Mega International Commercial Bank Co., Ltd.
Procedures for Ethical Management and Guidelines for Conduct

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

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Article 1
(Purpose of adoption and scope of application)
Mega International Commercial Bank Co., Ltd (hereinafter referred to as "the company ") engages in commercial activities following the principles of fairness, honesty, faithfulness, and transparency, and in order to fully implement a policy of ethical management and actively prevent unethical conduct, these Procedures for Ethical Management and Guidelines for Conduct (hereinafter referred to as "Procedures and Guidelines") are adopted pursuant to the provisions of the Ethical Corporate Management Best Practice Principles and the applicable laws and regulations, with a view to providing all personnel of this Corporation with clear directions for the performance of their duties.
The subsidiaries of this Corporation and enterprises and corporations, directly or indirectly controlled by this Corporation, should set their own Procedures and Guidelines based on the spirit of this Procedures and Guidelines and regulated by the law in specific industry or apply in accordance with the nature of their organization or business. The above mentioned Procedures and Guidelines should obtain approval from the board of directors.

Article 1-1
(Responsible Unit)
The unit responsible for the Procedures and Guidelines is the Planning Department.

Article 2
(Applicable subjects)
For the purposes of these Procedures and Guidelines, the term "personnel of this Corporation" refers to any director, managerial officer, employee, mandatory or person having substantial control.
Any provision, promise, request, or acceptance of improper benefits by any personnel of this Corporation through a third party will be presumed to be an act by the personnel of this Corporation.

Article 3
(Unethical conduct)
For the purposes of these Procedures and Guidelines, "unethical conduct" means that any personnel of this Corporation, in the course of their duties, directly or indirectly provides, promises, requests, or accepts improper benefits or commits a breach of ethics, unlawful act, or breach of fiduciary duty for purposes of acquiring or maintaining benefits.
The counterparties of the unethical conduct under the preceding paragraph include public officials, political candidates, political parties or their staffs, and government-owned or private-owned enterprises or institutions and their directors, supervisors, managerial officers, employees, persons having substantial control, or other interested parties.

Article 4
(Types of benefits)
For the purposes of these Procedures and Guidelines, the term "benefits" means any money, gratuity, gift, commission, position, service, preferential treatment, rebate, facilitating payment, entertainment, dining, or any other item of value in whatever form or name.

Article 5
(Responsible unit and duties)
This Corporation shall designate the Ethical Management Committee as the solely responsible unit (hereinafter, "responsible unit") and provide it with sufficient resources and competent personnel to supervise the Planning Department, which is in charge of the amendment, implementation, interpretation, and advisory services with respect to these Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation. The responsible unit shall be in charge of the following matters and also submit reports to the board of directors at least once a year:
1. Assisting in incorporating ethics and moral values into this Corporation's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations.
2. Analyzing and assessing on a regular basis the risk of involvement in unethical conduct within the business scope, adopting accordingly programs to prevent unethical conduct and setting out in each program the standard operating procedures and conduct guidelines with respect to this Corporation's operations and business.
3. Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct.
4. Promoting and coordinating awareness and educational activities with respect to ethics policy.
5. Ensuring whistle-blowing case shall be handled by ”Mega International Commercial Bank Co., Ltd. Mechanism for Whistle-blowing” and its operating effectiveness.
6. Assisting the board of directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating, and preparing reports on the regular assessment of compliance with ethical management in operating procedures.
7. Preparing and retaining properly documented information, such as ethical management policy and compliance statements, situations concerning the performance of undertakings and enforcement, etc.

Article 6
(Prohibition against providing or accepting improper benefits)
Except under one of the following circumstances, when providing, accepting, promising, or requesting, directly or indirectly, any benefits as specified in Article 4, the conduct of the given personnel of this Corporation shall comply with the provisions of the Ethical Corporate Management Best Practice Principles of this Corporation and these Procedures and Guidelines, and the relevant procedures shall have been carried out:
1.The conduct is undertaken to meet business needs and is in accordance with local courtesy, convention, or custom during domestic (or foreign) visits, reception of guests, promotion of business, and communication and coordination.

