

# **Articles of Incorporation of Cathay United Bank**

## **Chapter 1      General Provisions**

- Article 1:      The Bank has been incorporated in accordance with the provisions of the Company Act and the Banking Act, and is named Cathay United Bank Co., Ltd. and may be referred to as Cathay United Bank.
- Article 2:      The head office of the Bank is registered in Taipei City, Republic of China, and the Bank may establish any domestic or overseas branch, sub-branch or representative office at any appropriate place as needed.
- Article 3:      All public announcements of the Bank shall be made in accordance with Article 28 of the Company Act.

## **Chapter 2      Shares**

- Article 4:      The total capital of the Bank is NT\$120,113,138,660 divided into 12,011,313,866 shares with a par value of NT\$10 per share.
- Article 5:      The Bank may issue its shares without printing physical share certificates; however, such issued shares shall be registered with a securities central depository enterprise.
- The Bank's shares are registered and affixed with the signatures or seals of the chairman and vice chairman of the board of directors and at least two managing directors as well as the Bank's seal. The shares shall not be issued without being certified in accordance with the law.
- Article 6:      Shares that are held by natural persons shall be registered under the real names of the natural persons. Shares that are held by the same person shall be registered under the same real name. Shares that are held by juristic persons shall be registered under the names of the juristic persons, and may not be registered under other (separate) accounts or only in the names of the representatives. For shares that are held jointly by more than one person, the joint holders shall appoint one person to exercise shareholder rights.
- Article 7:      Shareholders shall complete signature and seal cards to be verified and retained by the Bank for recordation. Any change shall be corrected in a timely manner and filed with the Bank by following the procedure specified by the competent authority. The signature and seal cards are used for the purpose of verification when the shareholders collect dividends and bonuses or exercise other

shareholder rights in writing.

Article 8: When shares are transferred, a share transfer application shall be completed and submitted along with the original shares to the Bank to process the transfer in accordance with Articles 163 to 165 of the Company Act.

Article 9: Any shareholder name change request as a result of inheritance shall be processed upon the presentation of the legal documents by the heir and following the rules under the preceding article.

Article 10: In case of lost or damaged shares, the shareholders or legal holders whose shares have not been transferred shall apply for new shares replacement in accordance with the procedure specified by the competent authority.

Article 11: The transfer of shares and amendment of the shareholders' roster shall be suspended in accordance with the law within sixty days prior to the date of a general shareholders' meeting or within thirty days prior to the date of a extraordinary shareholders' meeting or within five days prior to the record date set by the Bank for distribution of dividends, bonuses or other benefits.

### **Chapter 3      Scope of Business**

Article 12: The business of the Bank is classified as: H101021 Commercial Banking, H601011 Personal Insurance Agency.

Article 13: The business scope of the Bank is as below:

1. To accept check deposits.
2. To accept demand deposits.
3. To accept time deposits.
4. To issue bank debentures.
5. To extend short-term, medium-term, and long-term loans.
6. To discount bills and notes.
7. To invest in government bonds, short-term notes, corporate bonds, bank debentures, and corporate stocks.
8. To handle domestic and foreign remittances and exchange.
9. To accept commercial drafts.
10. To issue domestic and foreign letters of credit.
11. To guarantee the issuance of corporate bonds.
12. To guarantee domestic and foreign transactions.

13. To act as collecting and paying agent.
14. To act as agent to sell government bonds, treasury notes, corporate bonds, and corporate stocks.
15. To operate securities business.
16. To operate trust business.
17. To conduct warehousing, custody and agency businesses in relation to the businesses in the preceding 16 items.
18. Credit card business.
19. To administer safe deposit box rentals.
20. To administer personal insurance as an insurance agent.
21. Other businesses approved by the competent authority.

## **Chapter 4 Shareholders' Meetings**

Article 14: Shareholders' meetings convened by the Bank shall be of the following two kinds according to the Company Act:

A. General Shareholders' Meeting: A general shareholders' meeting is to be held at least once every year at the place where the head office is located, and shall be convened by the board of directors within six months after the close of each fiscal year according to the law.

