

Mega International Commercial Bank Co., Ltd.

Corporate Governance Best Practice Principles

Note: If the English version contains any discrepancy from the original Chinese version, the original Chinese version shall prevail.

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Chapter I General Principles

Article 1 (Purpose)

In order to establish a sound corporate governance system, these Principles are formulated in accordance with the Corporate Governance Best-Practice Principles for Banks set forth by the Bankers Association of the Republic of China, so as to establish an effective corporate governance framework and disclose them through the Market Observation Post System (MOPS) or Mega International Commercial Bank Co., Ltd. (Hereinafter referred as the “Bank”)

Article 1-1 (Responsible Unit)

The unit responsible for these Principles is the Planning Department.

Article 2 (Principles of Corporate Governance)

When setting up the corporate governance system, the Bank not only consider the capital adequacy, asset quality, operation management capability, profitability, asset liquidity and risk sensitivity, but also comply with the following principles in order to ensure the effectiveness of the system:

1. Comply with relevant laws and regulations and enhance internal management.
2. Protect the rights and interests of shareholders.
3. Strengthen the powers of the Board of Directors.
4. Fulfill the function of supervisors.
5. Respect the rights and interests of stakeholders.
6. Enhance information transparency.

Chapter II Compliance with Laws and Regulations and Enhancement of Internal Management

Article 3 (Establish Legal Compliance Department)

The Bank shall establish a legal compliance department under the President at the

Head Office, where this department shall be responsible for planning, managing and implementing a legal compliance system. The Bank shall also appoint one (1) senior manager of the same level as the Senior Executive Vice President as the head of legal compliance department who shall oversee the legal compliance process.

Domestic and overseas units of the Bank shall appoint or employ a personnel as the head of legal compliance department who shall be responsible for implementing matters related to legal compliance in order to ensure the effective operation of the legal compliance system.

Article 4 (Establish Internal Control and Audit System)

The Bank shall establish a complete internal control and audit system, and ensure the implemented system is sustain and effective in order to strengthen the operation of the Bank. The Board of Directors shall be ultimately responsible for ensuring the establishment and maintenance of an appropriate and effective internal control system. The senior management of the Bank shall be guided and supervised by the Board of Directors, and shall comply with the business strategies, risk appetite, remuneration and other policies approved by the Board of Directors in order to develop procedures that adequately identify, measure, supervise and control risks and formulate an appropriate and effective internal control system. The organization, procedures and decision-making of senior management and their roles, duties and responsibilities shall be clearly specified.

Article 5 (Internal Control System)

The Bank's internal control system shall cover all operational activities and shall include appropriate policies and procedures governing organizational charters, the articles of incorporation, business practices and handbooks. The system shall be reviewed or amended regularly in accordance with changes in the relevant laws and regulations, business items and operating procedures, and shall involve the participation of the legal compliance department and internal audit department.

Article 6 (Internal Audit System)

The internal audit system of the Bank shall evaluate whether or not the internal control system is effective and measure the efficiency of its operation, as well as offer suggestions for improvement in a timely manner, in order to ensure the continuous and effective implementation of the internal control system and assist the Board of Directors and the management of the Bank in truly performing their duties effectively.

The Bank shall establish an internal audit department subordinated to the Board of Directors, and set up a chief auditor system to manage all audit processes in an independent and objective manner. The Bank shall also oversee the audit process and

regularly report audits to the Board of Directors and supervisors.

Internal auditors of the Bank shall possess the eligibility requirements in conformance with the law, and shall undergo professional audit training to enhance audit quality and their abilities.

The Bank shall establish channels and mechanisms of communication among its independent directors, supervisors and internal audit managers. The responsible persons of the Bank (directors and supervisors) shall hold regular discussions on the review of deficiencies in the internal control system with the internal auditors, and shall keep the minutes of these discussions. The Bank shall then track and implement corrections, and submit a report to the Board of Directors.

In order to implement the internal control system and strengthen the professional abilities of the assigned internal auditor, the Bank shall have a substitute in place for the internal auditor. Provisions regarding the competency, eligibility requirements and number of training hours for the internal auditors shall apply to the substitute of the internal auditor.

Article 7 (Authority of Internal Audit Department and its Personnel)

The management of the Bank shall pay serious attention to the internal audit department and its personnel, fully empower them and urge them to conduct audits effectively, evaluate problems in the internal control system and assess the efficiency of its operations in order to ensure that the system can continuously operate in an effective manner, thereby implementing the corporate governance system.

Article 8 (Operation of the Internal Control System)

The Bank shall establish three lines of defense for internal control, including its self-audit system, legal compliance system and risk management mechanisms, as well as internal audit system. The Bank shall also comply with the implementation procedures set forth by the competent authority in order to maintain the operation of an effective and appropriate internal control system.

Article 9 (Trace of Examination Findings or Deficiencies)

The Bank shall continuously track and review the status of improvement on examination findings or deficiencies identified by the financial inspection authority, the CPA and internal audit department, and shall make full use of the control functions provided through the effective use of internal audit and external audit reports.

Article 10 (Report of Material Deficiencies or Violation in the Internal Controls System)

Where an internal auditor or chief compliance officer's regarding material deficiencies or violation in the internal controls system are not accepted by the management, and the inaction may lead to material losses to the Bank, the internal

auditor or chief compliance officer shall immediately file a report to the competent authority.

Chapter III Protection of Shareholder's Rights and Interests

Article 11 (Authority of Shareholders' Meetings and Appointment Principles of (Independent) Directors and Supervisors)

All the shares issued by the Bank are held by Mega Financial Holding Co., Ltd. (hereinafter, " Mega Holdings ") In accordance with Article 15, Paragraph 1 of the Financial Holding Company Act, the rights and functions of Shareholders' Meetings shall be exercised by the Board of Directors, and the provisions of the Company Act with respect to Shareholders' Meetings shall not apply.

The directors, independent directors and supervisors of the Bank shall be appointed by Mega Holdings.

Article 12 (The Rules of Procedures for Shareholders' Meetings)

The bank's rules of procedures for Shareholders' Meetings should follow standards on Board of Directors' Meetings. The Bank shall truly implement resolutions adopted by Shareholders' Meetings in accordance with the rules of procedure for Shareholders' Meetings. Resolutions adopted by Shareholders' Meetings shall comply with the laws and regulations, as well as the Bank's articles of incorporation.

Article 13 (Arrange the Agendas and Procedures for a Shareholders' Meeting)

The Bank shall properly arrange the agendas and procedures for a Shareholders' Meeting, and shall grant a reasonable amount of time to deliberate each agenda.

