

Articles of Incorporation of Taishin International Bank Co., Ltd.



Chapter 1 General Articles

- Article 1 Taishin International Bank Co., Ltd. (hereinafter referred to as “the Bank” or “the Company”) is organized and incorporated pursuant to the Company Act and Banking Act. The short name of the Bank is Taishin Bank.
- Article 2 The objective of the Bank is to have sound management, protect the interests of the depositors, adapt to the development of the industry, and accommodate the national banking strategy.
- Article 3 The head office of the Bank is located in Taipei city. Subsidiaries or onshore and offshore branch offices may be established to meet the business needs.
- Any establishment, disincorporation, or change of the branches specified in the preceding paragraph shall be passed by a resolution of the Board of Directors and shall be approved and registered by the Competent Authority.
- Article 4 Proclamations issued by the Bank shall be carried in a noticeable part of a daily newspaper circulated at the location of the Head Office.

Chapter 2 Shares

- Article 5 The authorized capital of the Bank is NT\$130,000,000,000, divided into 13,000,000,000 shares at par value of NT\$10. The Board of Directors is authorized to issue the shares of capital in installments.
- Article 6 The Bank's shares are all registered common shares.
- The shares already issued by the Bank may not be printed; for all issued shares, the owners shall contact the centralized securities depository enterprise for registration.
- Article 6-1 (Deleted)
- Article 6-2 (Deleted)
- Article 6-3 (Deleted)
- Article 7 The number of shares of the Bank held by one particular shareholder and interested person shall be governed by the Banking Act.
- The definitions of the particular shareholder and interested person specified in the preceding paragraph shall be subject to the Banking Act.
- Article 8 The shareholder list of the Bank shall not be changed within the sixty days before a General Shareholders' Meeting or within thirty days before an Extraordinary Shareholders' Meeting, or within five days before fixing the base date of the allocation of the dividends, bonuses, or other profits.
- Article 9 The handling of stock affairs of the Bank shall be in accordance with the criteria

stipulated by the Competent Authority and other relevant regulations.

Chapter 3 Business Scope

- Article 10 The Bank is engaged in Commercial Banking (Code H101021), is a Personal Insurance Agent (Code H601011), and is a Property Insurance Agent (Code H601021).
- Article 11 The Bank, for the need of its business operation, shall be entitled to set up an international banking department, a trust department, and an insurance agency department to operate related businesses upon approval of the Competent Authority.

Chapter 4 Shareholders' Meeting

- Article 12 The functional duties and powers of the Shareholders' Meeting of the Bank shall be exercised in accordance with the relevant laws and regulations, and the Articles of Incorporation.
- Article 13 Whereas the Bank's entire outstanding shares are owned by a single financial holding company, the functional duties and powers of the Shareholders' Meeting of the Bank shall be exercised by its Board of Directors, to which the provisions governing the Shareholders' Meeting as set out in the Company Act shall not apply.
- Article 14 (Deleted)
- Article 15 (Deleted)
- Article 16 (Deleted)
- Article 17 (Deleted)
- Article 18 (Deleted)
- Article 19 (Deleted)

Chapter 5 Board of Directors

- Article 20 The Board of Directors of the Bank shall consist of seven to eleven directors who shall be elected pursuant to the Company Act among those people with capacity and good moral character. The tenure of a director shall be three years with the possibility of reelection.
- In case the issued shares of the Bank are owned by one financial holding company, the directors specified in the preceding paragraph shall be appointed by the shareholders of such financial holding company.
- In case no election of a new director is effected after expiration of the term of office of an existing director, the term of office of the out-going director shall be extended until the time when a new director should be elected and assume the office. However, the Competent Authority may, ex officio, order the Company to elect a new director within a prescribed period of time. If no reelection is effected after expiry of the prescribed period of time, the out-going director shall be

discharged ipso facto at the expiry of the term.

The total shares held by all directors of the Bank shall not be less than the minimum percentage stipulated by the Competent Securities Authority.

The qualifications of the elected directors of the Bank shall meet the ones set by the Competent Authority.