B. Extraordinary Shareholders' Meeting: A extraordinary shareholders' meeting may be convened by the board of directors when deemed necessary according to the law.

Article 15: If a shareholder is unable to attend a shareholders' meeting, he/she may appoint a proxy to attend on his/her behalf by executing a proxy form printed by the Bank by signing or affixing with the specimen chop registered with the Bank, stating therein the scope of authorization, in accordance with Article 177 of the Company Act. A shareholder may only execute one proxy form and appoint only one proxy, and shall serve such written proxy to the Bank no later than five days prior to the shareholders' meeting. In case two or more written proxies are received by the Bank from one shareholder, the first proxy received by the Bank shall prevail. When a person acts as the proxy for two or more shareholders, the number of voting power represented by him/her shall not exceed 3% of the total number of voting shares; any portion of excessive voting power shall not be counted.

Article 16: Shareholders' meetings that are convened by the board of directors shall be presided over by the chairman. If the chairman is on leave or unable to attend a meeting, the vice chairman shall act on the

chairman's behalf. If there is no vice chairman or the vice chairman is also on leave or unable to attend the meeting, the chairman shall appoint one managing director to act on his/her behalf; in the absence of a managing director, the chairman shall appoint a director to act on his/her behalf. If the chairman did not appoint a representative, a representative shall be elected by and from among the managing directors or directors.

At shareholders' meetings that are convened by other persons having the convening right, the person who has the convening right shall act as the chairman. When there are two or more people who have the convening right, one person shall be elected from among themselves to act as the chairman.

Article 17: A shareholders' meeting of the Bank shall, unless otherwise specified under the Company Act, convene and pass resolutions only if it is attended by shareholders representing more than one-half of the outstanding shares. A resolution shall be adopted by a majority vote of the shareholders present. The chairman will have a casting vote when equal numbers of votes are cast for and against a resolution.

Article 18: The following matters shall be approved by resolution of a shareholders' meeting:

1. Formulation and amendment of the Bank's Articles of Incorporation.
2. Election of directors.
3. Recognition of the documents prepared by the board of directors and the reports prepared by the Audit Committee as well as approval of surplus earnings distribution and deficit appropriation.
4. Resolutions on capital increase/reduction.
5. Resolutions on other important matters or issues required by the Company Act.

Article 19: When a juristic person is a shareholder, its representatives shall not be limited to one person, provided that the voting right that may be exercised shall be calculated on the basis of the total number of voting shares it holds. In case the representatives are two persons or more, they shall exercise their voting right jointly.

Article 20: A shareholder of the Bank is entitled to one vote for each share held.

Article 21: Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall record the date and location of the meeting, the name of the chairman, the method and details of the resolutions, and the number of attending shareholders and the

percentage of shares represented by them. The minutes shall also be signed by or affixed with the seal of the chairman.

The minutes of the meeting in the preceding paragraph, the attendance list bearing the signatures of the attending shareholders and the proxy forms shall be kept at the Bank.

When one institutional shareholder holds all of the shares of the Bank, the functional duties and power that shall be performed by the shareholders' meeting pursuant to the Company Act or the Articles of Incorporation shall be exercised by the board of directors instead. The provisions governing the shareholders' meetings under the Articles of Incorporation shall not apply.

## **Chapter 5 Board of Directors**

Article 22: The board of directors of the Bank shall consist of at least nine and at most twenty-one directors who are elected by the shareholders' meeting from among the persons with disposing capacity. When one institutional shareholder holds all of the shares of the Bank, the directors shall be appointed by such institutional shareholder from among the persons with disposing capacity, and may be replaced by persons to be appointed by such institutional shareholder so as to fulfill the original term of office of the predecessor.

The term of office of a director is three years, but he/she may be eligible for re-election. In case no election of new directors is effected after expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until the time new directors have been elected and assumed their office.

The board of directors shall establish an Audit Committee composing of the entire number of independent directors. It shall not be fewer than three persons in number, and one of whom shall be the convener, and at least one member shall have accounting or finance expertise. The responsibilities and the relevant affairs of the Audit Committee shall be governed by the relevant laws and regulations or the Bank's bylaws.