For a Shareholders' Meeting called by the Board of Directors, it is advisable that the meeting is hosted by the Chairperson of the Board of Directors, or dealt with in accordance with the Bank's standards on Board of Directors' Meetings. The meeting is attended by more than half the directors and at least one (1) independent director and one (1) supervisor in person. At least one (1) member of each functional committee shall attend the meeting as a representative. Attendance details shall be recorded in the minutes of the Shareholders' Meeting.

Article 14 (Convene Shareholders' Meetings)

The Bank shall convene shareholders' meetings on the premise of legal, effective and safe proceedings.

Article 15 (The Expire Date of Minutes of Shareholders' Meetings)

The minutes of a Shareholders' Meeting shall be properly and perpetually kept by the Bank during its legal existence.

Article 16 (Duties of The Chairperson of Shareholders' Meetings)

The Chairperson of a Shareholders' Meeting shall be fully familiar and comply with the rules of procedure set forth by the Bank. The Chairperson shall ensure the proper progress of the proceedings of the meetings.

Article 16-1 (Information Disclosure)

The Bank shall respect the shareholders' right to know, and shall truly comply with the relevant regulations regarding information disclosure in order to provide shareholders with regular and timely information on the Bank's financial and business conditions.

Article 17 (Establish the Relevant Internal Guidelines for Handling Donations)

The Bank shall establish the relevant internal guidelines for handling donations and submit these guidelines to the Board of Directors by resolution. Donations made to political parties, stakeholders and public-interest groups shall be disclosed to the public.

Article 18 (Shareholders Shall be Entitled to Profit Distributions)

Shareholders shall be entitled to profit distributions by the Bank. In order to ensure the investment interests of shareholders, the Shareholders' Meeting shall decide on the distribution of profit and appropriation of losses by resolution in accordance with the Company Act.

Article 19 (Acquisition or Disposal of Material Financial and Business Transactions)

When entering into material financial and business transactions such as acquisition or disposal of assets, the Bank shall handle such transactions in accordance with the relevant laws and regulations. The Bank shall establish the relevant operating procedures, and submit these procedures to the Shareholders' Meeting for approval in order to ensure that shareholders' interests are protected.

During an investment, the Bank shall take into consideration the status of corporate governance of the public company targeted for investment and use this information as a reference for investment.

Article 19-1 (Handle Shareholders' Proposals, Inquiries and Disputes Properly)

In order to protect the interests of shareholders, it is advisable for the Bank to handle shareholders' proposals, inquiries and disputes properly.

The Bank shall objectively and properly deal with any legal action duly instituted by shareholders who claim that shareholder rights and interests have been damaged by a resolution adopted at a Shareholders' Meeting or a Board of Directors Meeting that violates the laws and regulations or the Bank's articles of incorporation, or due to

violation of laws and regulations or the Bank's articles of incorporation by the directors, supervisors or managers when performing their duties.

It is advisable for the Bank to adopt internal procedures for appropriately handling matters stipulated in the preceding two paragraphs, retain records of these matters for future reference and incorporate these procedures in its internal control system for management purposes.

Article 20 (Shareholders shall Comply with the Provisions)

A shareholder of the Bank shall comply with the following provisions :

1. The shareholder shall bear a duty of good faith to other shareholders and shall not directly or indirectly cause the Bank to be engaged in transactions which does not conform to normal business practices or involved in a management conduct for illegal profit..
2. The shareholder's representative shall follow the regulations governing the exercise of rights and participation of resolution set forth by the Bank. The representative shall exercise the fiduciary duty and duty of care of a director or supervisor.
3. The shareholder shall appoint directors and supervisors in accordance with the relevant laws, regulations, and the articles of incorporation of the Bank, and shall not act beyond the authority granted by the Shareholders' Meeting or Board of Directors Meeting.
4. The shareholder shall not improperly intervene in the Bank's decision-making or obstruct Bank management activities.
5. The shareholder shall not restrict or impede the operation of the Bank by methods of unfair competition.
6. The appointed representative shall meet the Bank's requirements for professional qualifications, and shall not be arbitrarily replaced.

Mega Holdings shall pay attention to the following principles while communicating with the company in order to comply with the regulations of the preceding paragraph:

1. The communication should be done through the representative appointed by Mega Holdings who are elected as the director of the company as usual. The director representatives may invite managers to accompany them to communicate with Mega Holdings if necessary, and shall record the communication by the bank.
2. If Mega Holdings have suggestions on the proposals of the Board of Directors or the company's business decisions, their director representatives

should put them forward on the Board of Directors or functional committees for discussions. They are not allowed to call meetings or interfere inappropriately with the company's decisions.

3. Mega Holdings are obliged to keep the company's information confidential before it is publicly disclosed, and are not allowed to use the information for insider trading.

Article 21 (Identify the Allocation of its Affiliated Enterprises and Responsibilities)

The Bank shall clearly identify the allocation of its management authorities and responsibilities over personnel, asset and financial matters of its subsidiaries or other affiliated enterprises, and shall conduct risk assessment and establish appropriate firewalls.

Article 22 (Loan Transactions with Related Interested Parties)

In order to prevent interested parties of the Bank from exploiting their duties to engage in improper credit extension, and thus damaging the rights and interests of the shareholders and depositors and affect the sound operation of the Bank, the Bank shall restrict credit extension to shareholders and companies which it invests, or responsible persons and employees of the Bank, or persons having interested relationships with the Bank's responsible persons or credit-granting personnel. In addition to formulating internal guidelines, the Bank shall also comply with the Banking Act, the provisions of the Financial Holding Company Act with respect to limitation of credit extension to interested parties and the relevant regulations set forth by the competent authority.

Article 23 (Real Estate Transactions with Related Interested Parties)

In order to avoid improper tunneling of profits that can cause losses to the Bank or its shareholders, the Bank shall comply with business practices in the principles of fairness, justice and objectivity when entering into a real estate transaction with shareholders, invested companies, responsible persons or employees, or interested parties of the Bank's responsible persons. The transaction shall be handled in accordance with the Financial Holding Company Act and the relevant regulations set forth by the competent authority.

Article 24 (Establish a Management-level Development Plan)

The Bank shall establish a management-level development plan. The Board of Directors shall regularly evaluate the development and implementation of this plan in order to ensure the sustainable development of the Bank.

Article 25 (Regulations Governing A Responsible Person's Concurrent Holding of Positions)

The concurrent holding of positions and the number of concurrent positions held by a responsible person of the Bank shall ensure the effective performance of duties in

his or her main position and concurrently held positions, and shall not result in conflict of interests or violation of internal control of the organizations which he or she serves concurrently.

The Bank shall regularly evaluate the performance of the responsible person in the positions he or she holds concurrently in accordance with investment management needs and risk management policies. The evaluation results shall be used as an important reference for continuing the concurrent holding of positions and reducing the number of positions held concurrently.

