

[English Translation]

ARTICLES OF INCORPORATION
OF
FAR EASTERN INTERNATIONAL BANK

Chapter I. General Provisions

Article 1

The purpose of this Bank is to support the government policy of financial internationalization and liberalization and to promote the development of domestic economy and industry. The Bank shall be named FAR EASTERN INTERNATIONAL BANK CO., LTD. and be incorporated as a Company Limited by Shares in accordance with the Bank Law and the Company Law of the Republic of China.

The English name of the Bank is to be FAR EASTERN INTERNATIONAL BANK.

Article 2

The head office of the Bank shall be located in Taipei, Taiwan, the Republic of China. Whenever deemed necessary to facilitate or promote business, the Bank may establish sub-organizations in any appropriate locations both at home and abroad.



Chapter II. Business of the Bank

Article 3

The business of the Bank shall be categorized as H101021 Commercial Banking Industry, H601011 Personal Insurance Agency and H601021 Property and Liability Insurance Agency.

修
訂
吳 7.8.2024.

Article 3-1

The scope of business of the Bank shall be as follows:

- (1) To accept check deposits;
- (2) To accept demand deposits;
- (3) To accept time deposits;
- (4) To provide short or long term loans;
- (5) To accept discounted notes;
- (6) To invest in government bonds, short term bills, corporate bonds and financial bonds;
- (7) To engage in domestic and foreign remittance;
- (8) To accept commercial bill of exchange;
- (9) To issue local and foreign letters of credit;
- (10) To engage in local and foreign guarantee service;
- (11) To act as a collecting and paying agent;
- (12) To act as agent for selling government bonds, treasury bills, corporate bonds and company stocks;
- (13) To engage in credit card business;
- (14) To engage in custodial and warehousing business;
- (15) To engage in safe boxes leasing business;
- (16) To buy and sell foreign cash and traveler's check;
- (17) To provide guarantee service to export foreign exchange transaction, import foreign exchange transaction, general incoming and outgoing remittance, foreign exchange deposits, foreign exchange loans, and foreign exchange guaranteed payment;
- (18) To provide foreign exchange collateralized account service;
- (19) To engage in derivative financial products business to the approval of the central competent authority;
- (20) To provide factoring service subject to the approval of the central competent authority;
- (21) To issue financial bonds;
- (22) To underwrite the issuance of corporate bonds;
- (23) To provide the services as designated by the provisions of Trust Business Law;
- (24) To engage in the securities business (to buy and sell securities as an agent);
- (25) To sell gold bars, gold coins, and silver coins as an agent;
- (26) To provide agent's service related to the above-mentioned business or subject to the approval of the central competent authority;
- (27) To provide personal insurance agency services;
- (28) To provide property and liability insurance agency services;
- (29) To engage in other related business subject to the approval of the central competent authority.

Chapter III. Shares

Article 4

The total authorized capital of the Bank is to be Fifty Five Billion New Taiwan Dollars (NT\$55,000,000,000), Five billion and Five Hundred Million (5,500,000,000) common

shares with a par value of Ten New Taiwan Dollars (NT\$10) per share, which may be partially issued, from time to time, by the Board of Directors under authorization.

Issuance of Preferred Stock shall not exceed the amount described above.

Article 4-1

The rights, obligations, and other important terms and conditions of the Bank's preferred stock are listed as follows:

