

Yuanta Securities Co., Ltd.

Rules Governing Procedures for Board of Directors Meetings

Approved at the 35th meeting of the 5th Board of Directors on December 19, 2006

Amended at the 2nd meeting of the 6th Board of Directors on August 21, 2007

Amended at the 5th meeting of the 6th Board of Directors on November 29, 2007

Amended at the 12th meeting of the 6th Board of Directors on June 26, 2008

Amended at the 39th meeting of the 6th Board of Directors on June 24, 2010

Amended at the 26th meeting of the 7th Board of Directors on March 22, 2012

Amended at the 29th meeting of the 7th Board of Directors on May 24, 2012

Amended at the 35th meeting of the 7th Board of Directors on October 25, 2012

Amended at the 21st meeting of the 8th Board of Directors on November 7, 2014

Amended at the 31st meeting of the 8th Board of Directors on July 30, 2015

Amended at the 19th meeting of the 9th Board of Directors on November 30, 2017

Amended at the 27th meeting of the 9th Board of Directors on July 26, 2018

Amended at the 6th meeting of the 10th Board of Directors on November 5, 2019

Amended at the 13th meeting of the 10th Board of Directors on May 7, 2020

Amended at the 8th meeting of the 11th Board of Directors on November 24, 2022

- Article 1 To establish a strong governance system for the Board of Directors of the Company, these Rules are adopted pursuant to Article 2 of the “Regulations Governing Procedure for Board of Directors Meetings of Public Companies”.
- Article 2 With respect to the rules for the Board of Directors meetings of the Company, the main agenda items, operating procedures, required content of meeting minutes, public announcements, and other compliance requirements shall be handled in accordance with these Rules.
- Article 3 The Board of Directors shall convene a meeting on a monthly basis, in principle.
- A notice for convening a Board of Directors meeting shall specify the date, venue and reason of the meeting and shall be given to each director in writing with adequate meeting information (via mail, fax or email) 7 days before the meeting is convened. In emergency circumstances, however, a Board of Directors meeting may be convened at any time.
- A Board of Directors meeting shall be held at the location of the Company, or at a time and place convenient to all directors and suitable for holding such a meeting.
- Article 4 The agenda items for a Board of Directors meeting shall be drafted by various proposing units and the Secretariat of the Board of Directors in advance.
- All matters set out in Paragraph 1 of Article 11 herein shall be specified in the notice of the reasons for convening a Board of Directors meeting and none of them shall be raised as an extraordinary motion.
- If a director considers that the meeting information is inadequate, he or she may ask the agenda working group to supplement it with more information before the meeting.
- If necessary, the deliberation of such proposal may be postponed by a resolution of the Board of Directors.
- Article 5 When the Company convenes a Board of Directors meeting, it shall set up an

attendance book for signature by directors who attend the meeting for future reference. A director who attends the meeting via video conferencing shall be deemed as having attended the meeting in person.

All board directors shall attend board meetings in person; if attendance in person is not possible, a director may, pursuant to the Company's Articles of Incorporation, appoint another director to attend as his or her proxy.

When a director appoints another director to attend a Board of Directors meeting, he or she shall, each time, issue a written proxy stating the scope of authorization with respect to the subject matters of the meeting.

A director's proxy as described in the second paragraph may act as a proxy for only one other director.

The annual attendance rate of each director of the Board of Directors meetings (excluding by proxy) shall exceed 80% and shall be included as part of the director's performance evaluation.

Article 6 Where a Board of Directors meeting is convened by the Chairman, the Chairman shall serve as the chairperson of the meeting.

Where a Board of Directors meeting is convened by a majority of directors on their own initiative in accordance with Paragraph 3 of Article 203-1 of the Company Act, the directors shall choose one person by and among themselves to chair the meeting.

In case the Chairman is on leave or cannot exercise his power and authority for any cause, a delegate shall be appointed in compliance with the Company Act. However, the first meeting of each term of Board of Directors shall be convened by the director appointed by the parent company pursuant to laws, and shall be chaired by such director.