Unless otherwise provided by the laws and regulations, a manager of the Bank shall not serve concurrently as a manager of its affiliated enterprises.

Article 26 (The Director’s Behaviour of Competition)

A director of the Bank who engages in any transaction within the Bank’s scope of business for himself/herself or on behalf of another person shall specify the main content of such action in the Shareholders’ Meeting and obtain the consent of the shareholders.

Article 27 (Establish a Sound Management System)

The Bank shall establish sound objectives and management system for finance, operations and accounting in accordance with the relevant laws and regulations.

The Bank shall establish a centralized management system for various types of major risk exposure based on its business condition.

Article 28 (Principals of Inter-company Business Transactions with Affiliated Enterprises)

When the Bank and its subsidiaries enter into inter-company business transactions with other affiliated enterprises, a written agreement governing the relevant financial and business operations between them shall be made in accordance with the laws and regulations and the principle of fairness and reasonableness. Price and payment terms shall be definitively stipulated when contracts are signed, with non-arm's length transactions eradicated and improper transfer of benefits strictly prohibited. The Bank shall first obtain appraisal reports from appraisal companies or CPAs before proceeding with a transaction.

Chapter IV Enhancing the Functions of the Board of Directors

Article 29 (Responsibilities of Board of Directors)

The Board of Directors shall be responsible for the Bank’s overall operational strategies and major policies, and shall effectively supervise the management of the Bank. The Bank shall also be accountable to the shareholders of the Bank.

Procedures and arrangements of the Bank’s corporate governance system shall

ensure that the Board of Directors exercises its powers in accordance with the laws and regulations, the Bank's articles of incorporation and resolutions of Shareholders' Meetings.

Article 30 (Structure and Composition of the Board of Directors)

In accordance with the Company Act and the relevant laws and regulations, the Bank shall designate an appropriate number of members of the Board of Directors based on the Bank's business scale, and by weighing and considering its practical operational needs.

The composition of the Board of Directors shall consider in a diversified way, and the proportion of directors who are also managers of the company shall not be too high, and shall comply with the provisions of Article 25 on concurrently holding positions and shall formulate appropriate and diverse strategies based on their operation, mode of operation and development, including but not limited to the following two major criteria:

1. Basic conditions: Gender, age, and nationality, etc.
2. Professional knowledge and skills: Professional background (such as law, accounting, industry, finance, marketing or technology), professional skills and industrial experience, etc.

Members of the Board of Directors shall possess the necessary knowledge, skills, and experience to perform their duties. To achieve the ideal objectives of corporate governance, the Board of Directors shall possess the following abilities:

1. Ability to make operational judgments.
2. Ability to perform accounting and financial analysis.
3. Ability to conduct management administration(including subsidiaries management)
4. Ability to manage risks.
5. Ability to manage crisis.
6. Possess knowledge of the industry.
7. Possess perspective of international market.
8. Ability to lead.
9. Ability to make decisions.

Article 31 (Board of Directors' Responsibilities to the Bank's Risk Management Mechanism)

The Board of Directors shall perceive the risks faced by the operation of the Bank, ensure the effectiveness of risk management and take ultimate responsibility for risk management.

The risk management policies and guidelines established by the Bank shall be adopted by the Board of Directors, and shall be reviewed and amended when appropriate.

The Bank shall establish a dedicated risk management department which is independent of business units, and shall regularly submit risk management reports to the Board of Directors. Upon identifying a significant risk exposure that might adversely affect the Bank's financial or business conditions or legal compliance, the Bank shall immediately take the appropriate measures, and submit a report to the Board of Directors in accordance with the Bank's internal rules and regulations.

Article 31-1 (Board of Directors' Responsibilities to the Bank's Sustainable Development)

The Bank shall establish a governance structure to promote sustainable development, set up full-time (part-time) units to promote sustainable development, and formulate relevant risk management policies or strategies. The Board of Directors should oversee the promotion of sustainable development, including quarterly monitoring of the GHG inventory disclosure schedule.

Article 32 (Qualification Requirements for Directors)

Unless otherwise approved by the competent authority, more than half of the members of the Board of Directors shall have no spousal relationship or familial relationship within the second degree of kinship with another director.

Directors of the Bank shall comply with the Regulations Governing Qualification Requirements and Concurrent Serving Restrictions and Matters for Compliance by the Responsible Persons of Banks set forth by the competent authority.

Article 33 (Number of Independent Directors, Qualifications and Restriction on Concurrent Positions Held)

In accordance with the Bank's articles of incorporation, the Bank shall appoint independent Directors not less than two in number and not less than one-fifth of the total number of Directors.

Independent directors shall possess professional knowledge, and the number of concurrent positions held by independent directors shall be restricted. In addition to adhering to the relevant laws and regulations, it is not advisable for an independent director to serve concurrently as a director (including independent director) or supervisor of more than four (4) publicly listed or Over-The-Counter companies, and serve concurrently as an independent director of more than three (3) public entities. However, when independent directors concurrently serve as independent directors of Mega Holdings, the Bank shall be regarded as the same company, and shall not be included in the calculation of the number of companies which the independent director

serves concurrently.

The term of the Bank of independent directors shall not exceed three consecutive terms.

Independent directors shall also maintain independence within the scope of their directorial duties, and may not have any direct or indirect interest in the Bank.

The professional qualifications, restrictions on concurrent positions held, determination of independence and other requirements for independent directors shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and other relevant rules and regulations.

Article 34 (Restriction and Distinctions in Responsibilities and Duties Between the Chairperson of the Board and the President of the Bank)

Clear distinctions in responsibilities and duties shall be drawn between the Chairperson of the Board of Directors and the President of the Bank. It is inappropriate for the positions of Chairperson of the Board of Directors and President to be held by the same person.

Article 35 (Duties and Remunerations of Independent Directors)

The Bank shall stipulate the scope of duties of independent directors and empower them with manpower and material support related to the exercise of their powers. As regards major cases or doubtful cases, independent directors, if necessary, may hire third-party professionals to assist in evaluating these cases, or request the internal audit department to perform project audit or follow-up. The Bank or other members of the Board of Directors shall neither restrict nor obstruct the performance of duties by independent directors.

Reasonable remuneration that is different from that of other directors may be set for independent directors.

Article 36 (Major Duties of the Board of Directors)

In order to achieve the objective of corporate governance, the major duties of the Board of Directors are as follows:

1. Stipulate an effective and appropriate internal control system.
2. Select and supervise of managers.
3. Review the management decisions and operation plan of the Bank, and supervise their status of implementation.
4. Review the financial goals of the Bank, and supervise the completion of these goals.