1. Should there be surplus after the closing of annual accounts, the Bank shall make up the loss of the previous years. There should be retained a legal reserve of thirty per cent (30%), then special reserve shall be retained in compliance with the law. After that, the remaining surplus should first be paid for the dividends of the current year on the Preferred Stock.
2. The dividends rate of Preferred Stock shall be capped at 8% per annum. The distributable dividends shall be calculated based on the actual selling price, and be distributed annually by cash. After the books of accounts are recognized in the yearly Shareholders' Meeting, the Board of Directors shall separately set an effective date for paying such dividends.
In the year of issuance and redemption, the distribution of the payable dividends shall be calculated based on the actual number of days the Preferred Stock remained outstanding in that year.
3. The Bank has sole discretion on the distribution of preferred share dividends. If after annual audited accounts are prepared, there is no earnings and no distributing dividends of common stock or insufficient earnings for distributing dividends of Preferred Stock, or if such kind distribution will cause the Bank's capital adequacy ratio to fall below the minimum requirement stipulated by the Regulations Governing the Capital Adequacy and Capital Category of Banks or the competent authorities, the cancellation of distributing Preferred Stock dividends by resolution of the Bank will not be deemed as an event of default.
4. The remaining assets of the Bank shall be distributed to the holders of the Preferred Stock in preference to the holders of the Common Stock provided. The different types of preferred stock of the Bank shall rank pari passu without any preference among themselves and their repayment shall be capped at their respective issue amount. If the competent authority puts the Bank under receivership, appoints administrators to take over the Bank, or orders the Bank to suspend its business for special liquidation or to commence liquidation, the holder(s) of the Preferred Stock shall have the same priority as the holders of common shares in terms of distribution of the Bank's residual assets.
5. Holders of outstanding Preferred Stock have mandatory voting rights with respect to agendas that would affect Preferred Stock in Shareholders' meetings and in Preferred Shareholders' meetings. Except for the holders of the convertible Preferred Stock, the other holders of the Preferred Stock shall have no voting and election rights in the Shareholders' Meeting, but they all shall have the right to be elected to be directors.
6. Except the right of receive the dividends as provided in Sub-paragraph 2 of this Paragraph, the holders of the Preferred Stock, if holding non-participating

preferred stock, shall have no right to the distribution of the cash or capital set aside from the surplus and capital surplus, available to the holders of the Common Stock.

7. In case of the issuing of new stock by the Bank due to capital increase, the holders of the Preferred Stock shall have the same pre-emptive right to purchase the new stock like the holders of the Common Stock.
8. Preferred Stock issued by the Bank, the Board of Director is authorized to set the convertible period in the specific issuance terms. If holding Convertible Preferred Stock, may be converted at least one year after the date of issuance terms. The holders of the Preferred Stock may, pursuant to the issuance terms, apply for converting the Preferred Stock, in full or in part, into shares of Common Stock of the Bank at the conversion rate of one-to-one. Upon conversion, the converted stock shall have the same rights and obligations as common stock. Dividends for Preferred Stock at the year of conversion shall be calculated based on the ratio between the actual issuance days and total days of the conversion year, should any shares of Preferred Stock be converted into shares of the Common Stock before the standard date of dividends distribution, the holders shall not have the right to the dividends distribution of Preferred Stock in the current and following years, but such shareholder may participate in the distribution of profit and capital reserve to holders of common stock.
9. If the Bank issues non-perpetual Preferred Stock, the issuance period cannot be shorter than 5 years. Holders of Preferred Stock have no right to request redemption of such shares by the Bank. Upon expiry date of the issuance period or from the day following the fifth anniversary of the issuance date, the Bank may, pursuant to the issuance price and relevant issuance terms, redeem such shares in cash, compulsorily convert such shares into newly issued shares(at 1:1 ratio), or redeem such shares in other manners permissible by law. If at the time the Bank is unable to redeem all or a part of the Preferred Stock (due to force majeure or otherwise), the rights and obligations of the outstanding Preferred Stock will remain unchanged until full redemption by the Bank.
10. If the Bank issues perpetual Preferred Stock, holders of perpetual Preferred Stock have no right to request redemption of such shares by the Bank. The Bank may, subject to the competent authority's approval, entirely or partially redeem the issued Preferred Stock at the actual issue price. The Bank may set redemption date at a date no earlier than the day following the fifth anniversary of the issuance date. The rights and obligations of the remaining and outstanding Preferred Stock as described in the preceding paragraphs will remain unchanged.

The Board of the Directors shall be authorized to prescribe the issuance date and the specific terms of the Preferred Stock at the actual issue date according to the conditions of the current capital market and investors' expectation, in accordance with the Bank's Articles of Incorporation and applicable laws and regulations.

Article 5

All shares issued by the Bank shall be register shares and issued in accordance with the laws.

The shares issued by the Bank need not be witnessed by printed share certificate but shall be registered with a securities central depository institution.