The board of directors of the Bank may establish functional committees of which the number, the term of office, and the duties and powers of the members shall be specified in each committee's organizational charter and approved by the board of directors.

Article 23: For the purpose of strengthening corporate governance and complying with Articles 14-2, 181-2, and 183 of the Securities and Exchange Act, the Bank shall have at least two independent directors. The number of independent directors shall not be less than one-fifth of the directors.

The Bank adopts a candidates nomination system for the election of independent directors. The independent directors shall be elected by the shareholders from among the nominees listed in the roster of director candidates. However, when one institutional shareholder holds all of the shares of the Bank, the appointment or replacement of the independent directors shall be made according to the preceding Article. The professional qualifications, restrictions on the shareholding and concurrent positions held, assessment of independence, method of nomination and appointment, and other matters for compliance with respect to the independent directors shall be in compliance with applicable laws and regulations.

Article 24: The board of directors of the Bank may have three to seven managing directors, who shall be elected by a majority vote at a board meeting attended by over two-thirds of the directors. The chairman shall be elected from among the managing directors in the same manner, and a vice chairman may be elected from among the managing directors if needed.

The managing directors shall consist of at least one independent director and the number of independent directors shall not be less than one-fifth of the managing directors.

In the absence of managing directors, the chairman shall be elected in the manner described in paragraph 1 from among the directors, and a vice chairman may be elected in the same manner if needed.

The chairman of the board of directors shall internally preside the shareholders' meeting, the meeting of the board of directors, and the meeting of the managing directors; and shall externally represent the Bank. If the chairman is on leave or unable to perform his/her duties, the rules under Article 16 shall apply.

Article 25: The board of directors shall be authorized to determine the remuneration for the directors of the Bank based on their contribution to the Bank and industry standards, and may also provide comparable compensation for travel expenses or other allowances.

Article 26: The duties and powers of the board of directors are listed below:

1. Approval of organizational charters and major rules and policies.
2. Approval and amendment of business plan.
3. Approval of annual and semiannual financial statements.
4. Approval or amendment of internal control systems.
5. Proposal of capital increase/reduction.
6. Decisions of establishment, removal, or alteration of domestic and overseas branches.

7. Approval of material contracts.
8. Approval of the budget and final accounts.
9. Administration of real estate transactions.
10. Proposal of distribution of surplus earnings.
11. Appointment and discharge of key employees.
12. Approval of risk appetite/tolerance.
13. Approval and annual review of risk management structures and operating policies.
14. Supervision of the risk management responsibilities of executive managers and operating departments.
15. Ensuring that asset management/allocation adequately reflects the Bank's risk exposure.
16. Implementation, amendment, or approval of important financial and business processes, including asset acquisition or disposal and trading derivatives.
17. Approval of trading of material assets or derivatives.
18. Appointment and discharge of financial, accounting, and internal audit officers.
19. Approval of matters involving the interests of directors themselves.
20. Appointment, discharge, or remuneration of a certified public accountant.
21. Appointment (replacement) of directors and supervisors for subsidiaries of which the Bank holds all outstanding shares or total capital.
22. Matters submitted for discussion by the chairman.
23. Approval of offers, issuances, or private placement of equity-type securities.
24. Approval of other matters required to be submitted for discussion to the shareholders' meeting or the board of directors according to the laws and regulations or the Articles of Incorporation or material matters required by the competent authority.

Except the matters under Items 2 to 4, Items 12 to 20, and Items 23 to 24 above, the board of managing directors or the chairman shall be authorized to approve and execute on behalf of the board of directors during recess of the board of directors according to the law, the Articles of Incorporation, and Cathay United Bank Rules of

## Procedure for Board Meetings.

Except the duties and powers described in above two paragraphs, the board of directors authorizes the responsible management departments to approve the relevant management guidelines.