5. Supervise the operating results of the Bank.
6. Review the performance evaluation benchmark and remuneration standard for managers and sales personnel, as well as the remuneration structure and system for directors and supervisors.
7. Supervise the Bank's establishment of an effective risk management mechanism.
8. Supervise the Bank's compliance with the relevant laws and regulations.
9. Plan the future development direction of the Bank.
10. Protect and maintain the image of the Bank.
11. Appoint CPAs and other professionals.
12. Ensure that the Bank complies with Mega Holdings Co , Ltd "Rules of the Supervision of Subsidiaries ".

Article 37 (Deleted)

Article 38 (Matters should be submit to the Board of Directors for Discussion)

The Bank shall submit the following matters to the Board of Directors for discussion. When an independent director has a dissenting or reservation opinion, the opinion shall be noted in the minutes of the Board of Directors Meeting.

1. The Bank's business plans.
2. Annual and semi-annual financial reports.
3. Adoption or amendment to an internal control system in accordance with Article 14-1 of the Securities and Exchange Act, as well as evaluation of effectiveness of the internal control system.
4. Adoption or amendment to procedures for handling financial or operational actions of material significance such as acquisition or disposal of assets, derivatives trading, extension of making loans for others, and endorsements or guarantees for others in accordance with Article 36-1 of the Securities and Exchange Act.
5. Major assets or derivatives transactions.
6. Significant loan of funds to others, endorsement or provision of guarantees.
7. Offering, issuance, or private placement of any equity-type securities.
8. Appointment or discharge of financial, accounting, risk management, head office compliance, internal auditor, and chief corporate governance officer.
9. Hiring, discharge or remuneration of attesting CPAs.
10. Performance evaluation benchmark and remuneration standards for managers and sales personnel, as well as remuneration structure and system for directors and supervisors.

11. Donations to a related party or major donations to a non-related party. However, a public-interest donation made in need of emergency help due to a major natural disaster shall be submitted to the next Board of Directors Meeting for retroactive recognition.
12. Matters pertaining to the personal interest of a director or supervisor.
13. Other material matters to be decided by a Shareholders' Meeting or submitted to the Board of Directors in accordance with the laws and regulations, or required by the competent authority.

Apart from matters that must be submitted to the Board of Directors for discussion in the first paragraph, the Board of Directors shall delegate its powers to others in accordance with the law and regulations or the Bank's articles of incorporation when the Board of Directors is in recess. However, the level of delegation or the content or matters to be delegated shall be clearly specified, where general authorization is prohibited.

Article 38-1 (Intellectual Property Management System)

The Board of Directors of the bank shall evaluate and supervise the management direction and performance of intellectual property in the following aspects, so as to ensure that the bank establishes an intellectual property management system with a management cycle of "Planning, Execution, Inspection and Action (PDCA)"

1. Formulate intellectual property management policies, objectives and systems related to business strategies.
2. Establish, implement, and maintain management systems for intellectual property acquisition, protection, maintenance, and use based on the scale and type.
3. Determine and provide adequate resources to implement and maintain the intellectual property management system effectively.
4. Observe internal and external risks or opportunities related to intellectual property management and take corresponding measures.
5. Plan and implement a continuous improvement mechanism to ensure that the operation and effectiveness of the intellectual property management system meet the bank's expectations.

Article 39 (The Provisions shall be Reported by Independent Directors)

Where an independent director's suggestions regarding material deficiencies or violation in the operation management of the Bank are not accepted by the management and the inaction may lead to material losses to the Bank, the independent director shall immediately file a report to the competent authority.

Article 40 (Functional Committees)

In order to develop supervisory functions and enhance management mechanisms, the Board of Directors of the Bank shall set up functional committees by taking into consideration the size of the Board of Directors and the number of independent directors, and shall clearly stipulate these functional committees in the Bank's articles of incorporation.

Functional committees shall be responsible to the Board of Directors, and shall submit their proposals to the Board of Directors for resolution. Functional committees shall adopt an organizational charter to be approved by the Board of Directors. The organizational charter shall contain at least the number of committee members and their term of office and power (organizational status, eligibility requirements for committee members and procedures for exercise of power), as well as policies on annual review and evaluation of whether to update the policies for exercise of power.

Article 41 (The Performance Evaluation Benchmark and Remuneration Standards for Managers and Sales Personnel)

The performance evaluation benchmark and remuneration standards for managers and sales personnel at the Bank shall be formulated in accordance with the following principles:

1. Performance evaluation and remuneration of managers and sales personnel at the Bank shall consider typical pay levels adopted by peer companies, and taking into consideration the reasonableness of the correlation of remuneration with individual performance, the Bank's operational performance and future risk exposure.
2. Managers and sales personnel shall not be led to engage in activities to pursue remuneration exceeding the risks that the Bank may tolerate.
3. The ratio of employee compensation distributed by the senior managers and the time at which the variable part of remuneration is paid shall be decided by taking into consideration the characteristics of the industry and the nature of the Bank's business.

Sales personnel in these Principles refer to employees whose remuneration or performance evaluations are based on the sale of various types of financial products and services.

Article 41-1 (Mechanism for Whistle-blowing)

The Bank should establish and announce channels for internal and external whistleblowers, and set up a whistleblower protection system. The relevant internal processing procedures shall also be formulated as part of the aforesaid system and

incorporated into the Bank's internal control system for management purposes.

The content in the preceding paragraph shall cover at least the following items:

1. An independent mailbox or hotline, either internally established and publicly announced or provided by an independent external institution, for use by internal and external employees of the Bank.
2. Designated personnel or appointed department to handle whistleblowing system.
3. Documentation and retention of case acceptance, investigation processes, investigation results and relevant documents.
4. Confidentiality of the identity of whistleblowers and content of reported cases.
5. Measures for protecting the rights and interests of whistleblowers from inappropriate disciplinary actions due to whistleblowing.

The Bank may not handle any whistleblowing case that does not include real names and addresses of the whistleblowers or specific contents.

Provisions in Paragraph 2, Subparagraph 5 shall not apply to whistleblower cases of which their contents are found to be untrue and involve malicious attacks on the Bank or its employees.

Article 42 (Provide Legal Assistance as Necessary)

It is advisable for the Bank to engage a professional and competent legal counsel to provide adequate legal consultation services to the Bank, or to assist the directors, supervisors and management of the Bank to improve their knowledge of the law, in order to prevent any violation of the laws and regulations by the Bank or its employees and ensure that corporate governance matters proceed pursuant to the relevant legal framework and the prescribed procedures.

When the directors, supervisors or management of the Bank are involved in litigation or disputes as a result of performing their lawful duties, the Bank shall hire a legal counsel to provide assistance as circumstances require, where the costs incurred shall be borne by the Bank.

Article 43 (Strengthen and Improve the Quality of Financial Reports)

To improve the quality of its financial reports, the Bank shall establish the position of principal accounting officer's substitute.