Article 6

Any matter relating to share transactions of the Bank shall be handled in accordance with 'the Regulation Governing the Handling of Share Transactions by Publicly Traded Companies' and other relevant laws and regulations.

Article 7

Registration of transfer of a share certificate shall be suspended within sixty (60) days prior to a regular shareholders' meeting, or thirty (30) days prior to a special shareholders' meeting, or five (5) days prior to the date set for distributing dividends, bonuses, or other benefits.

Chapter IV. Shareholders' Meetings

Article 8

Meetings of shareholders of the Bank are of two kinds, namely: regular meetings of shareholders and special meetings of shareholders. Unless otherwise defined in the laws and regulations, the meetings are called by the Board of Directors according to law. A regular meeting of shareholders shall be called by the board of directors within six months after the conclusion of each business year. A special meeting of shareholders may be called by the law whenever they deem it necessary.

Article 9

Notice of a regular meeting of shareholders shall be given to each shareholder and publicly announced thirty (30) days prior to the date of meeting. Notice of a special meeting of shareholders shall be given to each shareholder and publicly announced fifteen (15) days prior to the date of meeting. The notice shall state the time, place, and the reasons for calling the meeting.

When the Company holds a shareholders' meeting, the meeting may be held by

means of visual communication network, or other methods promulgated by the central competent authorities.

Article 10

Unless otherwise provided in the Company Law, a quorum of the meeting of shareholders shall consist of shareholders holding more than half the total outstanding shares issued by the Bank, resolutions of shareholders shall be made by a majority vote of shareholders present in person.

Article 11

The powers of the meeting of shareholders shall be as follows:

- (1) To prescribe and amend the Articles of Incorporation;
- (2) To elect the directors;
- (3) To review the books prepared by the board of directors and the Audit Committee' reports;
- (4) To review proposals governing the increase or decrease of the share capital of the Bank;
- (5) To distribute profit or make up the deficit;
- (6) To resolve on any other important matters or those as provided in the Company Law.

Article 12

When the shareholder is unable to attend the Shareholders' Meeting, the entrusted deputy may attend the meeting and exercise the shareholder's rights according to Article 177 of the Company Act. The entrusted deputy is not the shareholder only.

Unless the Company Law provides otherwise, the designation of a proxy by any shareholder shall be subject to the 'Regulation Governing the Attendance by Proxy of Shareholders' Meetings of Publicly Traded Companies'.

Article 13

Unless the Company Law or the Articles of Incorporation of the Bank should provide otherwise, the meetings of shareholders shall be presided over in accordance with the Rules of Proceedings for Meetings of Shareholders of the Bank.

Article 14

The resolutions at the Shareholder's Meeting shall be documented in the Meeting minutes. The Meeting minutes shall be signed or stamped by the Chairman and the resolutions shall be exercised according to Article 183 of the Company Act.

Chapter V. Board of Directors and Managers

Article 15

The Bank shall have nine (9) to fifteen (15) Directors and shall have not less than one Director of different genders. All Directors shall be elected among the shareholders with capacity at a shareholders' meeting. The Directors shall include not less than three Independent Directors, and not less than one-third of the Director seats shall be held by the Independent Directors. A candidate nomination system shall be adopted for the election of Directors. The shareholders shall elect the Directors from the list of candidates of Directors. Any matters relating to nomination shall be handled in accordance with Article 192-1 of the Company Act and the relevant laws and regulations.

The Bank's Audit Committee is organized by all independent directors in accordance with the provisions of the Securities Exchange Act. Members of the Audit Committee, the exercise of authorities, and other binding matters are processed in accordance with the governing law or the organizational regulations. The organic regulation of the Audit Committee is separately prescribed by the Board of Directors.

The number of total shares owned by the Directors shall be prescribed in accordance with the 'Regulation Governing the Shareholding Percentage of Directors and Supervisors and its Verification of Publicly Traded Companies'.

Article 16

The tenure in office of the Directors shall be three (3) years. All Directors are eligible for re-election.

