

## Yuanta Securities Co., Ltd.

### Minute of 39th meeting of the 10th Board of Directors (Excerpt)

Meeting Date and Time: April 28, 2022 (Thursday), 1:30PM

Venue:

Conference room at 12F of the Company (at 12F, No. 77, Sec. 2, Nanjing E. Rd., Taipei City)

Present directors:

Chairman Hsiu-wei Chen, Vice Chairman Wei Cheng Huang, Director and Acting President Yi Ming Wang, Director Ting-chien Shen, Wei-chien Ma, Ming-heng Ho (Video), Guh-bin Huang, Hsien Tao Chiu (Video), Yueh Tsang Lee, Yow-chih Huang, Lung Fan Lin, Jui-chen Ma (Video), Independent Director Ching Shan Hung, Yu-qun Wu, Tu Mu Kuo, Kun-hung Lai, Hsing Yi Chow (17 directors present in person; 0 director present by proxy and 0 director absent)

Non-voting participants:

Yuanta Financial Holding Co., Ltd.: Vice President Wei Chen Chang (Video)

The Company: Executive Vice President Lawrence Lee, Ming Lang Liu, Feng Hsiang Kuo, Chun Cheng Cheng, Kuang Chi She, Wan Fang Wu, Senior Vice President Hung Chan Tseng, Hui Jung Lu, Chien Hua Wu, Ming Hung Tsai, Senior Vice President of Internal Auditing Dept. Chen Hsiang Wu, Vice President of Administration Department Dept. Po Ching Li, Vice President of Risk Management Department Shih Chiang Li, Senior Assistant Vice President of Accounting Dept. Shih Chen Huang, Senior Assistant Vice President of Human Resources Dept. Ching Fang Lin, Assistant Vice President of Secretariat of the Board of Directors Hsiang Yi Chang, Assistant Vice President of Corporate Planning Dept. Chien Wen Chen

Chairperson: Chairman Hsiu-wei Chen

Recorder: Shu-Yen Ko

Matters for discussion:

Proposed by: Corporate Planning Dept.

Agenda:

Amendments to certain articles of the Company's "Operating Procedure for Acquisition and Disposal of Assets of Yuanta Securities Co., Ltd."

Explanation:

- I. In accordance with the Financial Supervisory Commission ("FSC")'s order under Jin-Guan-Zheng-Quan-Zi No. 1110380465 dated January 28, 2022 requiring some provisions of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" are amended, and some contents of the regulations are disclosed in cooperation with the amendment.
- II. Key points of the amendments are summarized as following:
  - (I) Strengthen the management of related party transactions : If the company or a subsidiary of a non-domestic public company acquires or disposes of assets from a related party, and the transaction amount exceeds 10% of the company's total assets, the company shall submit the relevant information to the board of directors acting on behalf of the shareholders' meeting for approval. This is not limited to transactions between the Company and its parent company, subsidiaries, or its subsidiaries. (Amend Article 19)
  - (II) Improve the quality of opinions issued by external experts:
    1. In order to clarify the procedures and responsibilities that external experts

should follow, it is stipulated that professional appraisers and their appraisers, accountants, lawyers or securities underwriters should issue appraisal reports or opinions, except that they should handle relevant operational matters when undertaking and executing cases. It should be handled in accordance with the self-discipline regulations of the respective trade associations to which it belongs, and the relevant words in the bulletin that accountants should follow the auditing standards are deleted. (Amend Article 6,10,11 and 12)

2. In view of the fact that the work of experts to issue valuation reports or reasonableness opinions is not the work of auditing financial reports, the wording of "examination" cases is revised to "execution" cases. In addition, in order to comply with the actual evaluation situation of the experts on the data sources and parameters used, the text of the evaluation "completeness, correctness and rationality" is revised to "appropriateness and rationality". (Amend Article 6)

(III) Relaxation of information disclosure for some transactions: Considering that the current company's trading of domestic public bonds has been exempted from the announcement and declaration, it is also exempted from public announcements if its trading credit rating is not lower than my country's sovereign rating of foreign public bonds. In addition, considering that the nature of foreign government bonds is simple, and the nature of index investment securities is similar to that of index stock funds, the exemption from the announcement is relaxed for investment professionals to subscribe for foreign government bonds, purchase or sell back index investment securities in the primary market. (Amend Article 32)

(IV) In cooperation with the company's "Management and Labor Safety Department" was renamed "Administrative Management Department", and the asset inventory unit other than real estate and equipment was revised from "Accounting Department" to "Custody Unit" to comply with current practices, and to be able to conduct inventory checks with other companies in the group. Responsibility is the same. (Amend Article 15)

- III. Please refer to the comparison table of amended provisions and the whole provisions after the amendments as attached hereto for details.
- IV. Please note that, with respect to this Agenda, the functional duties and power of the shareholders' meeting are exercised by the Board of Directors in accordance with the Company Act and Financial Holding Company Act.
- V. The Agenda was reviewed at the 51th meeting of the 10th Audit Committee on April 19, 2022 and the Committee resolved that "the Agenda should be passed and reported to the Board of Directors meeting for resolution".
- VI. Please review and discuss.