Article 7 When convening a Board of Directors meeting, the chairperson of the meeting may, subject to the agenda, notify personnel of relevant departments or subsidiaries to attend the meeting as nonvoting participants.

When necessary, the chairperson may also invite certificated public accountants, attorneys, or other professionals to attend as nonvoting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place.

When the time of a meeting has arrived and more than one half of all board directors are present, the meeting chairperson may start the meeting. If the meeting is about to start and one-half of all board directors are not present, the chairperson shall announce a postponement of the meeting, provided that only two postponements can be made and the total time postponed shall not exceed 1 hour. If the quorum is still not met after two postponements, the chairperson shall reconvene the meeting following the procedures provided in Paragraph 2 of Article 3.

The term "all board directors" as used herein shall be calculated as the number of persons actually holding the positions currently.

Article 8 After a director has made a statement at a board meeting, the meeting chairperson or an individual specifically designated by the chairperson shall make a response.

In instances where a director has spoken without permission from the chairperson, issued a repeated statement on a proposal, or made a statement which is unduly long or not germane to the proposal, thereby affecting other directors from making statements or impeding the progress of the meeting, the chairperson may stop the improper speech or behavior so that the meeting may smoothly proceed.

- Article 9 The Company's Board of Directors meetings shall be conducted in accordance with the order of business on the agenda as specified in the meeting notice. However, the order may be changed with the approval of a majority of directors present at the meeting.
- Before the end of the agenda items and extraordinary motions of the meeting, the chairperson shall not announce adjournment of the meeting without approval of a majority of the directors present at the meeting.
- The meeting chairperson may use his or her discretion as to whether to take a break in the course of a meeting.
- Article 10 Agenda items for regular Board of Directors meetings of the Company shall include the following:
- I. Matters to be reported:
 - (I) Minutes of the proceedings of the previous meeting and status of Implementation.
 - (II) Important financial and business reports.
 - (III) Internal audit and business reports.
 - (IV) Other important reports.
 - II. Matters for discussion:
 - (I) Matters reserved for further discussion from the previous meeting.
 - (II) Matters to be discussed during the meeting.
 - (III) Other motions.
 - III. Extraordinary motions and other items.
- Article 11 The Company shall submit the following matters to its Board of Directors for discussion:
- I. Corporate operation plan.
 - II. Annual financial reports, and second quarter financial reports that must be audited and attested by a certified public accountant, which are signed or sealed by the chairman, manager, and accounting officer.
 - III. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act.
 - IV. Assessment of the effectiveness of the internal control system.
 - V. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.
 - VI. Matters involving directors' personal interests.
 - VII. Significant asset or derivative transactions.
 - VIII. Significant loans, endorsements or guarantees.
 - IX. Offering, issuance, or private placement of equity-type securities.
 - X. The appointment, dismissal, or remuneration of an auditing certified public accountant (CPA).

- XI. The appointment or discharge of a financial, accounting, risk management, compliance or internal audit officer, and the management holding the position as an executive vice president or above.
- XII. Election and discharge of the chairman.
- XIII. Appointment or discharge of the vice president and department managers, and standards for performance evaluation and remuneration of the managers and sales personnel.
- XIV. The structure and system of director's remuneration.
- XV. Resolution of the matters reviewed or submitted by the Audit Committee or any other functional committees.
- XVI. 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.
- XVII. Review on the changes in accounting policies and accounting estimates subject to the competent authority's approval under Article 10 of the Regulations Governing the Preparation of Financial Reports by Securities Firms.
- XVIII. Any matter required by the law or the Articles of Incorporation to be approved by resolution of a shareholders' meeting or a Board of Directors meeting, or any significant matter as may be prescribed by the competent authority.