Article 17

Three to five Managing Directors shall be elected by and from among the Directors. The Managing Directors shall include not less than one Independent Director, and not less

than one-fifth of the Managing Director seats shall be held by Independent Directors. The Chairman and Vice Chairman of the Board of Directors shall be elected by and from among the Managing Directors. Directors and Managing Directors shall form the Board of Directors and the Board of Managing Directors respectively.

The Board of Managing Directors shall carry out the functions of the Board of Directors while the Board of Directors is in recess.

One to Two Executive Directors shall be elected by and from among the Board of Directors. The Executive Directors shall attend meetings of the Board of Managing Directors but shall not vote.

Article 18

The Chairman of the Board of Directors shall externally represent the Bank and internally preside over the shareholders' meetings, the meetings of the Board of Directors, and the meetings of the Board of Managing Directors. If, for temporary leave or other reasons, the Chairman is unable to exercise his powers, the Vice Chairman of the Board of Directors shall act on his behalf; and if the Vice Chairman likewise is unable to exercise his powers, the Chairman of the Board may designate one Managing Director to act on his behalf. In the absence of such designation, the Managing Directors or Directors shall elect one among themselves to exercise these powers.

Article 19

Regular meetings of the Board of Directors shall be convened once every three (3) months; and meetings of the Board of Managing Directors may convene from time to time.

In calling a meeting of the board of directors, a notice setting forth therein the subject(s) to be discussed at the meeting shall be given to each director no later than 7 days prior to the scheduled meeting date by means of personal delivery, fax, electronic mail, or postal delivery; however, in the case of emergency, the meeting may be convened at any time by the same means of notice as provided above.

If a Director is unable to attend the meeting, he may appoint another Director to act on his behalf at the meeting in accordance with the law.

The preparation and distribution of the minutes of meeting of the Board of Directors

may be effected by means of electronic transmission.

Article 20

The Power of the Board of Directors shall be as follows:

- (1) To review and approve any corporate rules or regulations;
- (2) To review and approve business plan;
- (3) To propose as to the increase or decrease of capital;
- (4) To decide as to whether to establish, to revoke, or to change any of the branches and/or representative offices of the Bank;
- (5) To review important contracts;
- (6) To prepare and compile budgets and settlement of accounts;
- (7) To decide as to whether to buy or sell real estates;
- (8) To propose as to the appropriation of profits or surplus;
- (9) To review and approve big loan applications and important businesses;
- (10) To Review and approve the appointment and dismissal of officers and managers of Finance, Accounting, Risk Management, Legal Compliance, and Internal Audit;
- (11) To review and approve the appointment and dismissal of each department head of both the administrative and business units.
- (12) To review matters assigned by the Chairman of the Board of Directors and the proposals submitted by the President;
- (13) To carry out the resolutions of the shareholders' meeting;
- (14) To perform any other functions as may be prescribed by laws and regulations.

Article 21

The Board of Directors shall be authorized to resolve on the remunerations of the directors based on their contribution to the operation of the Bank and the comparable level as offered by the other companies in the same trade.

Article 22

The Bank's management includes President, Executive Vice Presidents, Heads of Business Unit, Deputy Executive Vice Presidents, Department Heads (Managers and Officers), and Branch Managers.

The Bank shall appoint: a President to manage the overall business of the Bank in accordance with the policy adopted by the Board of Directors; and a number of managers at all levels are appointed to assist the President. Besides, the Bank shall also appoint one Chief Auditor to manage the overall auditing matters of the Bank. Appointment and dismissal of the above-mentioned personnel shall be approved by a majority vote of the Directors present at a Meeting of Board of Directors.

Chapter VI. Accounting

Article 23

The fiscal year of the Bank shall be from January 1st to December 31st, and based on the calendar years of the Republic of China. There shall be two accounting periods in a year. June 30 shall be the settling date for the 1st period and December 31 that for the second period. At the end of the fiscal year, an annual settlement of accounts shall be conducted.

Article 24

For the purpose of settling the accounts of the Bank, the Board of Directors shall prepare various documents and statements and present them to the Audit Committee for examination thirty (30) days prior the regular meeting of shareholders.

After it is submitted to and audited by the Audit Committee, it should be submitted to the regular shareholders meeting for acknowledgment.