Article 20-1 The Bank shall have at least 3 independent directors, and the independent directors should constitute not less than one-fifth of the total board seats. The independent directors may be appointed by the parent company. The professional qualifications, shareholding, limitations on part-time jobs, nomination and election manners, and other compliance matters shall be in accordance with the relevant regulations stipulated by the Competent Authority.

Article 20-2 The Board of the Company shall set up the Audit Committee to replace the role of supervisors starting from the 12th term of board, which shall consist of the entire roster of independent directors. It shall be no less than three in number, one of whom shall serve as the convener, and at least one of whom shall have accounting or finance expertise. Exercise of powers and other compliance matters of the Audit Committee shall be handled in accordance with relevant laws and regulations or provisions of the Articles of Incorporations of the Company.

Article 21 In case a director transfers more than one-half of the Company's shares being held by him/her at the time he/she is elected during the term of his/her office as a director, he/she shall, ipso facto, be discharged.

A director may be discharged at any time by a resolution adopted at a Shareholders' Meeting. In case a director has, in the course of performing his/her duties, committed any act resulting in material damages to the Company or has committed any act which is in serious violation of the laws or regulations, or has been asked to be replaced by the Competent Authority, but is not so discharged by a resolution of the Shareholders' Meeting, the shareholders who have possessed more than 3% of the outstanding shares for a period of one year or more may, within 30 days after the Shareholders' Meeting, request the court for a judgment in respect of such matter.

Article 22 When the vacant board seats have reached one-third of the total board seats, the Board of Directors shall call, within 60 days of this threshold being reached, an Extraordinary Shareholders' Meeting to elect succeeding directors to fill the vacancies. The term of such succeeding directors shall be limited to the remaining term of the vacancy.

Article 23 The Bank shall have one Chairperson of the Board Directors elected from among the directors by a majority vote at a meeting attended by over two-thirds of the directors. The Bank may have one Vice Chairperson of the Board of Directors to be elected in the same manner.

Article 24 The Chairperson of the Board of Directors shall internally preside over the

Shareholders' Meeting and the Board of Directors' Meetings and shall externally represent the Bank.

Article 25 In case the Chairperson of the Board of Directors is on leave or is unable to exercise his/her duties and authority for any cause, the Vice Chairperson shall act on his/her behalf as the deputy. In case the Vice Chairperson is also on leave or unable to exercise his/her duties and authority for any cause, or if there is no Vice Chairperson, the Chairperson of the Board of Directors shall designate one director to act on his/her behalf. Where there is no designated director, the directors shall elect an acting Chairperson of the Board of Directors among themselves.

Article 26 The Board of Directors shall have the following duties and authority:

1. To agree on and amend the important rules and regulations and contracts.
2. To review and supervise the important business and financial plans.
3. To agree on the budget plan and review the final accounts.
4. To agree on the surplus earning distribution or loss offsetting plans.
5. To agree on the new shares issued by the capital generated from the surplus and capital reserves, or those issued by cash.
6. To agree on the establishment, cancellation, or change of branches.
7. To agree on the acquisition, disposal, and rental of the assets, mortgages, and investment.
8. To determine the appointment, discharge, and remuneration of the managers.
9. To agree on the important finance cases.
10. To agree on all entrusted matters.
11. To resolve any matters that need to be resolved by the resolution of the Board of Directors in accordance with the Bank's rules governing the division of business duties and authority.
12. To review the matters referred by the Chairperson and proposed by the general manager.
13. To convene Shareholders' Meetings and review the proposals and reports proposed at the Shareholders' Meetings.
14. To approve the appointment, discharge, and remuneration of the certified public accountants auditing and certifying financial statements.
15. To exercise any other duty and authority conferred by law and the Shareholders' Meetings.

Article 26-1 The Board of Directors may delegate the Chairperson to ratify the approval of the internal rules and regulations and the approval and amendment of the "Business Duties and Authority Division Procedures" while the Board of Directors is on recess; however, matters that shall be resolved by the Board of Directors' Meetings as required by law or the "Business Duties and Authority Division Procedures" shall be excluded.

