

Mega International Commercial Bank Co., Ltd.

Responsibility Map and Accountability System

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

Chapter I General Principles

Article 1 (Basis and Purpose)

In order to shape a corporate culture of ethical management, establish a corporate governance structure based on responsibility, and strengthen the accountability of senior managers, in accordance with the "Self-regulatory Guidelines for the Introduction of the Responsibility Mapping System in the Banking Industry" formulated by the National Federation of Bankers' Associations of the Republic of China. Mega International Commercial Bank Co., Ltd. (hereinafter referred to as "the Bank") hereby formulate the Bank's "Responsibility Map and Accountability System" (hereinafter referred to as "the System") to ensure compliance.

Article 2 (Managerial Unit)

The Compliance Department shall be responsible for the formulation, amendment and maintenance of the System.

The Planning Department shall be responsible for coordinating the management and maintenance of documents such as "Corporate Governance Structure Chart", "Authority and Responsibility Allocation Table" and "Internal Reporting Flow Chart".

The Human Resources Department shall be responsible for the management and maintenance of the "Responsibility Statement", notifying senior management personnel to sign the Responsibility Statement, and establishing a handover system.

Article 3 (Scope of Application and Definition of Terms)

This system is applicable to senior management personnel of the Bank and also applies to the Chairman of the Bank.

The terms used in the System are defined as follows:

1. Senior Management Personnel: refers to those who are responsible for the key responsibilities assigned by the Bank and have decision-making authority on relevant business or management activities. The Senior Management Personnel to whom the System applies are limited to those listed in the Authority and Responsibility Allocation Table in Subparagraph 2, Paragraph 3 of Article 6.
2. Overall Responsibility: refers to the main business content and corresponding responsibilities that Senior Management Personnel supervise, manage and are responsible for, and they have decision-making power over their respective responsibilities.
3. Responsibility Map: refers to recording the overall appearance of the Bank's management and governance structure, including the distribution of Senior Management Personnel's authority and responsibility and the person they report to according to their respective reporting lines, to ensure that the Bank's main business and management activities are indeed assigned to the appropriate Senior Management Personnel.

4. **Responsibility Statement:** refers to the document that specifies the basic information of Senior Management Personnel, their responsible business scope and responsibilities, and is signed by each Senior Management Personnel after confirming their scope of authority and responsibilities.

Article 4 (Supervision and Framework)

The Board of Directors shall be responsible for supervising the implementation of this System and confirm the responsibilities of Senior Management Personnel through the following procedures to ensure the effectiveness of this System:

1. **Allocation of Responsibility:** sort out the high-level management functions, overall responsibilities, etc. applicable to the Bank's organizational and governance structure and business operations, and assist Senior Management Personnel in clarifying their rights and responsibilities.
2. **Assumption of Responsibility:** Through the responsibility map system, Senior Management Personnel can clearly understand the scope of their authority and responsibilities, and allow Senior Management Personnel to evaluate whether the resources they have to shoulder these authority and responsibilities are sufficient.
3. **Accountability Process:** When a material failure of business or management occurs in the Bank, the accountability process should be initiated and a complete analysis of the root cause of the incident should be conducted to understand the possible missing behaviors in the incident and determine whether the operation execution failed to follow the standards or whether it is caused by failure in the design of the internal control system, and is supplemented by a responsibility map to understand the accountable objects corresponding to the relevant deficiencies.
4. **Liability and Discipline:** After executing the accountability process and clarifying the objects to be held accountable, evaluate whether the objects to be held accountable have fulfilled their supervisory or management responsibilities, weigh their violations, and conduct follow-up Liability and discipline procedures.

Chapter II Responsibility Map and Responsibility Statement

Article 5 (Principle of Allocation of Functions)

Functions of Senior Management refer to the key responsibilities that need to be assigned to the Chairman or Senior Management Personnel. By clearly defining and dividing specific management and business categories, Senior Management Personnel can clearly understand the business they are responsible for and the corresponding authorities and responsibilities. , and shall be responsible for their actions related to the Bank's business operations and management based on the principles of integrity and accountability.

The Bank should ensure that each Functions of Senior Management is assigned to at least one Senior Management Personnel.