Article 27: Board meetings convened by the chairman shall be chaired by the chairman. However, with respect to the first board meeting of each term convened by the director that receives votes representing the largest portion of the voting rights in the shareholders' meeting in which the directors are elected, the meeting shall be chaired by such director. If there are two or more directors entitled to convene the meeting, they shall elect from among themselves one director to chair the meeting.

When one institutional shareholder holds all of the shares of the Bank, the institutional shareholder shall appoint a director to convene the first board meeting in each term of office and serve as the chairman.

Where a board meeting is convened by a majority of the directors on their own in accordance with Paragraph 4, Article 203 or Paragraph 3, Article 203-1 of the Company Act, the directors shall elect from among themselves one director to chair the meeting.

The board of directors shall meet at least once every quarter and at least six times a year. In case of emergency or a request by a majority of the directors, an extraordinary meeting may be convened. All meetings shall be convened by the chairman of the board of directors.

Notifications of the aforementioned board meetings, including meeting materials, may be made in writing and/or electronically.

For a board of directors that have one or more managing directors, during the recess of the board of directors, the managing directors may regularly meet and exercise the power and duties of the board of directors. A meeting may be convened by the chairman from time to time, and resolutions shall be adopted by a majority of the managing directors present at a meeting attended by a majority of the managing directors.

Article 28: The board meetings, unless otherwise specified in the Company Act, shall be attended by a majority of the directors. Resolutions shall be adopted by a majority of the attending directors. The minutes of the meeting shall be signed or affixed with the seal of the chairman and filed for record.

Article 29: A director may appoint another director to attend the board meeting on his/her behalf by issuing a written proxy. However, a director may accept the appointment to act as the proxy of one other director only.



Article 30: The board of directors of the Bank shall appoint a chief auditor, who supervises the audit department and oversees auditing operations of the Bank. The appointment and discharge of the chief auditor shall be submitted by the chairman to the board of directors and requires the approval of at least two-thirds of the directors.

## **Chapter 6 Managers**

Article 31: The Bank appoints one president who oversees all operations in the Bank following the resolutions of the board of directors. In addition, the Bank may appoint managers pursuant to the Company Act including senior executive vice presidents, executive vice presidents, senior vice presidents, vice presidents, senior managers or other managerial positions with the equivalent responsibilities to provide assistance.

## **Chapter 7 Accounting**

Article 32: The Bank's fiscal year begins on January 1 and ends on December 31. The annual closing of accounts is performed at the end of December.

Article 33: At the close of each fiscal year of the Bank, the board of directors shall prepare the following statements and records and submit the same to the General Shareholders' meeting for recognition in accordance with the procedures prescribed by the law:

1. Business report.
2. Financial statements.
3. Proposals for surplus earnings distribution or deficit appropriation.

Article 34: If the Bank gains profits within a fiscal year, the Bank shall allocate 0.05% of the annual profit as employees' compensation; and no more than 0.1% of the annual profit as compensation to directors. However, a sum shall be set aside in advance to pay down any outstanding accumulated losses, if any.

Article 35: If the Bank gains profits within a fiscal year after the annual closing of accounts, the Bank shall, after having provided for income taxes, cover the losses of previous years. If the legal reserve is less than the total capital, a legal reserve shall be set aside according to the law, and a special surplus reserve shall be allocated as needed before an earnings distribution proposal can be formulated.

In response to a competitive environment and business growth while considering capital adequacy, the Bank adopts a residual dividend policy. According to the Bank's business plan, except for an amount to be reserved for dividend distribution, the remainder shall be

distributed as cash dividends as a principle. However, the maximum cash dividend shall not exceed the regulatory limit.

## Chapter 8 Supplementary Provisions

Article 36: The Bank's organizational charters and other important rules and policies shall be approved by the board of directors.

Article 37: If the credibility of the Bank or its responsible person is damaged due to rumors or fraud, the responsible person shall immediately file legal proceedings with prosecutors in accordance with the Criminal Code of the Republic of China.

Matters not specified in the Articles of Incorporation shall be governed by the Banking Act, the Company Act, and other applicable laws and regulations.

Article 38: The Articles of Incorporation and any amendment thereto shall become effective upon approval by the shareholder's meeting. If the amendment is subject to approval of the competent authority, such amendment shall be implemented on the date of the approval by the competent authority.