Resolution: All of the directors present at the meeting approved the Agenda unanimously.

Notes: Please refer to the meeting agenda book for the appendices to this Agenda, which will not be attached separately.

Chairperson: Hsiu-wei Chen

Recorder: Shu-Yen Ko

## Yuanta Securities Co., Ltd.

### Minute of 41st meeting of the 10th Board of Directors (Excerpt)

Meeting Date and Time: May 26, 2022 (Thursday), 1:30PM

Venue:

Conference room at 12F of the Company (at 12F, No. 77, Sec. 2, Nanjing E. Rd., Taipei City)

Present directors:

Chairman Hsiu-wei Chen, Vice Chairman Wei Cheng Huang, Director and Acting President Yi Ming Wang (Video), Director Ting-chien Shen, Wei-chien Ma, Tien Fu Lin (Video), Ming-heng Ho (Video), Guh-bin Huang (Video), Hsien Tao Chiu (Video), Yueh Tsang Lee (Video), Yow-chih Huang (Video), Lung Fan Lin (Video), Jui-chen Ma (Video), Pin Cheng Chen (Video), Independent Director Ching Shan Hung (Video), Yu-qun Wu (Video), Tu Mu Kuo (Video), Kun-hung Lai (Video), Hsing Yi Chow (Video) (19 directors present in person; 0 director present by proxy and 0 director absent)

Non-voting participants:

Yuanta Financial Holding Co., Ltd.: Vice President Wei Chen Chang (Video)

The Company: Executive Vice President Lawrence Lee (Video), Ming Lang Liu, Feng Hsiang Kuo, Chieh Wu (Video), Chun Cheng Cheng, Wan Fang Wu, Senior Vice President Hung Chan Tseng, Chien Hua Wu, Ming Hung Tsai, Senior Vice President of Internal Auditing Dept. Chen Hsiang Wu, Vice President of Risk Management Department Shih Chiang Li, Senior Assistant Vice President of Accounting Dept. Shih Chen Huang, Senior Assistant Vice President of E-commerce Dept. Sheng Hui Yang, Senior Assistant Vice President of Human Resources Dept. Ching Fang Lin, Assistant Vice President of Secretariat of the Board of Directors Hsiang Yi Chang, Assistant Vice President of Corporate Planning Dept. Chien Wen Chen (Video)

Chairperson: Chairman Hsiu-wei Chen

Recorder: Shu-Yen Ko

Matters for discussion:

Proposed by: Secretariat of the Board of Directors

Agenda:

Release of non-competition restriction imposed on the Company's Director Tien Fu Lin and Pin Cheng Chen.

Explanation:

- I. First of all, Paragraph 1, Article 209 of the Company Act provides that "A director who engages in any transaction for himself or on behalf of another person that is within the scope of the company's operations shall explain the major content of such actions to the shareholders' meeting and obtain its consent."
- II. Yuanta Financial Holding Co., Ltd., the parent company of the Company, sent letters on February 21, 2022 and April 19, 2022 respectively (see Annexes 1 and 2 for details), assigning Mr. Tien Fu Lin and Mr. Pin Cheng to serve as the tenth equity representative and director of the company from May 24, 2022 to May 31, 2022.
- III. On April 19, 2022, Yuanta Financial Holding Co., Ltd. also appointed Pin Cheng Chen to serve as the 11th equity representative and director of Yuanta Futures Co., Ltd. from May 24, 2022 to July 4, 2024. (see Annex 3 for details), in accordance with the provisions of Explanation 1, During their tenure as directors of the Company, the Director Tien Fu Lin and Director Pin Cheng Chen, without prejudice

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to the interests of the Company, were released from the non-competition restrictions on their appointment as directors of Yuanta Futures Co., Ltd. respectively.

- IV. According to Paragraph 2, Article 209 of the Company Act, “the aforesaid approval shall be given upon a resolution adopted by a majority of the shareholders present who represent two-thirds or more of the total number of its outstanding shares.”
- V. The Company's director Tien Fu Lin and Director Pin Cheng Chen are interested parties in this case and intend to withdraw from the discussion and voting at the board of directors.
- VI. The Agenda was reviewed at the 53rd meeting of the 10th Audit Committee on May 17, 2022 and the Committee resolved that “the Agenda should be passed and reported to the Board of Directors meeting for resolution”.
- VII. Please review and discuss.

