

Yuanta Commercial Bank

Scope of Duties for Independent Directors

Adopted by the 13th meeting of the 6th Board of Directors on December 6, 2007

Amended by the 34th meeting of the 9th Board of Directors on August 17, 2017

Amended by the 45th meeting of the 11th Board of Directors on March 7, 2024

- Article 1 In order to establish a good corporate governance and independent director system in the Bank, and to enable Independent Directors to perform their functions on the Board of Directors and the Company's operations, these Rules are enacted for compliance, with reference to the provisions of Paragraph 1, Article 26 of the "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies."and Article 33, Paragraph 1 of the Corporate Governance Best Practice Principles for Bank .
- Article 2 Matters relating to the responsibilities of the Bank's Independent Directors shall be subject to the provisions of these Rules, unless otherwise provided by laws, regulations, or the Articles of Association. The Bank has an Audit Committee with all Independent Directors as its members. For the matters relating to Independent Directors' responsibilities in the said committee, it shall be handled in accordance with the provisions of the Bank's "Audit Committee Charter."
- Article 3 The Bank's Independent Directors shall have professional knowledge, and their shareholding and concurrent employment shall be restricted. They shall remain independent within the scope of duties, and shall not have direct or indirect interest in the Bank. The professional qualifications, shareholding and concurrent employment restrictions, the determination of independence, and the nomination (appointment) method of Independent Directors stipulated in the preceding paragraph, and the regulations governing other measures to be complied with shall be handled in accordance with the "Securities and Exchange Act," "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies," or the regulations of other competent authorities.
- Independent Directors and non-Independent Directors may not exchange their positions during their term of office.
- Article 4 At least one independent director shall attend board of directors' meeting in person; the following matters shall be submitted to the board of directors for resolution and all of the independent directors shall attend such board meeting, and where any independent director is unable to attend such board meeting in person, he/she shall appoint another independent director to

attend the meeting in his or her place. When an independent director objects to or expresses reservations about any of the matters, it shall be recorded in the board meeting minutes. If an independent director intends to express an objection or reservations is but unable to attend the board meeting in person, then unless there is a legitimate reason to do otherwise, the independent director shall issue a written opinion in advance, which shall be recorded in the board meeting minutes:

1. The Bank's operating plan.
2. The annual financial report signed or sealed by the chairperson of the board, manager, and accounting supervisor, and the second quarter financial report subject to audit and certification by a certified public accountant (CPA).
3. Review of the Bank's formulated or amended internal control system and assessment of the effectiveness of the internal control system.
4. Review of the Bank's formulated or amended procedures for acquisition or disposition of assets, engaging in derivative transactions, and material financial business activities such as providing loans, endorsements and guarantees to others.
5. Matters relating to Directors' own interests.
6. Material asset or derivative transactions.
7. Providing major capital loans, endorsements, or guarantees.
8. Offering, issuing or private placement of securities of an equity nature.
9. Appointment, dismissal or remuneration of attest CPAs.
10. The appointment or discharge of a senior financial, accounting, internal audit officer, risk management and legal compliance.
11. The performance evaluation and remuneration standards of the managers and sales personnel and the structure and system of directors' remuneration.
12. A donation to a related party or a significant donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the next Board of Directors meeting for retroactive recognition.
13. Other matters as stipulated by law and the Articles of Association which shall be resolved by the shareholders' meeting or submitted to the Board of Directors, or material matters as prescribed by the competent authority.

The term "related party" in the subparagraph 12 of the preceding paragraph means a related party governed by the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation or cumulative

donations within the preceding year to a single recipient at an amount of NTD100 million or more, or at an amount equal to or greater than 1% of the net operating revenue or 5% of the paid-in capital as stated in the audited financial report for the most recent year, or at a lower amount referred to in any of the Bank's rules.

The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

Article 5 The Bank shall insure all independent directors against liability in respect of liabilities to which they are legally liable during their tenure of office in carrying out their business.

After the Bank has taken out or renewed liability insurance for independent directors, it shall submit a report to the latest board of directors' meeting on the insured amount, coverage, and premium rate of its liability insurance, and other important contents.

Article 6 The remuneration of the Bank's Independent Directors shall be set out in the Articles of Association or in accordance with the resolutions of the shareholders' meeting, and may be subject to a reasonable remuneration different from that for non-Independent Directors. The remuneration of the Independent Directors can be set as a fixed monthly remuneration subject to the relevant statutory procedures, not participating in the distribution of the remuneration to the Bank's Directors.

Article 7 The Bank's Independent Directors shall receive continuing education, including participating in necessary and relevant training courses, and shall comply with the requirements of the competent authority and the Bank's "Regulations Governing Directors' Continuing Education."

Article 8 When the Bank's Independent Director discovers that the Bank or its subsidiary is at risk of suffering material damages, he/she shall promptly handle it appropriately as soon as possible, immediately notify the Audit Committee or other independent board members of the Audit Committee, report it to the Board of Directors, and shall supervise the Bank to notify the competent authority.

Article 9 The Bank may not obstruct, refuse, or evade the actions of independent directors in the performance of their business. As they deem necessary to performing those business, independent directors may request the board of directors to appoint relevant personnel or to hire professionals for assistance. The related necessary expenses shall be borne by the Bank.

Article 10 These Rules are implemented after the approval of the Bank's Board of Directors, and the same shall also apply to any revision thereto.