

**Mega International Commercial Bank Co., Ltd.**  
**Standard of Procedure for Board of Directors Meetings**

Approved by the Board of Directors at its 11th session, 29th meeting on March 23, 2005

Amended by the Board of Directors at its 12th session, 18th meeting on June 21, 2007

Amended by the Board of Directors at its 12th session, 20th meeting on August 16, 2007

Amended by the Board of Directors at its 12th session, 30th meeting on May 8, 2008

Amended by the Board of Directors at its 12th session, 37th meeting on September 17, 2008

Amended by the Board of Directors at its 13th session, 8th meeting on May 3, 2010

Amended by the Board of Directors at its 14th session, 3rd meeting on December 21, 2012

Amended by the Board of Directors at its 15th session, 14th meeting on September 23, 2016

Amended by the Board of Directors at its 15th session, 26th meeting on August 25, 2017

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Amended by the Board of Directors at its 16th session, 22nd meeting on April 10, 2020

Amended by the Board of Directors at its 17th session, 11th meeting on October 14, 2022

Amended by the Board of Directors at its 17th session, 31st meeting on February 29, 2024

Article 1 (Purpose and Grounds)

To establish a strong governance system for the Company's Board of Directors, enhance sound supervisory functions, and strengthen the management capabilities, the Standard is adopted pursuant to Article 2 of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.

Article 1.1 (Responsible Unit)

The responsible unit of the Standard is The Secretarial Unit of the Bank's Board of Directors.

Article 2 (Scope of Application)

The main agenda items, operational procedures, required content of meeting minutes, public announcements, and other compliance requirements for board meetings shall be handled in accordance with the

Standard, unless otherwise prescribed by laws and regulations or the Articles of Incorporation.

Article 3 (Convening and Notifying Meetings)

The board of directors shall meet at least once a month in principle.

The reasons for convening a board of directors meeting shall be notified to each director and supervisor at least seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice.

The notice set forth in the preceding paragraph may be effected by means of electronic transmission, after obtaining prior consent from the recipients thereof.

All matters set out in the subparagraphs of Article 7, paragraph 1, shall be specified in the notice of the reasons for convening a board of directors meeting; none of them may be raised by an extraordinary motion.

Article 4 (Place and Time of Meetings)

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

Article 5 (Secretarial Unit )

The Board of Directors shall set a Chief Secretary, several secretaries and staff members to deal with the affairs and matters of the meetings organized by the directors and supervisors., and act as the Secretarial Unit .

The Secretarial Unit shall prepare agenda items for Board of Directors Meetings, provide comprehensive pre-meeting materials, and submit to directors and supervisors for reference prior to the meetings.

A director of the opinion that the pre-meeting materials provided are insufficiently comprehensive may request the agenda working group to supplement the materials. If a director is of the opinion that materials concerning any proposal are insufficient in content, the deliberation of such proposal may be postponed by a resolution of the Board of Directors.

Article 6 (Agenda items)

Agenda items for regular Board of Directors Meetings shall include at least the following:

1. Report items:
  - A. Minutes of the last meeting and actions arising.
  - B. Reporting on important financial and business matters.
  - C. Reporting on internal audit activities.
  - D. Other important matters to be reported.
2. Discussion items:
  - A. Items discussed and continued from the last meeting.
  - B. Items for discussion at this meeting.
3. Extraordinary motions.

Article 7 (Matters should be submitted to the Board of Directors for discussion)

The following items shall be raised for discussion at the Board of Directors meeting :

1. Corporate business plan.
2. Annual and semi-annual financial reports.
3. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act, and assessment of the effectiveness of the internal control system.
4. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange 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.
5. Matters in which directors' or supervisors' personal interest is involved.
6. Major asset transactions or derivative trading.
7. Major loans to others and endorsements or guarantees provided to others.
8. The offering, issuance, or private placement of equity-type securities.
9. Appointment, discharge, or remuneration of certified public accountants (CPAs).
10. The appointment or discharge of a financial, accounting, risk management, head office regulatory compliance, internal audit, and corporate governance officer.
11. The performance evaluation criteria and compensation standards of

the manager and business personnel, and the compensation structure and system of the Directors and supervisors.

12. A donation to a related party or a major donation to a non-related party. However, a public-interest donation of disaster relief for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.
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, the Articles of Incorporation, or any such significant matter required by the Competent Authority.

The term "related party" in subparagraph 12 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.