Article 6 (Compilation of Responsibility Map)

The Bank should compile a responsibility map to record the overview of the Bank's management and governance structure.

The responsibility map in the preceding paragraph shall be compiled, updated and reviewed by the Planning Department. During the process, it shall have the existing organizational and governance structure, hierarchical responsibility division table and other documents inventoried and reviewed, and confirm the organizational division of labor, responsibilities

and reporting procedures of each unit, in order to plan the applicable scope of the Responsibility Map and clarify the functions and overall responsibilities of each Senior Management Personnel.

The Responsibility Map mentioned in the preceding paragraph shall contain the following contents, as detailed in the appendix of the System:

1. Corporate Governance Structure Chart: illustrates the organizational structure of the Bank's Board of Directors and functional committees.
2. Authority and Responsibility Allocation Table: define and specify the Senior Management Personnel who should be included in the Responsibility Map, and confirm the scope of personal authorities and responsibilities of each Senior Management Personnel, including functions of senior management and overall responsibilities.
3. Internal Reporting Flow Chart: based on the organization, management structure and business processes under the jurisdiction of Senior Management Personnel, sort out the reporting procedures and the Senior Management Personnel who report accordingly.

When the Planning Department compiles the Responsibility Map, the following principles should be considered:

1. Make it easy for readers to understand the Bank's governance structure, decision-making leaders, and reporting processes; if there are multiple internal reporting processes, the division of each process should be clear and distinct.
2. The content of the Authority and Responsibility Allocation Table in the Responsibility Map must clearly provide the functions of senior management and overall responsibilities for preparing the Senior Management Personnel Responsibility Statement.

Article 7 (Responsibility Statement)

The Human Resources Department should notify Senior Management Personnel to issue(sign) a Responsibility Statement when they are newly appointed or when the content of authority and responsibilities change, so that Senior Management Personnel can clearly understand their functions and scope of responsibilities. After each Senior Management Personnel issue(signs) the Responsibility Statement, the original copy should be kept by the Human Resources Department for reference, and a copy should be retained by the Senior Management Personnel. Related operations may be processed electronically.

If the issuing of the Responsibility Statement and the provision of a copy are done electronically, a record of the Senior Management Personnel's statement of consent should be kept, and the Senior Management Personnel should be able to print or download the electronic copy of the Statement.

The Human Resources Department shall prepare a responsibility statement in accordance with the Authority and Responsibility Allocation Table in Subparagraph 2, Paragraph 3 of Article 6, and shall at least contain the following contents. After confirmed the correctness,providing them to Senior Management Personnel for issuing(signing).

1. Personal information: personal information of Senior Management Personnel, such as name, job title, employee code, etc.
2. Functions and responsibilities: The Functions of Senior Management and Overall Responsibilities of Senior Management Personnel. The Overall Responsibilities should

include the management scope and effective date, but do not include the responsibilities of temporary deputy duty.

3. Statement of Consent: Senior Management Personnel should declare their consent with the information listed in the Responsibility Statement, and agree that if the content of their authorities and responsibilities changes later, they should re-sign the Responsibility Statement within the time limit.

Temporary deputy duty as mentioned in the second subparagraph of the preceding paragraph refers to the deputy situation where a Senior Management Personnel takes leave, goes on a business trip or is vacant before the Board of Directors appoints a new Senior Management Personnel, but this does not apply if the vacancy lasts for more than three months.

If a Senior Management Personnel is required to issue (sign or re-sign) the Responsibility Statement, he/she must complete the issuing (signing) within ten business days from the date when the signing is due. If the Senior Management Personnel fails to complete the statement within the time limit, they shall notify the Human Resources Department with the reasons and expected completion period, and the Human Resources Department shall report it to the Accountability Committee to ensure that the Senior Management Personnel completes the issue of the Responsibility Statement within the deadline, or make other resolutions.

The date when the issuing (signing) is due as mentioned in the preceding paragraph shall refer to the effective date of the changes in the job duty of the Senior Management Personnel or the date on which the revision of the Responsibility Map is approved by the Board of Directors.