2. The conduct has its basis in ordinary social activities that are attended or others are invited to hold in line with accepted social custom, commercial purposes, or developing relationships.
3. Invitations to guests or attendance at commercial activities or factory visits in relation to business needs, when the method of fee payment, number of participants, class of accommodations, and the time period for the event or visit have been specified in advance.
4. Attendance at folk festivals that are open to and invite the attendance of the general public.
5. Rewards, emergency assistance, condolence payments, or honorariums from the management.
6. Accepted social customs which do not adversely affect specific rights and obligations.
7. Other conduct that complies with the rules of this Corporation.

Article 7
(Procedures for handling the acceptance of improper benefits)
Except under any of the circumstances set forth in the preceding article, when any personnel of this Corporation are provided with or are promised, either directly or indirectly, any benefits as specified in Article 4 by a third party, the matter shall be handled in accordance with the following procedures:
1. If there is no relationship of interest between the party providing or offering the benefit and the official duties of this Corporation's personnel, the personnel shall report to their immediate supervisor within 3 days from the acceptance of the benefit, and the Planning Department shall be notified if necessary.
2.If a relationship of interest does exist between the party providing or offering the benefit and the official duties of this Corporation's personnel, the personnel shall return or refuse the benefit, and shall report to his or her immediate supervisor and notify the Planning Department. When the benefit cannot be returned, then within 3 days from the acceptance of the benefit, the personnel shall refer the matter to the Planning Department for handling.
"A relationship of interest between the party providing or offering the benefit and the official duties of this Corporation's personnel," as referred to in the preceding paragraph, refers to one of the following circumstances:
1. When the two parties have commercial dealings, a relationship of direction and supervision, or subsidies (or rewards) for expenses.
2. When a contracting, trading, or other contractual relationship is being sought, is in progress, or has been established.
3. Other circumstances in which a decision regarding this Corporation's business, or the execution or non-execution of business, will result in a beneficial or adverse impact.
the Planning Department of this Corporation shall make a proposal, based on the nature and value of the benefit under paragraph 1, that it be returned, accepted on payment, given to the public, donated to charity, or handled in another appropriate manner. The proposal shall be implemented after being reported to and approved by the President.

Article 8
(Prohibition of and handling procedure for facilitating payments)
This Corporation shall neither provide nor promise any facilitating payment.
If any personnel of this Corporation provides or promises a facilitating payment under threat or intimidation, they shall submit a report to their immediate supervisor stating the facts and shall notify the Planning Department.

Upon receipt of the report under the preceding paragraph, the Planning Department shall take immediate action and undertake a review of relevant matters in order to minimize the risk of recurrence. In a case involving alleged illegality, the responsible unit shall also immediately report to the relevant judicial agency.

Article 9
(Political contributions)
This Corporation is prohibited from making political contributions by law.
When directly or indirectly offering a donation to political parties or organizations or individuals participating in political activities, this Corporation’s directors, managers, employees, mandatories, and substantial controllers, shall comply with the Political Donations Act and shall not make such donations in exchange for commercial gains or business advantages.

Article 10
(Charitable donations or sponsorships)
Charitable donations or sponsorships by this Corporation shall be compiled by its applicable rules.

Article 11
(Recusal)
When a director , officer or other stakeholder of this Corporation attending or present at a board meeting, or the juristic person represented thereby, has a stake in a matter under discussion in the meeting , that director, supervisor, officer or stakeholder shall state the important aspects of the stake in the meeting and, where there is a likelihood that the interests of this Corporation would be prejudiced, may not participate in the discussion or vote on that proposal, shall recuse himself or herself from any discussion and voting, and may not exercise voting rights as proxy on behalf of another director. The directors shall exercise discipline among themselves, and may not support each other in an inappropriate manner.
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 meeting of the preceding paragraph, such a director shall be deemed to have a personal interest in the matter.
If in the course of conducting company business, any personnel of this Corporation discovers that a potential conflict of interest exists involving themselves or the juristic person that they represent, or that they or their spouse, parents, children, or a person with whom they have a relationship of interest is likely to obtain improper benefits, the personnel shall report the relevant matters to both his or her immediate supervisor and the Planning Department, and the immediate supervisor shall provide the personnel with proper instructions.
No personnel of this Corporation may use company resources on commercial activities other than those of this Corporation, nor may any personnel's job performance be affected by his or her involvement in the commercial activities other than those of this Corporation.

