

Yuanta Commercial Bank

Audit Committee Charter

Adopted by the 84th meeting of the 5th Board of Directors on May 24, 2007

Amended by the 5th meeting of the 6th Board of Directors on August 16, 2007

Amended by the 17th meeting of the 7th Board of Directors on February 10, 2011

Amended by the 41st meeting of the 9th Board of Directors on November 23, 2017

Amended by the 51th meeting of the 9th Board of Directors on April 26, 2018

Amended by the 10th meeting of the 10th Board of Directors on September 26, 2019

Amended by the 30st meeting of the 11th Board of Directors on August 3, 2023

Amended by the 49st meeting of the 11th Board of Directors on May 9, 2024

- Article 1 This Charter is adopted pursuant to Article 3 of the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies.
- Article 2 Matters concerning the number, term of office, powers, rules of procedure for meetings, and resources to be provided by the Company when the Audit Committee ("the Committee") exercises its powers and duties shall be handled in accordance with this Charter.
- Article 3 The main function of the Audit Committee is to supervise the following matters:
1. Fair presentation of the financial reports of the Company.
 2. The appointment (and dismissal) of auditing Certified Public Accountants ("CPAs") and their independence and performance.
 3. The effective implementation of the internal control system of the Company.
 4. Compliance with relevant laws and regulations by the Company.
 5. Management and control of the existing or potential risks of this Company.
- Article 4 The Committee shall be composed of the entire number of independent directors. It shall not be fewer than three persons of member, one of whom shall be the convener, and at least one of whom shall have accounting or financing expertise.
- The term of office of the members of the Committee shall be the same as that of an independent director. When the number of independent directors of the Committee falls below that prescribed in the preceding paragraph or in the Articles of Incorporation due to an independent director's dismissal for any reason, the Company shall report its parent company to appoint a replacement to fill the vacancy pursuant to relevant laws.
- Article 5 The Securities and Exchange Act, the Company Act, the Financial Holding Company Act, and other laws and regulations governing supervisors shall apply to the Committee.

The provisions of Article 14-4, Paragraph 4 of the Securities and Exchange Act, in regard to the Company Act as concerning the powers of supervisors, apply to the independent director members of the Committee.

Resolutions of the Committee shall be made with the consent of at least one-half of all members of the Committee. The convener of the Committee represents the Committee externally.

The representatives of the Company under the matters of Articles 213, 214, and 223 of the Company Act shall be selected by the Committee in accordance with the preceding paragraph, and the Committee may resolve that they shall be represented by the Committee members individually or jointly; if the representatives are not selected in accordance with the preceding paragraph, they shall be represented by all the Committee members jointly.

Article 6 The powers and duties of the Committee are as follows:

1. The adoption of or amendments of the internal control system pursuant to the provisions of Article 14-1 of the Securities and Exchange Act.
2. Assessment of the effectiveness of the internal control system.
3. The adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of the procedures for handling financial or business activities of a material nature, such as acquisition or disposal of assets, derivatives trading, loaning of funds to others, and endorsements or guarantees for others.
4. Matters in which a Director is an interested party.
5. Asset transactions or derivatives trading of a material nature.
6. (Deleted)
7. The offering, issuance, or private placement of equity-type securities.
8. The appointment or dismissal of auditing CPAs, or their compensation.
9. The appointment or discharge of a financial, accounting, or internal audit officer.
10. Annual financial report signed or sealed by the chairperson, the managers, and the accounting supervisors and the second-quarter financial report, which is subject to an audit and certification by certified public accountants.
11. Supervise the bank culture establishment and review the annual implementation results.
12. Other material matters as may be required by the Company or by the competent authority.

The matters under the preceding paragraph shall obtain majority consent of the entire members of the Committee and be submitted to the Board of

Directors for resolution.

Any matter, except Subparagraph 10, of Paragraph 1, that has not been consented by majority of the entire members of the Committee may be adopted with the consent of two thirds or more of the entire members of the Board of Directors, without being subject to the restriction prescribed in the preceding paragraph, and the resolutions of the Audit Committee shall be recorded in the minutes book of the board meeting.