The aforementioned substitute to the principal accounting officer in the preceding paragraph shall receive continuing education each year according to the schedule of the principal accounting officer in order to enhance his/her

professional abilities as the substitute of this position.

Accounting personnel in charge of the preparation of financial reports shall also participate in relevant professional development courses for six (6) hours or more each year. These courses may be internal education and training courses organized by the Bank or professional courses offered by professional training institutions for principal accounting officers.

The Bank shall select a professional, responsible, and independent attesting CPA or other professional and independent external auditors to perform regular reviews of the financial conditions and internal control measures of the Bank. The Bank shall truly review and improve on any irregularities or deficiencies identified and disclosed in a timely manner by the attesting CPA during review, as well as refer to concrete measures for improvement or prevention suggested by the attesting CPA. It is advisable for the Bank to establish channels or mechanisms of communication between the independent directors, supervisors and the attesting CPA, as well as formulate and incorporate internal procedures into the Bank's internal control system for management purposes.

The Bank shall evaluate the independence and suitability of the CPA engaged by the Bank regularly (at least once a year). In the event that the Bank engages the same CPA without replacement for seven (7) years consecutively, or if the CPA is subject to disciplinary action or other circumstances detrimental to the independence of the CPA, the Bank shall consider whether or not it is necessary to replace the CPA, and shall submit its decision to the Board of Directors for resolution.

Article 44 (Rules of Procedure for Board of Directors Meetings)

The Bank shall adopt rules of procedure for Board of Directors Meetings. The main content of proceedings, procedures, matters to be recorded in the meeting minutes, public announcements and other matters to be followed in these rules shall follow the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.

The Board of Directors shall meet at least once every quarter as stipulated in the rules of procedure for Board of Directors Meetings.

To convene a Board of Directors Meeting, a meeting notice which specifies the purposes of the meeting shall be sent to each director and supervisor no later than seven (7) days before the scheduled date. Sufficient meeting materials shall also be prepared and enclosed in the meeting notice. However, a Board of Directors Meeting may be called at any time in the event of an emergency.

If the meeting materials are deemed inadequate, a director may request the

unit-in-charge to provide more information. If the meeting materials are deemed inadequate, the meeting shall be postponed with the consent of the Board of Directors.

The directors shall attend the board meeting in person. If a director is unable to attend the board meeting for any reason, he/she may entrust another director to attend on his/her behalf. It is necessary to prepare an authorization letter, and enumerate the authorized scope of the convening reasons. The directors attending the meeting can only be entrusted once.

Article 44-1 (Authority of the Chairman)

The Chairman is the chairman of the shareholder meeting and the Board of Directors internally, and represents the company externally. The Chairman shall faithfully perform his obligation and fulfill his/her duty of care as a good manager, and exercise his/her powers with a high degree of self-discipline and prudence.

If the Chairman perform his/her obligation by domestic or abroad remote office mode such as working from distributed office, home office or video conferencing in a long period of time, he/she shall comply with the provisions of the preceding paragraph to ensure the effective performance of his/her duty.

Article 44-2 (The Chairman's Substitute)

When the Chairman asks for leave or is unable to perform his/her duties for some reason, the Chairman shall designate a managing director to act as his/her duty agent. If the Chairman does not designate an agent, the managing directors shall recommend one of them to act on behalf of the Chairman.

When appointing or recommending a duty agent of the Chairman in accordance with the preceding paragraph, the bank shall comply with the " Regulations Governing Qualification Requirements and Concurrent Serving Restrictions and Matters for Compliance by the Responsible Persons of Banks " for the principle of separation between banking and commerce.

The duty agent of the Chairman referred in Paragraph 1 shall not exceed the authority of the Chairman during the period of agency, and if there are restrictions, it shall be specified in advance.

Article 45 (Recusal of Directors)

Directors shall exercise a high degree of self-discipline. If a director or a juristic person represented by the director is a personal-interested party in a proposal listed in a Board of Directors Meeting and the relationship is likely to prejudice the interests of the Bank, the director shall recuse himself/herself from

the meeting and may not participate in discussion or voting on the proposal. The director also may not act as another director's proxy to exercise voting rights on that matter. Directors shall practice self-discipline and must not support one another in improper dealings.

Where the spouse, a blood relative within the second degree of kinship of a director, or any company which has a controlling or subordinate relation with a director has interests in the matters under discussion in the Board of Directors meetings, such directors shall be deemed to have a personal interest in the matter.

The voluntary recusal of a director mentioned in the preceding two paragraphs shall be clearly set forth in the rules of procedure for Board of Directors Meetings.

Article 46 (Responsibilities of Independent Directors)

When the Bank convenes a Board of Directors Meeting, at least one (1) independent director should attend the meeting in person. For matters stipulated in Article 38, Paragraph 1 that should be submitted to the Board of Directors for resolution, all independent directors of the Bank shall attend the Board of Directors Meeting. If an independent director cannot attend the Board of Directors Meeting in person, he/she shall be represented by another independent director. When an independent director has a dissenting or reservation opinion, the opinion shall be noted in the minutes of the Board of Directors Meeting. If the independent director cannot attend the Board of Directors Meeting in person to voice his or her dissenting or reservation opinion, he/she should provide a written opinion before the meeting, unless there are justifiable reasons for failure to do so, and the opinion shall be noted in the minutes of the Board of Directors Meeting.

If an independent director has a dissenting or reservation opinion which is on record or stated in a written statement, decisions made by the board of directors shall not only be noted in the minutes of the Board of Directors Meeting, but also be publicly announced and filed on MOPS in accordance with the rules and regulations of Taiwan Stock Exchange Corporation (TWSE) or Taipei Exchange (TPEX).

During a Board of Directors Meeting, managers from the relevant departments who are not directors may sit in on the meeting based on the meeting agenda, make reports on the current business conditions of the Bank and respond to inquiries raised by the directors. Where necessary, a CPA, legal counsel, or other professional may be invited to sit in on the meeting to assist the directors in understanding the conditions of the Bank with the purpose of adopting an

appropriate resolution. However, they shall leave the meeting when deliberation or voting takes place.

Article 47 (The Minutes of the Board of Directors Meetings)

Staff personnel of the Bank who attend Board of Directors Meetings shall collect and correctly record the meeting minutes in detail, as well as a summary, the method of resolution, and voting results of all the proposals submitted to the Board of Directors Meeting in accordance with the relevant regulations.

The minutes of the Board of Directors Meetings shall be signed by the Chairperson and secretary of the meeting and sent to each director and supervisor within twenty (20) days after the meeting. Attendance records of the directors shall be included as part of the meeting minutes and treated as important records for the Bank. These records shall be properly and permanently kept by the Bank during its legal existence.

Meeting minutes may be produced, distributed and kept by electronic means.