Article 12
(Special unit in charge of confidentiality regime and its responsibilities)
Each units of this Corporation shall be in charged with formulating and implementing procedures for managing, preserving, and maintaining the confidentiality of this Corporation's trade secrets, trademarks, patents, works and other intellectual properties and it shall also conduct periodical reviews on the results of implementation to ensure the sustained effectiveness of the confidentiality procedures.
All personnel of this Corporation shall faithfully follow the operational directions pertaining to intellectual properties as mentioned in the preceding paragraph and may not disclose to any other party any trade secrets, trademarks, patents, works, and other intellectual properties of this Corporation of which they have learned, nor may they inquire about or collect any trade secrets, trademarks, patents, and other intellectual properties of this Corporation unrelated to their individual duties.

Article 13
(Prohibition of unfair competition)
This Corporation shall follow the Fair Trade Act and applicable competition laws and regulations when engaging in business activities, and may not share or divide markets by improper ways.

Article 14
(Protection of consumers' interest)
When providing products or services, this Corporation shall comply with the Financial Consumer Protection Act and related laws and regulations of competent authority.

Article 15
(Prohibition against insider trading and non-disclosure agreement)
All Company personnel shall adhere to the provisions of the Securities and Exchange Act, and may not take advantage of undisclosed information of which they have learned to engage in insider trading. Personnel are also prohibited from divulging undisclosed information to any other party, in order to prevent other party from using such information to engage in insider trading.
Any organization or person outside of this Corporation that is involved in any merger, demerger, acquisition and share transfer, major memorandum of understanding, strategic alliance, other business partnership plan, or the signing of a major contract by this Corporation shall be required to sign a non-disclosure agreement in which they undertake not to disclose to any other party any trade secret or other material information of this Corporation acquired as a result, and that they may not use such information without the prior consent of this Corporation.

Article 16
(Compliance and announcement of policy of ethical managements)
This Corporation shall request its directors, senior management whose responsibilities heavier than or equal to senior executive vice president and managers to issue a statement of compliance with the ethical management policy, and require its employees comply with such policy in the terms of employment.

This Corporation shall disclose its policy of ethical management in its internal rules, annual reports, on the company's websites, and in other promotional materials, and shall make timely announcements of the policy in events held for outside parties in order to make its suppliers, customers, and other business-related institutions and personnel fully aware of its principles and rules with respect to ethical management.

Article 17
(Ethical management evaluation prior to development of commercial relationships)
Before developing a commercial relationship with another party, such as an agent, supplier, customer, or other counterparty in commercial dealings, this Corporation shall evaluate the legality and ethical management policy of the party and ascertain whether the party has a record of involvement in unethical conduct, in order to ensure that the party conducts business in a fair and transparent manner and will not request, offer, or take bribes.
When this Corporation carries out the evaluation under the preceding paragraph, it may adopt appropriate audit procedures for a review of the counterparty with which it will have commercial dealings with respect to the following matters, in order to gain a comprehensive knowledge of its ethical management:
1. The enterprise's nationality, location of business operations, organizational structure, and management policy, and place where it will make payment.
2. Whether the enterprise has adopted an ethical management policy, and the status of its implementation.
3. Whether enterprise's business operations are located in a country with a high risk of corruption.
4. Whether the business operated by the enterprise is in an industry with a high risk of bribery.
5. The long-term business condition and degree of goodwill of the enterprise.
6. Consultation with the enterprise's business partners on their opinion of the enterprise.
7. Whether the enterprise has a record of involvement in unethical conduct such as bribery or illegal political contributions.

Article 18
(Statement of ethical management policy to counterparties in commercial dealings)
Any personnel of this Corporation, when engaging in commercial activities, shall clearly refuse to provide, promise, request, or accept, directly or indirectly, any improper benefit in whatever form or name, and shall make a statement to the trading counterparty about this Corporation's ethical management policy and related rules.

Article 19
(Avoidance of commercial dealings with unethical operators)
All personnel of this Corporation shall avoid business transactions with an agent, supplier, customer, or other counterparty in commercial interactions that is involved in unethical conduct. When the counterparty or partner in cooperation is found to have engaged in unethical conduct, the personnel shall immediately evaluate to cease dealing with the counterparty in order to effectively implement this Corporation's ethical management policy.