The matters set out in Subparagraphs 2 to 11 of the preceding Paragraph, as well as any other significant matters so required by the Company or competent authorities, shall be approved by a majority of the full Audit Committee; with the exception of Subparagraph 2, if these matters do not receive approval by a majority of the full Audit Committee, they shall require approval by at least two-thirds of the full Board of Directors, and shall clearly state the resolution of the Audit Committee in the minutes of the Board of Directors meeting

The term "related party" as used in Subparagraph 16 of Paragraph 1 refers to a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "significant donation to a non-related party" refers to any individual donation, or cumulative donations within a one-year period to a single recipient, which meets one of the following conditions:

- I. An amount of NT\$100 million or more.
- II. An amount equal to or greater than one percent (1%) of net operating revenue or five percent (5%) of paid-in capital as stated in the CPA-attested financial report for the most recent year.
- III. Any lower amounts specified in any of the Company's other Regulations.

The term "within a one-year period" as used in the preceding paragraph refers to a period of one (1) year calculated retroactively from the date on which the current Board of Directors meeting is convened. The amounts already submitted to and passed by a resolution of the Board of Directors shall be exempted from inclusion in the calculation.

The independent directors' meeting minute for reviewing the deficiency of internal control system shall be reported to a Board of Directors meeting.

At least one of the Company's independent directors shall attend the Board of Directors meeting in person. With regard to the matters specified in Paragraph 1 as required to submit for a resolution by the Board of Directors, all independent directors

shall attend the Board of Directors meetings. If an independent director is unable to attend, he or she shall authorize another independent director to attend as a proxy on his or her behalf. If an independent director has objections to or reservations about a proposal before the board, his or her opinions shall be noted in the meeting minutes of the Board of Directors; if the independent director cannot personally attend the meeting to explain his or her objections or reservations, unless he or she has a justifiable reason for failure to do so, he or she shall submit a written opinion in advance of the meeting, and it shall be noted in the meeting minutes of the Board of Directors..

Article 12 When the chairperson at a Board of Directors meeting is of the opinion that a matter has been sufficiently discussed to a degree of putting it to a vote, the chairperson may announce the discussion is closed and bring the matter to a vote.

When a proposal is tabled for voting at a Board of Directors meeting, if the chairperson inquires all the directors present at the meeting and none voices an objection, the matter is deemed approved. When there is an objection upon the chairperson's inquiry, the proposal shall be voted by a show of hands. The chairperson shall calculate and announce the vote on the spot.

“All directors present at the meeting” as used in Paragraph 2 does not include directors prohibited from exercising voting rights pursuant to Paragraph 1 of Article 14 herein.

Article 13 Each director shall have one voting right. Unless otherwise provided for in the Securities and Exchange Act, Company Act and Financial Holding Company Act, resolutions of the Board of Directors meeting shall be adopted by a majority of the directors at the meeting attended by a majority of the directors.

When a proposal before the Board of Directors has an amendment or alternative, the chairperson shall determine the order of voting with the original proposal. However, if one of the versions of the proposal has already passed, the others shall be deemed as having been rejected, and the Board of Directors shall not proceed with voting on them.

The voting results on proposals shall be reported on the spot, and shall be made into records.

Article 14 If a director or a juristic person represented by the director has an interest with respect to any proposal for a Board of Directors meeting, the director shall state the essential contents of such interest at the meeting. When the interest is likely to prejudice the rights and interests of the company, the director may not participate in discussion or voting on that proposal and shall enter recusal during the discussion and voting. The director also may not act as another director's proxy to exercise voting rights on that matter.

A director's spouse, his or her relatives by blood within the second degree, or companies with a controlling or subordinate relation with the director, who have an interest in the meeting matter mentioned in the preceding paragraph shall be deemed that the director him- or herself has an interest in the matter.

In Board of Directors resolutions in which a director is not allowed to, pursuant to the preceding two paragraphs, exercise his or her voting rights, he or she shall not be counted for the purpose of calculating the number of votes of directors in attendance on the resolution.