Approved at the founders meeting (first shareholders' meeting) on September 25, 1974		
February 27, 1976	General Shareholders' Meeting	1st amendment
March 2, 1977	General Shareholders' Meeting	2nd amendment
April 28, 1978	General Shareholders' Meeting	3rd amendment
April 9, 1981	General Shareholders' Meeting	4th amendment
April 16, 1982	General Shareholders' Meeting	5th amendment
April 16, 1985	General Shareholders' Meeting	6th amendment
October 14, 1985	Extraordinary Shareholders' Meeting	7th amendment
April 15, 1986	General Shareholders' Meeting	8th amendment
April 14, 1987	General Shareholders' Meeting	9th amendment
April 12, 1988	General Shareholders' Meeting	10th amendment
April 11, 1989	General Shareholders' Meeting	11th amendment
April 27, 1990	General Shareholders' Meeting	12th amendment
April 9, 1991	General Shareholders' Meeting	13th amendment
April 14, 1992	General Shareholders' Meeting	14th amendment
April 13, 1993	General Shareholders' Meeting	15th amendment
May 10, 1994	General Shareholders' Meeting	16th amendment
May 17, 1995	General Shareholders' Meeting	17th amendment
May 17, 1995	General Shareholders' Meeting	18th amendment
May 14, 1996	General Shareholders' Meeting	19th amendment
May 23, 1997	General Shareholders' Meeting	20th amendment
September 24, 1997	Extraordinary Shareholders' Meeting	21st amendment
May 21, 1998	General Shareholders' Meeting	22nd amendment
May 18, 1999	General Shareholders' Meeting	23rd amendment
May 16, 2000	General Shareholders' Meeting	24th amendment
May 22, 2001	General Shareholders' Meeting	25th amendment

May 30, 2002	General Shareholders' Meeting	26th amendment
April 21, 2003	Board of Directors	27th amendment
July 30, 2004	Board of Directors	28th amendment
April 22, 2005	Board of Directors	29th amendment
August 3, 2005	Board of Directors	30th amendment
October 31, 2005	Board of Directors	31st amendment
February 10, 2006	Board of Directors	32nd amendment
August 25, 2006	Board of Directors	33rd amendment
October 31, 2006	Board of Directors	34th amendment
November 20, 2006	Board of Directors	35th amendment
October 30, 2008	Board of Directors	36th amendment
April 29, 2009	Board of Directors	37th amendment
October 29, 2009	Board of Directors	38th amendment
March 18, 2010	Board of Directors	39th amendment
October 29, 2010	Board of Directors	40th amendment
August 30, 2011	Board of Directors	41st amendment
March 16, 2012	Board of Directors	42nd amendment
December 20, 2012	Board of Directors	43rd amendment
April 30, 2013	Board of Directors	44th amendment
August 23, 2013	Board of Directors	45th amendment
April 21, 2014	Board of Directors	46th amendment
April 30, 2015	Board of Directors	47th amendment
March 17, 2016	Board of Directors	48th amendment
April 28, 2016	Board of Directors	49th amendment
March 8, 2017	Board of Directors	50th amendment
April 27, 2017	Board of Directors	51st amendment
August 17, 2017	Board of Directors	52nd amendment
November 08, 2017	Board of Directors	53rd amendment
April 26, 2018	Board of Directors	54th amendment
November 2, 2018	Board of Directors	55th amendment
May 3, 2019	Board of Directors	56th amendment
August 15, 2019	Board of Directors	57th amendment
November 13, 2019	Board of Directors	58th amendment
March 11, 2020	Board of Directors	59th amendment
April 29, 2020	Board of Directors	60th amendment
August 19, 2021	Board of Directors	61st amendment
May 4, 2022	Board of Directors	62nd amendment
May 13, 2022	Board of Directors	63rd amendment
November 10, 2022	Board of Directors	64th amendment
April 30, 2024	Board of Directors	65th amendment

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*Alan Lee*

*Alan Lee  
Director*