“All members of the Committee” and “all directors of the board” as used herein, shall be counted as the number of members actually in office at the given time.

Article 7 The Committee shall convene once a month, and may call a meeting at its discretion whenever necessary.

In calling a meeting of the Committee, a notice of the reasons for convening the meeting shall be given to each independent director member at least seven (7) days in advance. In emergency circumstances, however, the meeting may be called on shorter notice.

The Committee shall be convened at the place and time where the Company is located and during business hours or at a place and time convenient for the members of the Committee to attend and suitable for the Committee to convene.

A member of the Committee shall be elected as the convener and meeting chairperson by and from the entire membership of the Committee. When the convener is on leave or unable to convene a meeting for any reason, the convener shall appoint another independent director member on the Committee as acting convener; if the convener does not make such an appointment, one independent director member of the Committee shall be elected by and from the other independent director members of the Committee to serve as convener.

More than one-half of all independent directors of the Committee may request the convener to convene the Committee by stating in writing the matters proposed and the reasons therefor. If the convener does not convene the Committee within fifteen (15) days of the request, the independent directors, who represent at least one-half of the total number of members of the Committee, may convene the Committee on their own.

The Committee may request the managers of relevant departments, internal audit officers, certified public accountants, attorneys, or other personnel of the Company to attend the meeting as non-voting participants and provide pertinent and necessary information, provided that they shall leave the meeting when discussion or voting takes place.

When the Committee calls a meeting, it shall furnish the members of the Committee present at the meeting with relevant materials for reference as necessary.

Article 8 When a meeting of the Committee is held, an attendance book shall be made available for signing-in by the independent director members in attendance, and thereafter made available for reference.

Independent director members shall attend meetings of the Committee in person; if an independent director member is unable to attend in person, the independent director member may appoint another independent director member as proxy to attend the meeting. Attendance via telecommunications is deemed as attendance in person.

A member of the Committee that appoints another independent director member as proxy to attend a meeting of the Committee shall in each instance issue a written proxy stating the scope of authorization with respect to the items on the meeting agenda.

Resolutions at meetings of the Committee shall be adopted with the approval of one-half or more of the entire members of the Committee. The result of a vote shall be made known immediately to the Committee and recorded in writing.

Except for Article 6, Paragraph 1, Subparagraph 10, if for a legitimate reason it is impossible to hold a meeting of the Committee, matters on the meeting agenda shall be adopted with the consent of two thirds or more of the entire board of directors. Nevertheless, a written opinion indicating approval shall be obtained from each independent director member with respect to the matters under Article 6, Paragraph 1, Subparagraph 10.

The proxy under Paragraph 2 may accept a proxy from one person only.

Article 8-1 If the number of members present does not reach one-half of the total number of members at a meeting, the chairperson may announce that the meeting will be postponed to a later time on the same day, and the number of times the meeting is postponed shall be limited to two. If the quorum is still insufficient after two postponements, the chairperson may reconvene the meeting in accordance with the procedures stipulated in Article 7, Paragraph 2.

Article 8-2 The Committee shall conduct its proceedings in accordance with the procedures set forth in the notice of meeting. However, it may be changed with the consent of at least one-half of all members of the Committee. The chairperson shall not adjourn a meeting without the consent of at least one-half of all the members of the Committee. If, at any time during the

proceeding of a meeting of the Committee, less than one half of the total number of members are present, the chairperson shall, upon the proposal of the independent directors present, declare that the meeting shall be suspended and that the provisions of the preceding Article shall apply. If, at any time during the proceeding of a meeting of the Committee, the convener is unable to preside over the meeting for any reason or the chairperson does not adjourn the meeting in accordance with Paragraph 2, the election of his or her proxy shall be governed by the provisions of Article 7, Paragraph 5.