The documents enumerated in the preceding paragraph shall be declared to the competent authorities in accordance with the Company Act, Securities and Exchange Act, Banking Act and other laws and ordinances concerned and shall be duly promulgated as required.

Article 25

If there be net income before income tax, remuneration of directors and employees' compensation, the Bank should retain an employees' compensation of 3.5%-4.5% and a remuneration of directors no greater than 1.5%. Should there be accumulated loss, the Bank shall retain earnings to cover the loss in advance.

Employees' compensation may be distributed in the form of stocks or in cash. The amount distributable as employees' compensation and remuneration of directors shall be decided by a resolution adopted by a majority vote at a meeting of board of directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.

Article 25-1

In case of surplus after settlement of accounts for each fiscal year, the Bank shall recover all the losses incurred in the previous years, if any, before setting aside a legal reserve of thirty per cent (30%) of the net profit and appropriating, according to law and regulations, a special reserve shall be retained, and shall first be distributed to the dividends of Preferred Stock. The remaining amount together with the accumulated retained profits of the last year and the reversals of special reserves are available for distribution as dividends for Common Stock. The dividends for Common Stock shall be distributed at least thirty per cent (30%) of the remaining amount. The Board of Directors shall prepare the earnings distribution in accordance with the existing circumstances at the time, taking into account the future development plan of the Bank. Any allocation of cash dividend shall, in principle, be no less than 10% of the total dividends to be distributed that year.

Before the above-mentioned legal reserve reaches the amount of total paid-in capital, the maximum appropriation of cash dividends shall not exceed fifteen percent (15%) of the total paid-in capital.

Chapter VII. Supplemental Provisions

Article 26

Rules governing the organization of the Bank, and other rules and regulations shall be separately prescribed by the Board of Directors.

Article 27

The matters not provided for in the Articles of Incorporation of the Bank shall be dealt with in accordance with the Bank Law, the Company Law, and other relevant financial laws and regulation.

Article 28

These Articles of Incorporation were established on May 14, 1990 and shall be effective as of the date on which they are approved by the competent authority.

The amendment of Articles of Incorporation shall take effect on approval by the shareholders' meeting.

- ※ The first amendment was made, on December 9, 1991.
- ※ The second amendment was made, on May 21, 1993.
- ※ The third amendment was made, on May 19, 1995.
- ※ The fourth amendment was made, on May 22, 1996.
- ※ The Fifth Amendment was made on May 21, 1997.
- ※ The Sixth amendment was made on May 20, 1998.
- ※ The Seventh amendment was made on May 19, 1999.
- ※ The Eighth amendment was made on April 28, 2000.
- ※ The Ninth amendment was made on May 11, 2001.
- ※ The Tenth amendment was made on June 5, 2002.
- ※ The Eleventh amendment was made on May 29, 2003.
- ※ The Twelfth amendment was made on April 16, 2004.
- ※ The Thirteenth amendment was made on June 27, 2006.
- ※ The Fourteenth amendment was made on June 20, 2007.
- ※ The Fifteenth amendment was made on June 20, 2007.
- ※ The Sixteenth amendment was made on June 6, 2008.
- ※ The Seventeenth amendment was made on June 6, 2008.
- ※ The Eighteenth amendment was made on June 10, 2009.
- ※ The Nineteenth amendment was made on June 10, 2009.
- ※ The Twentieth amendment was made on June 21, 2010.
- ※ The Twenty-first amendment was made on June 15, 2011.

- ※ The Twenty-second amendment was made on June 26, 2012.
- ※ The Twenty-third amendment was made on June 19, 2013.
- ※ The Twenty-fourth amendment was made on June 24, 2014.
- ※ The Twenty- fifth amendment was made on June 16, 2015.
- ※ The Twenty- sixth amendment was made on June 15, 2016.
- ※ The Twenty- seventh amendment was made on June 20, 2018.
- ※ The Twenty-eighth amendment was made on June 11, 2020.
- ※ The Twenty-ninth amendment was made on July 20, 2021.
- ※ The Thirty amendment was made on June 21, 2022.
- ※ The Thirty-first amendment was made on June 19, 2024.