Article 26-2 In order to achieve comprehensive economic benefit, the Company authorizes the Board of Directors to consolidate the resources between the Company and the parent company (i.e. Taishin Financial Holding Co., Ltd.), and the resources between the Company, the parent company, and the subsidiaries of each company to enhance cross-business performance and to achieve an appropriate or reasonable cost sharing through negotiation based upon the extent of the resources utilization and benefits contribution between the Company and parent company, and the resources between the Company, the parent company, and the subsidiaries of each company.

Article 27 The regular meetings of the Board of Directors shall be convened once a month, and may be convened once a week due to business needs. The Board of Directors' Meetings shall be convened by the Chairperson of the Board of Directors, unless otherwise provided by law.

When convening a Board of Directors' Meeting, the agenda of the meeting shall be delivered to all directors 7 days prior to the meeting via post, electronic mail, facsimile, or courier. In case of emergency, the meeting may be convened at any time in the aforesaid manner.

Article 28 Unless otherwise provided for in the Company Act, resolutions of the Board of Directors shall be adopted by a majority of the directors at a meeting attended by a majority of the directors.

Article 29 Each director shall personally attend the meeting of the Board of Directors. In the case that a director is unable to attend the meeting, he/she may appoint another director to attend the Board of Directors' Meeting on his/her behalf; however, he/she shall issue a written proxy and state therein the scope of authority with reference to the agenda for each absence.

In the case that a Board of Directors' meeting is conducted via a video conference, the directors who employ the video to participate in the conference shall be deemed to have attended the meeting in person.

A director may accept the appointment to act as the proxy referred to in the preceding paragraph from one person only.

Article 30 The meeting minutes shall record the resolved matters at the Board of Directors' meetings, and shall be affixed with the signature or seal of the Chairperson and recorder and shall be distributed to each director within 20 days after the meeting. The meeting minutes may be made, kept, and distributed electronically.

The meeting minutes shall record the session number (or year), the date and location of the meeting, the name of the Chairperson, the names and titles of the attending directors and attendants, the name of the recorder and the method of the resolution adoption, as well as the essential points of the proceedings and the results of the meeting.

If the issued shares of the Bank are owned by the same financial holding company, the meeting minutes specified in the preceding paragraph shall be delivered to the

Board of Directors of such financial holding company for reference.

The meeting minutes and the signing books shall be kept perpetually throughout the existence of the Company.

Article 31 Mangers, and other related persons may be invited to attend the Board of Directors' meetings. Said invitees shall have no voting rights.

Article 32 The Bank's directors shall be entitled to remuneration for their exercise of duties regardless of profit and loss. Directors' remuneration shall be determined and agreed upon by the Board of Directors according to the extent of their participation in the Bank's operations and the value of their contribution, and the business performance of the Bank and the standard performance of the competitors shall be taken into account.

Article 33 (Deleted)

Article 34 The Board of Directors is authorized to stipulate and amend the Bank's organizational regulations and the Bank's rules governing the division of business duties and authority.

Article 34-1 The Company may establish various functional committees. Matters with regard to the number of members, qualifications, term, duties and powers, and the agenda of said various functional committees shall be stipulated in the organizational regulations of such functional committees and submitted to the Board of Directors for approval.

Chapter 6 (Deleted)

Article 35 (Deleted)

Article 36 (Deleted)

Article 37 (Deleted)

Article 37-1 (Deleted)

Chapter 7 Managers

Article 38 The Bank shall have one general manger, general auditor, and managers. The appointment, discharge, and remuneration of said personnel shall be proposed to the Board of Directors for approval in accordance with the Company Act and other relevant regulations.

Article 39 The appointment of the managers of the Bank shall meet the qualifications set by the Competent Authority.

Article 40 In case that the general manager is on leave or is unable to exercise his/her duties and authority for any cause, one of the deputy general managers shall be designated to act on his/her behalf.

Article 41 (Deleted)

Chapter 8 Accounting

Article 42 The fiscal year of the Bank shall be from January 1 to December 31 each year.

Article 43 The fiscal year of the Bank shall be from January 1 to December 31 each year. At the end of each fiscal year, the Board of Directors shall compile and submit the following reports and statements to the Shareholders' Meeting for acknowledgment, pursuant to the legal procedures. :

1. The business report,
2. The financial statements, and
3. The surplus earning distribution or loss off-setting proposals.