The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current Board of Directors Meeting is convened. Amounts already submitted to and passed by a resolution of the Board are exempted from inclusion in the calculation.

When the Company convenes a Board of Directors Meeting, at least one independent director shall attend the meeting in person. In the case of a meeting concerning any matter required to be submitted for a resolution by the Board of Directors under paragraph 1, each independent director shall attend in person; if an independent director is unable to attend in person, he or she shall appoint another independent director to attend as his or her proxy. If an independent director expresses any objection or reservation about a matter, it shall be recorded in the Board of Directors Meeting minutes. An independent director intending to express an objection or reservation but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the meeting minutes.

Article 8 (Board of Managing Directors)

The Board of Managing Directors shall convene once a week except in the case of Board of Directors meetings held during the week, a national holiday or other special circumstances.

Except for the matters prescribed in paragraph 1 of the preceding article which shall be discussed at the Board of Directors meetings, the managing directors to regularly exercise the powers and authority of the Board of Directors as set forth in Paragraph 1, Article 15 of the Articles of Incorporation, during the recess of the Board of Directors and shall submit its resolutions to be reviewed by the next meeting of the Board of Directors.

Article 9 (Signature and Entrusted Attendance)

When a meeting of the Board of Directors is held, an attendance book shall be made ready for signature by directors attending the meeting and thereafter made available for future reference.

All board Directors shall attend Board of Directors meetings in person; if a director is unable to attend in person, he or she may, pursuant to the Articles of Incorporation, entrust another director to attend as a proxy. Attendance via tele- or video-conference is deemed as attendance in person.

A director who entrust another director to attend a Board of Directors meeting shall in each case issue a written proxy stating the scope of authorization with respect to the reasons for convening the meeting.

A proxy under paragraph 2 is limited to entrustment by one person only.

Article 10 (Chair and acting chair)

Where a meeting of the Board of Directors is convened by the chairperson of the board, the meeting shall be chaired by the chairperson. However, where the first board meeting of each session, the first director among the directors appointed by the parent company, Mega Financial Holding Co., Ltd., shall be the convener and chair the meeting.

Where a meeting of the Board of Directors is convened by a majority of directors on their own initiative in accordance with Article 203, paragraph 4 or Article 203-1, paragraph 3 of the Company Act, one of the directors shall be mutually designated to chair the meeting.

When the chairperson of the board is on leave or for any reason is unable to exercise the powers of the chairperson, the chairperson shall appoint

one of the managing directors to act. If the chairperson does not make such a designation, the managing directors shall select one person from among themselves to serve as chair.

Article 11 (Attendees)

When holding a meeting of the board of directors, a company may, as necessary for the agenda items of the meeting, notify personnel of relevant departments or subsidiaries to attend the meeting as nonvoting participants.

When necessary, the company may also invite certificated public accounts, attorneys, or other professionals to attend as nonvoting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place.

The Supervisors may attend the meeting of the Board of Directors and provide their opinions., but not participate in voting.

Article 12 (Meeting Threshold)

When the time of a meeting has arrived and more than one-half all board directors are in attendance, the meeting chair shall announce the board meeting to order. When the time of a meeting has arrived and one-half all board directors are not present, the meeting chair may announce postponement of the meeting time on that day, provided that only two postponements may be made. If the quorum is still not met after two such delays, the chair shall re-call the meeting following the procedures provided in Article 3, paragraph 2.

The term "all board directors " as used in the preceding paragraph and in Article 17, paragraph 2, subparagraph 2 shall be calculated as the number of directors then actually in office.

Article 13 (Discussion of Proposals)

A Board of Directors 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 a majority of directors present at the meeting.

The meeting chair may not declare the meeting closed without the approval of a majority of directors present at the meeting.

If at any time during the proceeding of a Board of Directors meeting the directors sitting at the meeting are not more than half of the directors

present at the meeting, then upon motion by the directors sitting at the meeting, the chair shall declare a suspension of meeting, in which case paragraph 1 of the preceding article shall apply mutatis mutandis.

At any time during the proceeding of a Board of Directors meeting, the chair is unable to preside over the meeting for any reason or fails to declare the meeting closed in accordance with paragraph 2, the provisions of paragraph 3 of Article 10 shall apply mutatis mutandis to the selection and appointment of the acting chair.

An extraordinary motion shall be seconded by at least one director (inclusive) before it can be established. The chairperson may second said motion.