The Bank shall record on audio or video tape the entire proceedings of a Board of Directors Meeting and keep the recordings for at least five (5) years in electronic form or otherwise.

If a lawsuit concerning a resolution of a Board of Directors Meeting arises before the end of the retention period mentioned in the preceding paragraph, the relevant audio or video recordings shall be kept for a longer period, where the provision of the preceding paragraph shall not apply.

Where a Board of Directors Meeting is held via teleconference or video conference, the audio or video recordings of the meeting shall form part of the meeting minutes and shall be kept permanently.

When a resolution of the Board of Directors violates the laws and regulations, the Bank's articles of incorporation, or resolutions adopted in the Shareholders' Meeting, and thus results in a loss to the Bank, dissenting directors whose dissent can be proven by records or written statements shall not be held liable for damages.

Article 48 (The Appointment and Responsibilities of Managing Directors)

By weighing and considering the size and needs of the Board of Directors, the Bank shall create the position of Managing Director in accordance with the provision of the Company Act.

Of all the managing directors, the number of independent directors shall not be less than one (1) person, and shall not be less than one-fifth of the total number of managing directors.

The Bank's articles of incorporation shall clearly stipulate the scope of authority of the Board of Directors exercised by managing directors when the Board of Directors is in recess. However, matters concerning the material interests of the Bank shall be handled in accordance with the resolution of the Board of Directors.

Article 49 (Tracking the Resolutions of the Board of Directors)

The Bank shall hand over matters pursuant to the resolutions of the Board of Directors to the appropriate department of person-in-charge, and request that these matters are implemented according to the planned schedule and objectives. These matters shall also be tracked and managed in order to truly assess their implementation status.

The Board of Directors shall be kept informed of the progress of implementation and receive reports in subsequent meetings to ensure that business decisions made by the Board of Directors are truly implemented.

Article 49-1 (The Chief Corporate Governance Officer)

The Bank shall have qualified corporate governance persons in an appropriate number in place, according to its business size, business condition, management needs, and shall appoint a chief corporate governance officer as the most senior executive for corporate governance matters in accordance with laws and regulations and TWSE or TPEX rules.

The appointment and discharge of the chief corporate governance officer shall be approved by the Board of Directors.

The Bank shall comply with these Principles in appointing its chief corporate governance officer, unless otherwise provided under the regulations of the competent authorities.

Article 49-2 (Corporate Governance Affairs)

Corporate governance affairs described in the first paragraph of the preceding article shall cover, at a minimum, the following:

1. Handling of matters relating to board of directors meetings and shareholders meetings in compliance with law;
2. Preparation of minutes of the board of directors meetings and shareholders meetings;
3. Assistance in onboarding and continuing education of the directors and supervisors;
4. Provision of information required for performance of duties by the directors and supervisors;

5. Assistance in the directors' and supervisors' compliance of law; and
6. Other matters described or established in the Articles of Incorporation or under contract.

Article 49-3 (The Chief Corporate Governance Officer Concurrently Holds)

A chief corporate governance officer is a manager of the Bank and shall comply with sections governing managers of the Company Act and the Securities and Exchange Act.

Unless otherwise provided by law, the chief corporate governance officer may be someone who concurrently holds another position in the Bank.

In case the chief corporate governance officer concurrently holds a different position in the Bank, it shall be ensured the officer effectively performs the duties required in the capacity of both the chief corporate governance officer and the concurrent position, and there shall be no conflicts of interest or violations of the internal control system.

Article 49-4 (Qualifications of the Chief Corporate Governance Officer)

A chief corporate governance officer shall be a qualified, practice-eligible lawyer or accountant or have been in a managerial position for at least three years in a securities, financial or futures related institution, or a public company in handling legal affairs, financial affairs, legal compliance, internal auditing, stock affairs or corporate governance affairs as specified in Article 49-2.

Article 49-5 (Professional Education for the Chief Corporate Governance Officer)

The Bank shall arrange continuing professional education (CPE) for its chief corporate governance officer.

A newly appointed chief corporate governance officer shall complete a minimum of 18 hours of CPE within the year since appointment and a minimum of 12 hours of CPE per year in each following year. The continuing education scope, continuing education system and other continuing education affairs shall be governed by the Directions for the Implementation of Continuing Education for Directors and Supervisors of TWSE Listed and TPEX Listed Companies.

Article 49-6 (Appoint a Replacement of the Chief Corporate Governance Officer)

In case of resignation or dismissal of the chief corporate governance officer, the Bank shall appoint another person as its chief corporate governance officer within one month of the occurrence of that fact.

Article 50 (Directors Faithfully Discharge Their Duties of Care and Performance Evaluation)

Directors of the Bank shall faithfully conduct corporate affairs and discharge this duty of care as a good administrator, and shall exercise their powers with a

high level of self-discipline and caution. In conducting the affairs of the Bank, the directors shall ensure that all matters will faithfully adhere to the resolutions of the Board of Directors, unless otherwise stipulated by the laws and regulations and the articles of incorporation of the Bank.

Any resolution of the Board of Directors that involves the Bank's business development or the direction of major policies shall be deliberated, and shall not affect the promotion and implementation of corporate governance.

The Bank shall formulate performance evaluation methods and procedures for the Board of Directors, and conduct performance evaluation for the Board of Directors and individual directors by self-evaluation, peer evaluation, appointment of external professional bodies or other appropriate means on a regular basis every year. The performance evaluation of the Board of Directors should include the following aspects, and consider the needs of the bank to formulate appropriate evaluation indicators:

1. Participation in the operation of the company
2. Improve the decision-making quality of the Board of Directors.
3. The composition and structure of the Board of Directors.
4. Director selection and continuing education.
5. Internal control.

The performance evaluation of directors (self-evaluation or peer evaluation) should include the following aspects and be adjusted according to the needs of the bank:

1. Understanding of the company's objectives and tasks.
2. Recognition of directors' responsibilities.
3. Participation in the operation of the company.
4. Internal relationship management and communication.
5. Professional and continuing education of directors.
6. Internal control.

The performance evaluation of the functional committees should include the following aspects and be adjusted according to the needs of the bank:

1. Participation in the operation of the company.
2. Recognition of functional committee's responsibilities.
3. Improve the decision-making quality of functional committees.
4. Composition and selection of members of functional committees.
5. Internal control.

The bank shall report the results of the performance evaluation to the Board of Directors, and submit a report in an official letter to Mega Holdings.

Article 51 (Procedures of Resolutions of the Board of Directors Violates the Law and Regulations or the Bank's Articles of Incorporation)

If a resolution of the Board of Directors violates the law and regulations or the Bank's articles of incorporation, the directors shall take appropriate measures or discontinue the implementation of such resolution as soon as possible at the request of a shareholder or an independent director, or when a supervisor notifies the Board of Directors that the implementation of the resolution should be discontinued.