Article 20
(Stipulation of terms of ethical management in contracts)
Before entering into a contract with another party, this Corporation shall gain a thorough knowledge of the status of the other party's ethical management, and is advised to make observance of the ethical management policy of this Corporation part of the terms and conditions of the contract, stipulating the following matters:
1. When a party to the contract becomes aware that any personnel has violated the terms and conditions pertaining to prohibition of acceptance of commissions, rebates, or other improper benefits, the party shall immediately notify the other party of the violator's identity, the manner in which the provision, promise, request, or acceptance was made, and the monetary amount or other improper benefit that was provided, promised, requested, or accepted. The party shall also provide the other party with pertinent evidence and cooperate fully with the investigation. If there has been resultant damage to either party, the party may claim from the other party part of the contract price as damages, and may also deduct the full amount of the damages from the contract price payable.
2. Where a party is discovered to be engaged in unethical conduct in its commercial activities, the other party may terminate or rescind the contract unconditionally at any time.
3. Specific and reasonable payment terms.

Article 21
(Procedures for whistle-blowing)
As an incentive to insiders and outsiders for informing of unethical or unseemly conduct, this Corporation will grant a reward depending the seriousness of the circumstance concerned.
Insiders having made a false report or malicious accusation shall be subject to disciplinary action imposed by the Personnel Appraisal Committee if the circumstance concerned is material.
This Corporation shall internally establish and publicly announce on its website and the intranet, an independent mailbox or hotline, for Corporation insiders and outsiders to submit reports.
The procedure for whistle-blowing case shall be handled in accordance with “Mega International Commercial Bank Co., Ltd. Mechanism for Whistle-blowing”.

Article 21-1
(Procedures for handling unethical conduct by personnel of this Corporation)
If there is any unethical conduct involved in Article 3, from whistle-blowing affairs accepted by the Compliance Department, or from affairs be subject to disciplinary action imposed by the Personnel Appraisal Committee, the Planning Office shall report to responsible unit affairs, the handling method and subsequent examination at least once a year.

Article 22
(Procedures for handling unethical conduct by others towards this Corporation)
If any personnel of this Corporation discovers that another party has engaged in unethical conduct towards this Corporation, and such unethical conduct involves alleged illegality, this Corporation shall report the relevant facts to the judicial and prosecutorial authorities; where a public service agency or public official is involved, this Corporation shall additionally notify the governmental anti-corruption agency.

Article 23
(Internal awareness sessions and establishment of a system for rewards, penalties, and complaints, and related disciplinary measures)
The Planning Department of this Corporation shall organize one propaganda each year and arrange for the senior management to communicate the importance of ethics to its directors, employees, and mandatories.
This Corporation shall link ethical management to employee performance evaluations and human resources policy, and establish clear and effective systems for rewards, penalties, and complaints.
If any personnel of this Corporation seriously violates ethical conduct, this Corporation shall dismiss the personnel from his or her position or terminate his or her employment in accordance with applicable laws and regulations or the personnel policy and procedures of this Corporation.
This Corporation shall disclose on its intranet information the name and title of the violator, the date and details of the violation, and the actions taken in response.

Article 24
(Miscellaneous)
Matters not specified in the Procedures and Guidelines shall be conducted in accordance with the applicable laws and regulations, and the company 's other relevant rules.

Article 24-1
(Effective date of the amended provisions on February 24, 2025)
The amendments to Articles 2, 9, 11, and 16 on February 24th, Year 114 of the Republic of China shall take effect from the date when the directors of the company's 18th session take office.

Article 25
(Enforcement)
These Procedures and Guidelines, and any amendments or abolishment hereto, shall be implemented after adoption by resolution of the board of directors.
When these Procedures and Guidelines are submitted to the board of directors for discussion, each independent director's opinions shall be taken into full consideration, and their objections and reservations expressed shall be recorded in the minutes of the board of directors meeting. An independent director that is unable to attend a board meeting in person to express objection or reservation shall provide a written opinion before the board meeting unless there is a legitimate reason to do otherwise, and the opinion shall be recorded in the minutes of the board of directors meeting.