Resolution:

The Company has a total of 19 directors. A total of 18 directors were present at the meeting. Except the directors who recused themselves from the discussion and voting for conflict of interest, the other directors approved the Agenda unanimously.

Summary:

- I. Director Tien Fu Lin and Director Pin Cheng Chen have both issued a written statement explaining the important contents of their own interests, and have abstained from participating in the discussion and voting of this Agenda.
- II. Director Wei-chien Ma has temporarily left his seat since this Agenda and did not participate in the discussion and voting of this Agenda.

Notes: Please refer to the meeting agenda book for the appendices to this Agenda, which will not be attached separately.

Chairperson: Hsiu-wei Chen

Recorder: Shu-Yen Ko

## Yuanta Securities Co., Ltd.

### Minute of 1st meeting of the 11th Board of Directors (Excerpt)

Meeting Date and Time: June 1, 2022 (Wednesday), 2:00PM

Venue:

Conference room at 12F of the Company (at 12F, No. 77, Sec. 2, Nanjing E. Rd., Taipei City)

Present directors:

Director Hsiu-wei Chen, Wei Cheng Huang, Ting-chien Shen (Video), Wei-chien Ma, Tien Fu Lin (Video), Yueh Tsang Lee and proxy Acting President Yi Ming Wang (Video), Hsien Tao Chiu (Video), Lung Fan Lin (Video), Jui-chen Ma (Video), Ming-heng Ho (Video), Pin Cheng Chen (Video), Independent Director Ching Shan Hung (Video), Yu-qun Wu (Video), Hsing Yi Chow (Video), An Pin Chen (Video), Chung Chuan Wu (16 directors present in person; 1 director present by proxy and 0 director absent)

Non-voting participants:

Executive Vice President Lawrence Lee (Video), Senior Assistant Vice President of Human Resources Dept. Ching Fang Lin, Assistant Vice President of Secretariat of the Board of Directors Hsiang Yi Chang

Chairperson: Director Hsiu-wei Chen

Recorder: Shu-Yen Ko

Matters for discussion:

Proposed by: Secretariat of the Board of Directors/International Operations Dept.

Agenda:

Release of non-competition restriction imposed on the Company's Director and Independent Director.

Explanation:

- I. Paragraph 1, Article 209 of the Company Act provides that "A director who engages in any transaction for himself or on behalf of another person that is within the scope of the company's operations shall explain the major content of such actions to the shareholders' meeting and obtain its consent."
- II. Yuanta Financial Holding Co., Ltd., the parent company of the company, sent a letter dated May 23, 2022 to designate the company's eleventh session of equity representatives and directors for a term from June 1, 2022 to May 2025.
- III. In accordance with the above-mentioned regulations, it is proposed that the following directors and independent directors will be released from the non-competition restrictions on serving as directors and independent directors of the following companies, without prejudice to the interests of the company:
  - (I) Director Wei Cheng Huang served as a director of Yuanta Securities (Korea) Co., Ltd. ("Yuanta Securities (Korea)") and Yuanta Securities (Thailand) Co., Ltd.
  - (II) Director Tien Fu Lin, Director Pin Cheng Chen, and Independent Director Yu-qun Wu served as directors and independent directors of Yuanta Futures Co., Ltd.
- IV. According to Paragraph 2, Article 209 of the Company Act, "the aforesaid approval shall be given upon a resolution adopted by a majority of the shareholders present

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who represent two-thirds or more of the total number of its outstanding shares.”  
Please note that, with respect to this Agenda, the functional duties and power of the general shareholders’ meeting will be exercised by the Board of Directors in accordance with the Company Act and Financial Holding Company Act.

V. Director Wei Cheng Huang, Director Tien Fu Lin, Director Pin Cheng Chen, and Independent Director Yu-qun Wu, are the interested parties of this Agenda, and it is proposed to abstain from the discussion and voting at the board of directors.

VI. Please review and discuss.

Resolution:

The Company has 17 directors in total. 17 directors have been present at the meeting. Except the directors who recused themselves from the discussion and voting for conflict of interest, the other directors approved the Agenda unanimously.

Summary:

Director Wei Cheng Huang, Director Tien Fu Lin, Director Pin Cheng Chen, and Independent Director Yu-qun Wu, have all issued a written statement explaining the important contents of their own interests, and have abstained from participating in the discussion and voting of this Agenda.