Upon discovering the likelihood that the Bank may suffer material losses, the directors shall immediately notify a supervisor as stipulated in the preceding paragraph, and report the matter to the Board of Directors. The directors shall supervise the Bank to report the matter to the competent authority.

Article 52 (Liability Insurance of Directors)

The Bank shall constitute a liability insurance contract with an insurance company for directors with respect to their liabilities resulting from exercising their duties in accordance with the law.

The Bank is advised to report the insured amount, coverage, premium rate, and other major contents of the liability insurance it has taken out or renewed for the directors, in the most recent Board of Directors Meeting.

Article 53 (Enhance Directors' Professional and Legal Knowledge)

Upon becoming supervisors and throughout their terms, directors of the Bank are advised to participate in training courses on finance, risk management, business, commerce, accounting, law, anti-money laundering and counter-terrorism financing or corporate social responsibility offered by institutions designated in the Rules Governing Implementation of Continuing Education for Directors and Supervisors of TWSE or TPEX Listed Companies covering subjects related to corporate governance, and shall instruct employees of all levels to enhance their professional and legal knowledge.

Starting from the second year after taking office, directors of the Bank shall participate in further training in accordance with the provisions of the preceding paragraph every year, which shall include at least three hours of courses in the field of corporate sustainability related to environmental (E), social (S) and governance (G).

Chapter V Empowering Supervisors

Article 54 (Appointment and Qualification Requirements for Supervisors)

The Bank shall designate an appropriate number of supervisors based on its business scale, and by weighing and considering its practical operational needs.

Supervisors of the Bank shall comply with the Regulations Governing Qualification Requirements and Concurrent Serving Restrictions and Matters for Compliance by the Responsible Persons of Banks set forth by the competent authority.

Article 55 (Independence Requirements for Supervisors)

The spouse, blood relatives within the second degree of kinship or relatives by marriage within the first degree of kinship shall not serve as a director or manager of the Bank.

Unless otherwise approved by the competent authority, at least one (1) supervisor shall have no spousal relationship or familial relationship within the second degree of kinship with another supervisor.

The Bank shall refer to the provisions regarding independence as stipulated in the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and appoint a suitable supervisor to enhance risk management and control of finances and operations at the Bank.

Article 55-1 (Set a Minimum Number of Supervisors)

The Bank shall set a minimum number of supervisors in accordance with the rules and regulations of the TWSE or TPEX.

Article 56 (Supervisors shall Possess Professional Knowledge)

Supervisors of the Bank shall possess a wealth of professional knowledge and work experience, as well as demonstrate integrity, earnestness and fair judgment. They shall truly assess that they are capable of putting sufficient time and effort into the work of a supervisor.

Article 57 (Supervisors' Functions)

A supervisor shall be familiar with the relevant laws and regulations and understand the rights, obligations, and duties of a director of the Bank, as well as the functions, duties, and operation of each department. A supervisor shall attend Board of Directors Meetings to supervise their operations and state his or her opinions when appropriate so as to grasp or discover any irregularity early on.

Article 58 (Responsibilities of Supervisors)

A supervisor of the Bank shall supervise the implementation of the operations of the Bank, and the performance of duties by directors and managers in order to reduce the financial and operational risks of the Bank.

A supervisor shall act as the representative of the Bank when a director of the Bank, for him- or herself or on behalf of others, enters into a sale/purchase or loan transaction, or conducts any legal act with the Bank.

Article 59 (Investigation Rights for Supervisors)

Supervisors of the Bank may investigate the operational and financial conditions of the Bank at any time. The relevant departments shall provide the books and documents required for review.

When reviewing the finances or operations of the Bank, a supervisor shall perform the review on behalf of the attorneys or CPAs commissioned by the Bank. However, the Bank shall inform the relevant personnel of their confidentiality obligations.

The Board of Directors or managers shall submit reports at the request of a supervisor, and shall not, for any reason, obstruct, circumvent or refuse the inspection of the supervisor.

When a supervisor performs his or her duties, the Bank shall provide necessary assistance to the supervisor, and the reasonable expenses incurred by the supervisor shall be borne by the Bank.

Article 60 (Obligations of Supervisors)

In order for supervisors to discover possible irregular conduct in a timely manner, the Bank shall establish a channel of communication for supervisors to communicate with the employees, shareholders, and stakeholders.

Upon discovering any irregular conduct, a supervisor shall take appropriate measures in a timely manner to curb the spread of the irregular conduct, and file a report to the relevant regulatory authorities or agencies if necessary.

When an independent director, the President, finance or accounting manager, CPA or head of internal audit department resigns or is dismissed from his or her position, the supervisors shall investigate the reasons for his or her resignation or dismissal.

In the event that a supervisor neglects his or her duties and thus causes harm to the Bank, the supervisor shall be held liable to the Bank.

Article 61 (Supervisors' Meeting)

When exercising his or her supervisory power, each supervisor may convene meetings regularly or irregularly to exchange opinions when he or she feels

necessary, after taking into consideration the overall interest of the Bank and its shareholders. The minutes of each Board of Directors Meeting shall be properly and permanently kept by the Bank.

Article 62 (Supervisors Exercise Their Powers Independently)

In order to fulfill their supervisory function, supervisors of the Bank shall maintain independence when exercising their powers. When supervisor exercise their supervisory powers at different times, the relevant departments shall not request consistent inspecting actions or refuse to repeatedly provide data.

Article 63 (Recusal of Supervisors)

Supervisors shall exercise a high degree of self-discipline. If a supervisor is an interested party with respect to any motion made in a Board of Directors Meeting, which is likely to prejudice the interests of the Bank, the supervisor shall recuse himself/herself from the meeting.

Article 64 (Liability Insurance of Supervisors)

The Bank shall constitute a liability insurance contract with an insurance company for supervisors with respect to their liabilities resulting from exercising their duties in accordance with the law.

The Bank is advised to report the insured amount, coverage, premium rate and other major contents of the liability insurance it has taken out or renewed for the supervisors, in the most recent Board of Directors Meeting.

Article 65 (Enhance Supervisors' Professional and Legal Knowledge)

Upon becoming supervisors and throughout their terms, supervisors of the Bank are advised to participate in training courses on finance, risk management, business, commerce, accounting, law, anti-money laundering and counter-terrorism financing or corporate social responsibility offered by institutions designated in the Rules Governing Implementation of Continuing Education for Directors and Supervisors of TWSE or TPEX Listed Companies covering subjects related to corporate governance.

Starting from the second year after taking office, the supervisors of the Bank shall participate in further training in accordance with the provisions of the preceding paragraph every year, which shall include at least three hours of courses in the field of corporate sustainability related to environmental(E), social (S) and governance (G).

