

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

- 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."
- 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, the method of nomination of the 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 For the following matters which shall be submitted to the Board of Directors, Independent Directors shall attend the meeting in person and shall not appoint any non-Independent Directors as proxies. Any objections or reservations of Independent Directors shall be stated in the minutes book of the Board of Directors; if an Independent Director is unable to attend the meeting of Board of Director to express objections or reservations in person, in addition to having justifiable reasons, written opinions shall be issued in advance and stated in the minutes book of the Board of Directors:
1. The Bank's operating plan.

2. Annual financial reports and semi-annual financial reports.
3. Review of the Bank's formulated or amended 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. Appointment and dismissal of finance, accounting or internal audit supervisors.
11. 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.

Article 5 The Bank may enter into a liability insurance contract with an insurance company for Independent Directors' legal liability for damages within the scope of duties.

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 or other members of the Board of Directors shall not obstruct, refuse or evade Independent Directors' execution of responsibilities and shall respect Independent Directors' request for the adequacy of the information on the

issues.

When it is deemed necessary upon Independent Director's performing of their responsibilities, they may request the Board of Directors to appoint relevant personnel or hire experts for assistance. The expenses necessary for the employment of experts and other Independent Directors' performing of their responsibilities prescribed in the preceding paragraph 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.