#### Article 14 (Voting)

When the chair at a board of directors meeting is of the opinion that a matter has been sufficiently discussed to a degree of putting to a vote, the chair may announce the discussion closed and bring the matter to vote.

When a proposal comes to a vote at a Board of Directors meeting, if the chair puts the matter before all directors present at the meeting and none voices an objection, the matter is deemed approved and shall be equally valid as the vote. If any objection is raised after the consultation of the chairperson, the matter shall be brought to a vote.

The chair shall select one of the voting methods prescribed below; however, when an attending director has an objection, the chair shall seek the opinions of more than half of all directors present to make a decision:

1. A show of hands.
2. A roll call vote.
3. A vote by Ballot.
4. Other methods of voting.

When there is an amendment or substitution to the same motion, the chair shall present it with the original proposal and determine the order in which they will be put to a vote. If one of the motions is passed, the others shall be rejected and no further voting shall be required.

If a vote on a proposal requires monitoring and counting personnel, the chair shall appoint such personnel, providing that all monitoring personnel shall be directors.

"All directors present at the meeting" in paragraph 2 and 3 does not

include directors prohibited from exercising voting rights pursuant to Article 16, paragraph 1.

Article 15 (Resolutions)

Except as otherwise stated in laws and regulations, a resolution on a matter at a Board of Directors meeting requires the approval of a majority of the directors present at the meeting that shall be attended by a majority of all directors.

Article 16 (Avoidance of Interest)

If any director or a juristic person represented by a director is an interested party with respect to any agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interests of the company, the director may not participate in discussion or voting on that agenda item, and further, shall enter recusal during discussion and voting on that item and may not act as another director's proxy to exercise voting rights on that matter.

Where the spouse or a blood relative within the second degree of kinship of a director, or a company which has a controlling or subordinate relation with a 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.

The provisions of Article 180, paragraph 2 of the Company Act, as applied mutatis mutandis under Article 206, paragraph 4 of that Act, apply to resolutions of Board of Directors meetings when a director is prohibited by the preceding two paragraphs from exercising voting rights.

Article 17 (Minutes)

Minutes shall be prepared of the discussions at Board of Directors meetings. The meeting minutes shall record the following:

1. Session (or year), time, and place of meeting.
2. Name of the meeting chair.
3. Attendance of directors at the meeting, specifying the names and 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 on.
7. Agenda items: the method of resolution and the result for each proposal; a summary of the comments made by directors, supervisors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director under Article 7, paragraph 4.
8. Extraordinary motions: the name of the mover; the method of resolution and the result for each motion; a summary of the comments made by directors, supervisors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing.
9. Other matters required to be recorded.

Any of the following matters in relation to a resolution passed at a meeting of the Board of Directors shall be stated in the meeting minutes and within two days of the meeting be published on an information reporting website designated by the Competent Authority:

1. Any matter about which an independent director expresses an objection or reservation that has been included in records or stated in writing.
2. If the company has an audit committee, any matter that has not been passed by the audit committee, but has been adopted with the approval of two-thirds or more of all board directors.

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

The minutes of a Board of Directors meeting shall bear the signature or seal of both the meeting chair and the minutes taker; a copy of the minutes shall be distributed to each director and supervisor within 20

days after the meeting and well 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 done in electronic form.

Article 18 (Preservation of Meeting proceedings)

The company shall record on audio or video tape the entire proceedings of a Board of Directors meeting, and preserve the recordings for at least five years, in electronic form or otherwise.

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

Where a Board of Directors meeting is held via tele- or video conferencing, the audio and visual documentation of the meeting form a part of the meeting minutes and shall be well preserved during the existence of the company.

Article 19 (Provisions Mutatis Mutandis for Board of Managing Directors)

The provisions of Article 2, paragraph 2 of Article 3, Articles 4 to 6, Article 9, and Articles 11 to 18 of the Standard shall apply mutatis mutandis to the procedure for meetings of the Managing Board of Directors. The election or discharge of the chairperson of the Board of directors shall apply mutatis mutandis to the provisions of paragraph 4 of Article 3. However, if a meeting of Board of Managing Directors is scheduled to be convened within seven days, the notice to each managing director may be made two days in advance.

Article 20 (Others)

Matters not stipulated in the Standard shall be conducted in accordance with applicable laws and regulations issued by the Competent Authorities.

Article 21 (Approval)

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