Chapter VI Respecting Stakeholder Rights and Interests

Article 66 (Maintain Channels of Communication with Stakeholders)

The Bank shall maintain channels of communication with its clients and other banks with which the Bank has business dealings, or other creditors, employees, consumers, community, or other stakeholders of the Bank, as well as respect and safeguard their legal rights and interests. It is advisable for the Bank to set up a section for stakeholders on its website.

When stakeholders' legal rights or interests are harmed, the Bank shall handle such matters in a proper manner and in good faith.

The Bank shall provide sufficient information to clients and other banks with which the Bank have business dealings, as well as other creditors in accordance with the relevant laws and regulations so that they can establish adequate understanding of the Bank's operational and financial conditions and make relevant judgments and decisions. When their legal rights or interests are harmed, the Bank shall provide positive responses in a responsible manner and handle such matters appropriately.

Article 67 (Establish Consumer Protection Policies)

The Bank shall establish consumer protection policies including handling of consumer complaints and disputes.

Article 68 (Provide Sufficient Information to Stakeholders)

The Bank shall attach high importance to stakeholders' right to know, and shall truly comply with applicable regulations regarding information disclosure in order to provide stakeholders with regular and timely information on conditions of the Bank's finances, operations, insider shareholdings and corporate governance through MOPS or the website set up by the Bank.

Article 69 (Channels of Communication with Employees)

The Bank shall establish channels of communication with employees and encourage employees to communicate directly with the management, directors, or supervisors so as to reflect employees' opinions about the Bank's operational and financial conditions, and its material decisions concerning employee welfare.

When maintaining normal development of its business and maximizing shareholder interests, the Bank shall follow closely issues such as consumer rights, environmental protection in the community and charitable events, and to achieve the goal of sustainable development.

Chapter VII Improving Information Transparency

Article 70 (Perform the Norms of Information Disclosure)

Disclosure of information is a major responsibility of the Bank. The Bank

shall perform its obligations faithfully in accordance with the relevant laws and regulations, as well as the Bank's articles of incorporation.

Article 71 (Strengthen Information Disclosure)

The Bank shall establish an Internet-based reporting system for information disclosure, appoint personnel responsible for gathering and disclosing the information, and establish a spokesperson system in order to ensure the proper and timely disclosure of information regarding policies that might affect the decisions of shareholders and stakeholders.

Article 72 (Establish the Spokesperson System)

In order to enhance the accuracy and timeliness of the material information disclosed, the Bank shall appoint a spokesperson and acting spokesperson(s) who understand thoroughly the Bank's financial and business conditions, or who are capable of coordinating all departments to collect relevant information and representing the Bank in making statements independently.

The Bank shall appoint one (1) or more acting spokespersons. When the spokesperson is unable to perform his/her duties, the acting spokesperson shall represent the Bank in making statements independently. However, order of authorities has to be established in order to avoid confusion.

In order to implement the spokesperson system, the Bank shall unify the process of making external statements. The Bank shall require the management and employees to maintain the confidentiality of classified financial and operational information and prohibit them from arbitrarily disclosing any such information at will. The Bank shall disclose the material information immediately whenever there is any change to the position of the spokesperson or acting spokesperson.

Article 73 (Public Information by the Internet)

The Bank shall utilize the convenience of the Internet and set up a website containing information regarding the Bank's finances, operations, and corporate governance in order to keep shareholders and stakeholders fully informed. It is also advisable for the Bank to consider the needs of foreign investors and provide the English version of financial and corporate governance information, as well as other relevant information.

The website mentioned in the preceding paragraph shall be maintained by specified personnel, and the information listed on the website shall be accurate, detailed and updated on a timely basis in order to prevent misleading information.

Article 74 (Disclose Corporate Governance Information)

The bank's website shall set up a specific area to disclose the following information related to corporate governance, and keep it updated:

1. Board of Directors: such as the resumes, responsibilities and the implementation of the Diversity Policy on the board members.
2. Functional Committee: such as the resumes of the members of the functional committees and their responsibilities.
3. Rules of corporate governance: such as Articles of Incorporation, Rules of procedure for the Board of Directors, Organizational rules of the Functional Committee, and other related regulations on corporate governance.
4. Other material information related to corporate governance: such as information of designating The Chief Corporate Governance Officer, etc.

Article 75 (Report the Bank's Financial Information)

The Bank shall comply with the Securities and Exchange Act and related regulations, make regular announcements and report its financial information.

Article 76 (Declare Related-parties Transaction Information)

The Bank shall compile information on the total amount or percentage of credit extended and other transactions entered into with the same persons, related parties or related companies of the Bank and submit these information to Mega Holdings. This information shall be reported to the competent authority and disclosed via public announcement, the Internet or other methods specified by the competent authority within thirty (30) days after the end of each quarter of each business year.

The Bank shall establish an information system for the same persons, related parties or related companies in order to facilitate inquiry and control of related transactions, as well as appoint a designated unit to collect and file information for reporting purposes.

Article 77 (Disclose Related-parties Transaction Information)

The Bank shall make full disclosure of information on transactions with its related parties and disclose information on transactions exceeding a certain amount between its subsidiaries and their related parties in accordance with the relevant regulations.

The related parties in the preceding paragraph shall be determined in accordance with International Accounting Standard (IAS) 24. In addition to its legal definition, the determination of the related parties shall take into account

its actual relationship.

Article 78 (Declaration of Capital Adequacy)

The Bank shall comply with the Financial Holding Company Act and capital adequacy ratio-related rules that are applicable to the banking industry.

The Bank shall report the capital adequacy ratios audited by the CPA and submit the relevant information as required within three (3) months after the end of each business year. within two (2) months after the end of every six (6) months in each business year or when deemed necessary by the competent authority, in accordance with the calculation formulas, forms and tables issued by the competent authority.

Article 79 (Material Information Declaration)

In the event that the Bank and its subsidiaries have material information, the Bank and its subsidiaries shall comply with the Taiwan Stock Exchange Corporation Procedures for Verification and Disclosure of Material Information of Companies with Listed Securities, and report the information within the specified deadline. Kindly request Mega Holdings to input the information in the Internet information reporting system and also input the English version of the information in the system.

Chapter VIII Supplementary Provisions

Article 80 (Matters to be Noticed)

The Bank shall, at all times, monitor domestic and international developments in corporate governance as a basis for reviewing and improving the Bank's own corporate governance mechanisms, so as to enhance their effectiveness.

Article 81 (Matters not Covered)

Matters not stipulated in these Principles shall be governed by the relevant laws and regulations such as the Company Act, the Securities and Exchange Act and the Financial Holding Company Act, as well as general practices.

Article 82 (Approval)

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