Article 9 Discussions at a meeting of the Committee shall be included in the meeting minutes, which shall faithfully record the following:

1. The session, time and place of the meeting.
2. The name of the meeting chairperson.
3. Attendance by the independent director members, including the names and the number of members present, excused, and absent.
4. The names and titles of those attending the meeting as non-voting participants.
5. The name of the minute taker.
6. The matters reported at the meeting.
7. Agenda items: For each proposal, the method of resolution and the result; a summary of the comments of the independent director members of the Committee and experts and other persons present at the meeting; name of the independent director who is a stakeholder as referred to in Paragraph 1 of Article 11, explanation of the material aspects of the stake the director has, the reason why the director should or should not recuse himself or herself and whether or not the director has rescued; and any objections or reservations expressed.
8. Extemporary motions: The name of the mover; the method of resolution and the result for each motion; a summary of the comments of the independent director Disclaimer: This document is a translation from the original Chinese version. In the case of any discrepancy, the original document shall supersede this version. members of the Committee and experts and other persons present at the meeting; name of the independent director who is a stakeholder as referred to in Paragraph 1 of Article 11, explanation of the material aspects of the stake the director has, the reason why the director should or should not recuse himself or herself and whether or not the director has rescued; and any objections or reservations expressed.
9. Other matters required to be recorded.

The attendance book constitutes part of the minutes for each meeting of the

Committee and shall be appropriately preserved during the existence of the Company.

The minutes of a Committee meeting shall bear the signature or seal of both the chairperson and the minute taker, and a copy of the minutes shall be distributed to each independent director of the Committee within twenty (20) days after the meeting. The minutes shall be deemed important corporate records and appropriately preserved during the existence of the Company.

The meeting minutes of Paragraph 1 may be produced and distributed in electronic form.

Article 9-1 Any and all meetings of the Committee shall be audio-recorded or videotaped from beginning to adjournment of the meeting as evidence and the files shall be kept for at least five (5) years. The files may be stored in the electronic form.

If any litigation relating to a resolution of the meeting of the Committee commences before the expiry of the period in which the evidence shall be kept in accordance with the preceding paragraph, the relevant data of audio-recorded or videotaped evidence shall continually be kept until the conclusion of the litigation.

For a meeting of the Committee convened via videoconferencing, the audio-recorded and videotaped data shall be part of the minutes of the meeting and shall be properly kept during the existence of the Company.

Article 10 The Committee's meeting agenda shall be drafted by the convener with instructions from relevant units. Other members may also put forward proposals for discussion by the Committee.

Article 11 An independent director member of the Committee shall explain the material Disclaimer: This document is a translation from the original Chinese version. In the case of any discrepancy, the original document shall supersede this version. aspects of the stake he or she has when he or she is a stakeholder with respect to a given agenda item. When such a relationship is likely to prejudice the interests of the Company, the independent director shall not attend the discussion and voting and shall recuse himself or herself therefrom. Also, he or she shall not exercise the voting right for and on behalf of another independent director member.

Where the spouse or a blood relative within the second degree of an independent director is an interested party in the meeting matter mentioned in the preceding paragraph, such director shall be deemed to be an interested party with respect to that agenda item.

If, for the reason stated in Paragraph 1, an agenda item cannot be resolved at a meeting of the Committee, it shall be reported to the Board of Directors,

which shall resolve on the item.

- Article 12 The Committee and independent directors may, on behalf of the Company, retain the service of an attorney, certified public accountant, or other professionals, to audit or advise on matters necessary for the exercise of powers. The costs of their services shall be borne by the Company.
- Article 13 The Committee members shall exercise the due care of a good administrator and faithfully perform the duties prescribed in this Charter; they shall be accountable to the Board of Directors and shall submit their proposals for deliberation by the Board of Directors.
- Article 14 The Committee shall conduct periodic reviews of matters relating to this Charter and present the results for amendment by the Board of Directors. The execution of tasks relating to resolutions adopted by the Committee may be delegated to the convener or other Committee members for follow-up, with a written or verbal report to be presented to the Committee during the implementation period. When necessary, the matter shall be presented for ratification or a report made at the next meeting of the Committee.
- Article 15 This Charter, and any amendments hereto, shall come into in force after adoption by a resolution of the Board of Directors.