The financial statements, annual report, and any matters appointed by the Competent Authority as required in the preceding paragraph shall be prepared, audited, filed, and preserved for future reference in accordance with the Company Act, Securities and Exchange Act, Banking Act, and other relevant regulations.

Article 44 Any earnings concluded in a financial year shall first make up for the loss of previous years. A 0.01% provision of the remaining surplus, if any, shall be distributed for employee bonus. The employee bonus can be distributed as stock dividends or cash dividends upon the approval of the Board of Directors. The employee bonuses can be distributed to employees of affiliated companies that meet certain criteria in accordance with Company Law. Employee bonus plans shall be examined and ratified by the Shareholders' Meeting.

Article 44-1 The surplus of the Bank at the end of each fiscal year shall be first allocated to recover losses from the preceding years upon deduction of taxes and adjustment in accordance with the financial accounting standard. Any remaining net earnings shall be allocated as the legal reserve and as the special reserve if needed by the regulations. In addition, the special reserve might be reversed to add to the unappropriated retained earnings of prior years. Dividends and bonuses shall then be allocated for every preferred share in accordance with the Articles of Incorporation. The rest of any surplus, with the accumulated non-appropriated surplus of the preceding year, shall be allocated in whole or in part as the dividends and bonuses for the ordinary shareholders.

Under the circumstance that the Company is the subsidiary of Taishin Financial Holding Co., Ltd. and is considered to meet the requirement for operational capital of the parent company, and is also considered to meet the reasonable standard of the capital adequacy ratio, except for the allocation of the dividends and bonus for the shareholders of preferred shares made in accordance with its issuing conditions, the allocation of the dividends and bonus for the shareholders of ordinary shares shall be paid in cash annually to maintain a stable and balanced dividend strategy.

In the case that the capital adequacy ratio does not reach the reasonable standard, the allocation of the dividends and bonus for the shareholders of ordinary shares shall be paid in half cash and half shares, but it may be adjusted in accordance

with the profit, capital, capital reserves, and ratio of dilution of dividends to dividends of the shares.

Article 45 The surplus allocation paid in cash by the Bank for one year shall not exceed 15% of the total paid-in capital. This restriction shall not apply where:

1. The Bank's legal reserve equals or exceeds the Bank's paid-in capital, or
2. The Bank has met the standards required for being sound in finance and business as prescribed by the competent authority in accordance with Article 50 of the Banking Act and has set aside a legal reserve in compliance with the Company Act, or
3. Cash has been distributed following the reversal of the special reserve, which was set aside pursuant to the relevant regulations.

The surplus allocation paid in cash shall be limited if the ratio of total capital to risk-weighted assets is lower than the standard stipulated by the Competent Authority.

Article 46 The Bank may, at a General Shareholders' Meeting, require that the special surplus reserves or the whole part or any part of the surplus not be allocated, but this shall not damage the rights of the shareholders of preferred shares under the Articles of Incorporation.

Chapter 9 Supplementary Articles

Article 47 (Deleted)

Article 48 Matters not provided herein shall be subject to the Company Act, Banking Act, Securities and Exchange Act, Financial Holding Company Act, and other applicable laws and regulations.

Article 49 This Articles of Incorporation was enacted by the founders on October 6, 1990.

Note:

- The enactment made by the founders dated October 6, 1990
- The first amendment dated August 21, 1991
- The second amendment dated November 30, 1991
- The third amendment dated January 9, 1992
- The fourth amendment dated April 23, 1993
- The fifth amendment dated March 12, 1994
- The sixth amendment dated March 28, 1996
- The seventh amendment dated March 28, 1997
- The eighth amendment dated December 30, 1997
- The ninth amendment dated March 11, 1998
- The tenth amendment dated March 26, 1999
- The eleventh amendment dated March 24, 2000
- The twelfth amendment dated April 19, 2001
- The thirteenth amendment dated April 19, 2001

