

# **Mega International Commercial Bank Co., Ltd.**

## **Organizational Charter of Accountability Committee**

Approved on October 4, 2024 at the 39th meeting of the 17th Board of Directors

### **Article 1(Purpose)**

To handle matters related to the accountability of senior management, Mega International Commercial Bank Co., Ltd. (hereinafter referred to as “the Bank”) establishes an "Accountability Committee" (hereinafter referred to as “ the Committee”) under the Board of Directors, along with the formulation of the "Accountability Committee Organizational Charter." (hereinafter referred to as “ the Organizational Charter”)

### **Article 2 (Managerial Unit)**

The responsible unit for the Organizational Charter is the Human Resources Department, which serves as the secretarial unit for the Committee.

### **Article 3 (Functions of the Committee)**

The functions of the Committee are as follows:

1. To hold senior management accountable, including conducting root cause analysis of material failure incidents, clarifying and determining the scope and impact of the cases, and making recommendations for disciplinary action.
2. To address other important matters related to the responsibility map and accountability system.

### **Article 4 (Members of the Committee)**

The members of the Committee are composed of the following members:

1. Chairman:- serves as the convener and meeting chair.
2. All Independent Directors.
3. President.
4. Chief Auditor.
5. Chief Compliance Officer.
6. Senior Executive Vice President in charge of overseeing human resources management

If the Chairman is unable to convene or preside over a meeting, or if the Chairman is the subject of accountability or has a conflict of interest with the agenda items, one member from the second subparagraph mentioned in the preceding paragraph shall be elected among themselves to serve as the convener and meeting chair.

If a member of the Committee is unable to attend, they may appoint another member to attend on their behalf. Each proxy may only represent one member.

The Committee may invite the Bank's Directors, senior executive vice president, relevant personnel, or external experts to attend for inquiries or to provide opinions as needed for the proposals. However, the attendees must leave the room during discussions and voting.

### **Article 5 (Meeting Schedule)**

The Committee shall convene at least once a year and may hold meetings at any time as

needed.

#### Article 6 (Meeting Proposal)

The proposing unit shall draft proposals related to the Organizational Charter and, after approval by the chairperson of the Committee, submit them to the secretarial unit for inclusion in the agenda.

After the proposal mentioned in the preceding paragraph has been reviewed, the proposing unit shall submit it to the Board of Directors for approval or record-keeping.

#### Article 7 (Conflicts of Interest)

Members of the Committee who have a conflict of interest or are personally involved in a matter under discussion or voting shall recuse themselves and may not act on behalf of other members to exercise voting rights.

#### Article 8 (Meeting Procedures and Minutes)

Meetings of the Committee must have more than half of the members in attendance. Resolutions on proposals shall be adopted with the approval of a majority of all members. If the chairperson of the meeting, after inquiry, finds no objections, the proposal is deemed approved. The results of the vote shall be reported immediately and recorded. The meeting minutes shall be submitted to the chairperson for approval and then forwarded by the secretarial unit to the Board of Directors for reference.

#### Article 9 (Implementation of Resolutions)

The execution of resolutions made by the Committee shall be tracked by the secretarial unit to monitor the handling by the responsible execution units. When necessary, the convener shall be informed to call a meeting of the Committee, and the relevant units shall be requested to provide a report.

#### Article 10 (Record Keeping)

Meeting minutes and resolutions of the Committee shall be retained for at least five years. If the resolutions are involved in litigation, they shall be kept until the conclusion of the litigation.

#### Article 11 (Unspecified Matters)

Matters not specified in the Organizational Charter shall be handled in accordance with relevant laws and regulations and related provisions of the Bank.

#### Article 12 (Approval Level)

The Organizational Charter shall take effect from January 1, 2025 after being approved by the Board of Directors. Any modification or rescission shall also submit to the Board of Directors for approval.