Article 8 (Handover System)

The Human Resources Department should formulate the Bank's Senior Management Personnel handover procedures and related standards to establish a proper handover system and clarify the time points for the division of authorities and responsibilities, and review relevant management measures every year to ensure the implementation of relevant operations.

The scope of application of the handover procedures in the preceding paragraph includes:

1. Those who are about to become Senior Management Personnel.
2. Senior Management Personnel who will take on new functions or responsibilities.
3. Senior Management Personnel whose functions or responsibilities will be adjusted.
4. Senior Management Personnel responsible for the management or supervision of the aforementioned personnel.

When conducting the handover procedures in Paragraph 1, the new Senior Management Personnel should be clearly informed about their senior management functions and overall responsibilities, and the content of their responsibility statement should be confirmed and issued (signed).

The Human Resources Department should keep relevant handover records in paper or electronic records of meetings to prove the execution of the handover procedures.

In order to ensure the implementation of relevant management procedures, the management procedures related to handover procedures should be reviewed regularly every year and executed in accordance with the provisions of Article 9.

Article 9 (Maintenance of Responsibility Map, Responsibility Statement and Handover System)

When it is necessary to adjust the attachment of the System as mentioned in Paragraph 3 of Article 6 when revising the relevant regulations of the Bank or in response to practical operational needs, each business unit in charge shall notify the Planning Department within five days after the adjustment's approval, and the Planning Department will consolidate, revise and submit to the Board of Directors. After the attachment's revision approved by the Board of Directors, the Planning Department shall notify the Human Resources Department to revise the Responsibility Statement in accordance with Article 7 and provide to Senior Management Personnel to issue (sign) it.

The Planning Office and Human Resources Office should review the Responsibility Map, Responsibility Statement and handover system every year, and submit the annual review results to the Board of Directors.

For the management and maintenance of the Responsibility Map, Responsibility Statement and handover system, the Planning Department and the Human Resources Department are authorized to formulate their own operating procedures.

Article 10 (Document record keeping)

Documents such as Responsibility Maps, Responsibility Statements, handover systems, and their management and maintenance records should be retained for at least five years from the date of change.

Chapter III Accountability Committee and Accountability Process**Article 11 (Duty of loyalty and care)**

Senior Management Personnel should faithfully perform their duties and fulfill their duty of care as good managers, and truly perform their senior management functions and overall responsibilities.

Article 12 (Accountability Committee)

The Board of Directors should supervise the operation of the responsibility map system and set up an Accountability Committee to handle the accountability of Senior Management Personnel in cases of material failure incidents.

The composition, responsibilities and operating procedures of the Accountability Committee shall be formulated a separate Organizational Charter and submitted to the Board of Directors for approval.

Article 13 (Events of Material Failure)

Material Failure refer to the following situations:

1. The Bank is subject to a fine equivalent to more than NT\$3 million by domestic or foreign competent authorities, or is subject to major penalties and disciplinary measures stipulated in the "Financial Supervisory Commission's Measures for the Public Announcement of " Major Punishment Measures for Violations of Financial Laws" by the competent authorities.

2. Fraud/Corruption incidents involving poor internal control.
3. Violation of the Bank's Ethical Corporate Management Best Practice Principles and the circumstances are serious.
4. Other incidents requiring accountability procedures of senior management personnel by the competent authorities or the Bank's Board of Directors.

Article 14 (Initiation of Accountability and Investigation Process)

When a material failure incident occurs in the Bank, all relevant business units shall jointly draft a proposal based on the circumstances, taking into account the investigation information of the existing evidence or the investigation report of the incident, etc., and submit it to the Chairman for approval. After approval, it will be submitted to the secretarial unit and the accountability process will be initiated. The content of the report should include but is not limited to the cause of the incident, information on the Senior Management Personnel involved and relevant evidence, etc., so that the root causes of the material failure incident can be analyzed and the objects(personnel) of accountability can be clarified.

If there is no investigation report as mentioned in the preceding paragraph, or if there is a lack of existing relevant evidence or information being investigated, the investigation procedure shall be initiated by the Auditing Department after approval by the Chairman.