The Company's shareholders, directors and other stakeholders may state causes and reasons in writing three days prior to convention of the current Board of Directors meeting, to apply with the agenda working group for a director's recusal from a specific proposal. Upon acceptance of the application, the agenda working group shall

review the applicant's qualifications and whether the reasons of recusal are expressly stated and whether an interest exists between the director concerned and the proposal at issue, and then submit the application filed by a qualified applicant and expressly stating the reasons to the Board of Directors for resolution whether the director concerned should be recused. Prior to such resolution, the director concerned shall not participate or act as proxy for another person in voting on the proposal. The agenda working group shall reply the review results and the Board of Directors' resolution to the applicant in writing within 10 days upon the current Board of Directors meeting.

Article 15 This Company shall record on audio or video tapes the entire proceedings of a Board of Directors meeting, and preserve the recordings for at least five (5) years, in electronic form or otherwise.

If before the end of the preservation period referred to in the preceding paragraph any litigation arises in connection with a resolution of a Board of Directors meeting, the relevant audio or video recordings shall continue to be preserved until the litigation is concluded.

Where a Board of Directors meeting is held in the form of video conference, the audio or video recordings of the meeting form a part of the meeting minutes and shall be maintained permanently.

Article 16 The deliberations of the Board of Directors of the Company shall be recorded in the meeting minutes, which shall record the following matters in detail:

- I. Term (or year), time, and place of the meeting.
- II. Chairperson's name.
- III. Attendance of the directors, including names and numbers of the directors who are present at the meeting, on leave, or absent from the meeting.
- IV. Names and titles of those attending the meeting as nonvoting participants.
- V. Name of the minutes taker.
- VI. Matters to be reported.
- VII. Matters for discussion: the method of resolution and the result of each proposal; summaries of the comments made by directors, experts and other persons upon his or her request; the name of any director that involves an interest as referred to in Paragraph 1 of Article 14, explanations of the essential contents of such interest, the reasons why the director was required or not required to enter recusal, the status of the recusal, objections or reservations with records or written statements, and written opinion issued by an independent director.
- VIII. Extraordinary motion: the name of the person submitting a proposal; the method of resolution and the result of each motion; summaries of the comments made by directors, experts or other persons upon his or her request; the name of any director that involves a personal interest as referred to in Paragraph 1 of Article 14, explanations of the essential contents of such personal interest, the reasons why the director was required or not required to enter recusal, the status of the recusal, and objections or reservations with records or written statements.
- IX. Other matters required to be recorded.

If either of the following happens to the resolution of the Board of Directors meeting, the fact should be specified in the meeting minutes and be announced and declared on the Market Observation Post System designated by the competent authority within two (2) days after the Board of Directors meeting:

- I. There is any objection or reservation by any independent director with a record or written statement.
- II. There is any matter which is not approved by the Company's Audit Committee, but is approved by more than two-thirds of all directors.

The attendance book for a Board of Directors meeting forms a part of the meeting minutes and shall be preserved permanently.

Meeting minutes shall be signed or sealed by the chairperson and the minutes taker of the meeting, and copies thereof shall be distributed to all directors within twenty (20) days after the meeting. The minutes shall be deemed important files of the Company and be properly kept during the existence of the Company.

Preparation and distribution of the minutes prescribed in Paragraph 1 may be done electronically.

Article 17 When the Board of Directors is in recess, the Chairman is authorized to approve the following contents or proposals; however, the matters required to be submitted to a Board of Directors meeting pursuant to laws or relevant Regulations, the matters concerning independent director's powers and the matters concerning related party transactions shall be still subject to the resolution by a Board of Directors meeting:

- I. Supervise and manage the Company's engagement in derivatives trading.
- II. Authorization of the record date for capital increase or reduction.
- III. Authorization of the record date for distribution of cash dividends.
- IV. Authorization of the record date for allocation or subscription for shares.

Article 18 Any matters not covered herein shall be governed by the Company Act, the Company's Articles of Incorporation, Financial Holding Company Act and other related laws and regulations.

Article 19 These Rules and any amendments to them shall be implemented upon approval by the Board of Directors of the Company.

[Disclaimer: this document is a translation from the original Chinese version. In the case of any discrepancy the original document shall supersede this version.]