendance and thereafter keep it available for future reference.

Members of the Committee shall attend Committee meetings in person, if a member who cannot attend in person may appoint another member to attend as proxy except for deliberation on merger and acquisition-related matters stipulated in subparagraph 14 of paragraph 1 of Article 7. A member participating in a meeting through videoconferencing shall be deemed as attendance in person.

When appointing another member to act as a proxy to attend a committee meeting, the member shall, on each occasion, issue a written proxy stating the power of attorney and listing the scope of authorization regarding the items on the meeting agenda.

Resolutions at meetings of the Committee shall be adopted with approval of one-half or more of the entire membership. When a proposal comes to a vote at a committee meeting, if the chair puts the matter before all members present at the meeting and none voices an objection, the matter is deemed approved and shall be equally valid as the vote. The result of a vote shall be made known immediately and recorded in writing.

If for a legitimate reason it is impossible to hold a committee meeting, matters on the meeting agenda shall be adopted with the consent of at least two-thirds of the entire Board of Directors. However, approval from the Committee members shall be obtained for matters prescribed in subparagraph 10 of paragraph 1 of Article 7 hereof.

The proxy under paragraph 2 may accept a proxy from one person only.

Article 11 (Meeting Threshold)

When the time of a meeting has arrived and the presence of Committee members is less than one-half of the entire membership, the chair may postpone the meeting on the same day, with a maximum of two postponements. If the quorum is still not met after two postponements, the chair may re-call the meeting following the procedures provided in paragraph 2 of Article 8.

Article 12 (Discussion of Proposals)

A committee meeting shall be conducted in accordance with the order of business on the agenda as specified in the meeting notice. However, the order may be changed with the approval of one-half or more of the entire membership of the Committee.

The meeting chair may not declare the meeting closed without the approval of one-half or more of the entire membership of the Committee.

At any time during the proceedings of a committee meeting, if the presence of Committee members does not reach one-half of the entire membership, the chair shall declare a suspension of the meeting on motion by the independent directors attended the meeting, in which case the preceding article shall apply mutatis mutandis.

If at any time during the proceedings of a committee meeting, the convener for any reason is unable to chair the meeting or the chair fails to declare the meeting closed as provided in paragraph 2, the provisions of paragraph 5 of Article 8 shall apply mutatis mutandis to the selection of the deputy to act in place thereof.

Article 13 (Minutes)

Discussions at a committee meeting shall be included in the meeting minutes, which shall faithfully record the following:

1. Session, time and place of meeting.
2. Name of meeting chair.
3. Attendance of the Committee members at the meeting, specifying the names and the number of members present, excused and absent.
4. Names and titles of those attending the meeting as nonvoting participants.
5. Name of minutes taker.
6. Matters reported.
7. Agenda items: resolution method and result of each proposal; summary of the comments made by the Committee members, the experts and any other persons present at the meeting; and the names of any Committee members possibly having an interest relationship as referred to in paragraph 1 and 2 of Article 15, the essential content of the interest, the reasons for recusing or not recusing, the status of the recusal and any objections or reservations expressed at the meeting.
8. Extraordinary motions: Name of the mover; the resolution method and result of

each proposal; summary of the comments made by the Committee members, the experts and any other persons present at the meeting; and the names of any Committee members possibly having an interest relationship as referred to in paragraph 1 and 2 of Article 15, the essential content of the interest, the reasons for recusing or not recusing, the status of the recusal and any objections or reservations expressed at the meeting.

9. Other matters required to be recorded.

The attendance book forms a part of the minutes of each committee meeting and shall be well preserved for the duration of the existence of company.

The minutes of a committee meeting shall bear the signature or seal of both the meeting chair and the minutes taker, and a copy shall be distributed to each Committee member within 20 days after the meeting and be carefully preserved as important company records during the existence of the company.

The production and distribution of the meeting minutes referred to in paragraph 1 may be made in electronic form.

Article 14 (Preservation of meeting materials)

The Committee meetings shall be recorded in full in audio or video and these recordings shall be preserved for at least five years. The recordings may be in electronic form.

If any litigation arises in connection with a resolution of a committee meeting before the end of the preservation period referred to in the preceding paragraph, the relevant audio or video recordings shall continue to be preserved until the litigation is concluded.

Where a committee meeting is held by video conference, the audio or video documentation of the meeting constitutes part of the minutes and shall be well preserved for the duration of the existence of the company.

Article 15 (Avoidance of Interest)

If an independent director member of the Committee has a personal interest in any agenda item, the director shall explain the essential content of the interest. If the director's personal interest is likely to prejudice the interest of the company, the director member may not participate in discussion and voting, and shall recuse himself or herself from the discussion and voting, and also may not exercise voting rights as a proxy for any other independent director member.

Where the spouse, a blood relative within the second degree of kinship of an independent director or a company which has a controlling or subordinate relation with an independent director, is an interested party with respect to an agenda item as described in the preceding paragraph, such director shall be deemed to be an interested party with respect to that agenda item.

Where a matter is unable to be resolved at a committee meeting for the reason stated in the preceding two paragraphs, the fact shall be reported to the Board of Directors and the matter shall be resolved by the Board instead.

Article 16 (Resources provided by the company)

By resolution, the Committee may, on behalf and at the cost of the company, engage an attorney, certified public accountant or other professional to conduct a necessary audit or provide advice with respect to any matter related to the exercise of the committee's powers.

Article 17 (Members' Obligations)

The Committee members shall exercise the due care of good administrators and faithfully perform the duties prescribed in this Charter. They shall be accountable to the Board of Directors and shall submit their proposals to be resolved by the Board.

Article 18 (Amendment of the Charter and execution task)

The Committee shall conduct periodic reviews of matters relating to the Charter and present the results for amendment by the Board of Directors.

The execution of tasks relating to resolutions adopted by the Committee may be delegated to the convener or other committee members for follow-up, with a written or verbal report to be presented to the Committee during the implementation period. When necessary, the matter shall be presented for ratification or a report made at the next committee meeting .

Article 19 (Others)

Matters not stipulated in the Charter shall be conducted in accordance with the Company Act, the Act, any other relevant laws and regulations and the Articles of Incorporation.

Article 20 (Approval and enforce)

The Charter shall be effective upon approval by the Board of Directors, and the same shall apply to its amendments and abrogation.

The Charter approved by the Board of Directors on May 10, 2024, shall take effect on the date the 18th session of the directors takes office.