If the situation mentioned in the preceding paragraph is due to the special nature of the incident or other necessary circumstances, the Auditing Department may request the chairman for approval and then commission an external independent unit or person to conduct the investigation.

In the process of investigation, when interviewing relevant personnel, investigators should maintain their boundaries, avoid coercion or inducement, and pay attention to protecting the rights of the interviewees and safeguarding their personal information. After the investigation report is completed, all relevant units involved in the case shall jointly prepare a draft proposal in accordance with the latter part of the first paragraph, submit it to the chairman for approval, and then submit it to the secretarial unit.

Article 15 (Accountability Process)

When a material failure incident is reported to the Accountability Committee, it should conduct a complete analysis of the root cause of the incident based on the investigation results, and clarify whether any of the following circumstances occurred in the supervision or decision-making of the Senior Management Personnel involved in the case:

1. Due to intent or gross negligence;
2. There is a significant conflict of interest;
3. Abuse of discretion due to insufficient information; or
4. Other violations of the duty of loyalty and the duty of care of good managers.

If the material failure incident mentioned in the preceding paragraph is reviewed by the Accountability Committee and considered necessary to continue the investigation, it may be transferred to the Auditing Department to continue the investigation, and the provisions of Paragraphs 3 and 4 of the preceding Article shall apply.

Article 16 (Deadline for Case Review and Preservation of Statute of Limitations for Prosecution)

The secretarial unit shall abide by the following deadlines for handling accountability cases, and shall not do anything that violates the interests of the bank:

1. If a material failure is reported to the Accountability Committee, the secretarial unit shall submit it to the Accountability Committee for review within two months from the time the proposal is accepted.
2. If the investigation is continued in accordance with Paragraph 2 of the preceding article, the review shall be completed within three months from the completion of the investigation report.
3. If the competent authority sets another time limit, the review shall be completed within the time limit.

If the case in subparagraphs 1 and 2 of the preceding paragraph cannot be completed within the above time limit due to the complexity of the case, the secretarial unit may submit it to the Chairman for approval and then extend it. If there is a lawsuit involving, the specific reasons for the extension should be explained and the countersigned opinion of the Legal Affairs Department should be attached to avoid exceeding the relevant civil or criminal prosecution time limit involved in the case and to safeguard the Bank's rights and interests.

During the accountability process, if it is discovered that a Senior Management Personnel or relevant employee involved in the case is involved in civil or criminal legal liability, the matter should be transferred to the Legal Affairs Office for further processing after approval by the Chairman to ensure the timeliness of prosecution.

Article 17 (Liability and Discipline)

After the Accountability Committee makes a recommendation on disciplinary action, the relevant business units shall submit the committee's resolution or recommendation on disciplinary action and case-related information to the Board of Directors and decide on punishment.

In the Liability and Discipline procedure referred to in the preceding paragraph, the secretarial unit shall notify the Senior Management Personnel involved in the case to state their opinions, or have them attend the Liability and Discipline procedure meeting to explain.

If a reward or punishment decision has been made in accordance with the Bank's personnel review regulations in an accountability case, the reward and punishment results should be attached and reported to the Accountability Committee for reference.

If the person being held accountable is a member of the Board of Directors, the opinions of independent directors must be included.

Article 18 (Principle of Conflict of Interest)

During the investigation, Accountability and Liability and Discipline procedures, relevant personnel who have an interest or conflict of interest with the relevant cases should voluntarily recuse themselves, or the business unit responsible for executing the respective procedures should state the reasons for their recusal and ask them to recuse themselves. .

Those who have an interest or conflict of interest as mentioned in the preceding paragraph refer to the person who is the Senior Management Personnel of the case or a person who has the following relationships:

1. Spouse, blood relative within the third degree of kinship, or relative by marriage within the second degree of kinship.

2. Parents or family members who live with relevant persons other than those mentioned in the preceding subparagraph.
3. Those who have common interests or potential interest connections with relevant persons.

Chapter IV Supplementary Provisions

Article 19 (Unspecified Matters)

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

Article 20 (Approval Level)

The System shall come into effect on January 1, 2025 after being approved by the Board of Directors. Any amendment or rescission should also be submitted to the Board of Directors for approval.