- The fourteenth amendment dated December 7, 2001
- The fifteenth amendment dated June 13, 2002
- The sixteenth amendment dated September 26, 2002
- The seventeenth amendment dated April 3, 2003
- The eighteenth amendment dated May 8, 2003
- The nineteenth amendment dated June 19, 2003
- The twentieth amendment dated April 29, 2004
- The twenty-first amendment made by the Board of Directors to Articles 44 and 49 dated April 14, 2005
- The twenty-second amendment made by the Board of Directors to Articles 5, 6 and 49 dated April 28, 2005
- The twenty-third amendment made by the Board of Directors to Articles 20 and 49 dated May 19, 2005
- The twenty-fourth amendment made by the Board of Directors to Article 5 dated Feb. 16, 2006
- The twenty-fifth amendment made by the Board of Directors to Articles 6-2, 14, 18, 38, 44 and 46 dated June 29, 2006
- The twenty-sixth amendment made by the Board of Directors to Articles 5, 6 and 27 dated December 21, 2006
- The twenty-seventh amendment made by the Board of Directors to Articles 5 and 6 dated December 28, 2006
- The twenty-eighth amendment made by the Board of Directors to Article 6-2 dated December 31, 2006
- The twenty-ninth amendment made by the Board of Directors to Article 6, and the deletion of Article 6-2 dated January 4, 2007
- The thirtieth amendment made by the Board of Directors to Articles 5 and 6 and addition of article 6-3 dated March 27, 2007
- The thirty-first amendment made by the Board of Directors to Article 6-3 dated April 12, 2007
- The thirty-second amendment made by the Board of Directors to Articles 12, 13, 16, and 30, and addition of Article 20-1 dated May 24, 2007
- The thirty-third amendment made by the Board of Directors to Articles 5, 6, 6-3, and 44 dated June 5, 2008
- The thirty-fourth amendment made by the Board of Directors to Articles 7, 10, 26, and 27, and the deletion of Article 33 dated June 18, 2009
- The thirty-fifth amendment made by the Board of Directors to Articles 5 and 6 dated November 12, 2009
- The thirty-sixth amendment made by the Board of Directors to Articles 26, 27, 30, 34, and 43, and the addition of Articles 26-1 and 34-1 dated September 23, 2010
- The thirty-seventh amendment made by the Board of Directors to Articles 38 and 43, and the addition of Article 26-1 dated December 23, 2009
- The thirty-eighth amendment made by the Board of Directors to Articles 6-3, 17, 32, and 44, and the addition of Article 37-1 dated August 11, 2011
- The thirty-ninth amendment made by the Board of Directors to Articles 6-3 and 44 dated June 7, 2012
- The fortieth amendment made by the Board of Directors to Articles 6-3 dated October 18, 2012
- The forty-first amendment made by the Board of Directors to Article 5 and Article 6, and the deletion of Article 6-3 dated April 24, 2014
- The forty-second amendment made by the Board of Directors to Article 5 dated May 29, 2014
- The forty-third amendment made by the Board of Directors to Article 5 dated April 16, 2015
- The forty-fourth amendment made by the Board of Directors to Articles 11, 44 and 44-1 dated February 25, 2016
- The forty-fifth amendment made by the Board of Directors to Article 10 dated March 10, 2016
- The forty-sixth amendment made by the Board of Directors to Articles 5 and 45 dated April 21, 2016
- The forty-seventh amendment made by the Board of Directors to Article 5 dated November 03, 2016
- The forty-eighth amendment made by the Board of Directors to Article 20 dated December 28, 2017
- The forty-ninth amendment made by the Board of Directors to Article 5 dated April 19, 2018
- The fiftieth amendment made by the Board of Directors to Article 5 dated December 06, 2018
- The fifty-first amendment made by the Board of Directors to Articles 5 ,12,13, and the deletion of Articles 14~19 dated June 04, 2020
- The fifty-second amendment made by the Board of Directors to Articles 34, and the deletion of Articles 41,47

dated December 31, 2020

- The fifty-third amendment made by the Board of Directors to Articles 20-1, 27, 31 and 43, the addition of Article 20-2, and the deletion of Chapter 6, Articles 35, 36, 37 and 37-1 dated July 22, 2021
- The fifty-fourth amendment made by the Board of Directors to Article 5 dated September 21, 2023
- The fifty-fifth amendment made by the Board of Directors to Article 45 dated December 26, 2024
- The fifty-sixth amendment made by the Board of Directors to Article 5 and 44-1 dated April 10, 2025