Chairperson: Hsiu-wei Chen

Recorder: Shu-Yen Ko

## Yuanta Securities Co., Ltd.

### Minute of 2nd meeting of the 11th Board of Directors (Excerpt)

Meeting Date and Time: June 30, 2022 (Thursday), 1:30PM

Venue:

Conference room at 12F of the Company (at 12F, No. 77, Sec. 2, Nanjing E. Rd., Taipei City)

Present directors:

Chairman Hsiu-wei Chen, Vice Chairman Wei Cheng Huang, Director and President Yi Ming Wang, Director Ting-chien Shen (Video), Wei-chien Ma, Tien Fu Lin (Video), Yueh Tsang Lee (Video), Hsien Tao Chiu (Video), Lung Fan Lin (Video), Jui-chen Ma (Video), Ming-heng Ho (Video), Pin Cheng Chen (Video), Independent Director Ching Shan Hung (Video), Yu-qun Wu (Video), Hsing Yi Chow (Video), An Pin Chen (Video), Chung Chuan Wu (17 directors present in person; 0 director present by proxy and 0 director absent)

Non-voting participants:

Yuanta Financial Holding Co., Ltd.: Vice President Wei Chen Chang (Video)

The Company: Executive Vice President Lawrence Lee (Video), Feng Hsiang Kuo, Kuang Chi She, Wan Fang Wu, Senior Vice President Hung Chan Tseng, Hui Jung Lu, Chien Hua Wu, Ming Hung Tsai, Vice President Yung Chu Su, Senior Vice President of Internal Auditing Dept. Chen Hsiang Wu, Vice President of Administration Department Dept. Po Ching Li, Vice President of Risk Management Department Shih Chiang Li, Senior Assistant Vice President of Accounting Dept. Shih Chen Huang, Senior Assistant Vice President of Human Resources Dept. Ching Fang Lin, Assistant Vice President of Secretariat of the Board of Directors Hsiang Yi Chang, Assistant Vice President of Corporate Planning Dept. Chien Wen Chen

Chairperson: Chairman Hsiu-wei Chen

Recorder: Shu-Yen Ko

Proposals:

Proposed by: Accounting Dept.

Agenda:

Ratification of Company's 2021 Business Report and Financial Statements.

Explanation:

- I. The Company has prepared its 2021 individual financial statements and consolidated financial statements. Please refer to said financial statements, together with the audit report with unqualified opinion issued by Chiao Sen Lo, CPA and Se Kai Lin, CPA of PricewaterhouseCoopers Certified Public Accountants as shown in Appendices 1 and 2 hereto.
- II. According to the CPAs' audit results, the income before tax in the Company's 2021 individual financial statements is NT\$26,523,785 thousand, and the income after tax becomes NT\$3,230,705 thousand less the income tax expenses, NT\$23,293,080 thousand, which is indifferent from that self-assessed by the Company.
- III. According to the CPAs' audit results, the income before tax in the Company's 2021 consolidated financial statements is NT\$29,915,050 thousand, and the income after tax becomes NT\$5,096,156 thousand less the income tax expenses, NT\$24,818,894 thousand. The income after tax attributable to owners of the parent is NT\$23,293,080 thousand, and that attributable to non-controlling interests NT\$1,525,814 thousand.

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- IV. Said individual financial statements and consolidated financial statements, as well as the 2021 business report shown in Appendix 3, have been reviewed at 48th meeting of 10th Audit Committee convened on March 14 this year, and also reviewed and approved at 37th meeting of 10th Board of Directors convened on March 14. As a result, “all of the directors present at the meeting approved the Agenda unanimously, and the Agenda was submitted to a general shareholders’ meeting for resolution.” Enclosed please also find the “Audit Report from the Audit Committee” issued by the convener of the Audit Committee pursuant to laws, as shown in Appendix 4.
- V. Please note that, with respect to this Agenda, the functional duties and power of the shareholders’ meeting are exercised by the Board of Directors in accordance with the Company Act and Financial Holding Company Act.
- VI. Please ratify it accordingly.

Resolution: All of the directors present at the meeting ratified the Agenda unanimously.

Notes: Please refer to the meeting agenda book for the appendices to this Agenda, which will not be attached separately.

Chairperson: Hsiu-wei Chen

Recorder: Shu-Yen Ko



## Yuanta Securities Co., Ltd.

### Minute of 2nd meeting of the 11th Board of Directors (Excerpt)

Meeting Date and Time: June 30, 2022 (Thursday), 1:30PM

Venue:

Conference room at 12F of the Company (at 12F, No. 77, Sec. 2, Nanjing E. Rd., Taipei City)

Present directors:

Chairman Hsiu-wei Chen, Vice Chairman Wei Cheng Huang, Director and President Yi Ming Wang, Director Ting-chien Shen (Video), Wei-chien Ma, Tien Fu Lin (Video), Yueh Tsang Lee (Video), Hsien Tao Chiu (Video), Lung Fan Lin (Video), Jui-chen Ma (Video), Ming-heng Ho (Video), Pin Cheng Chen (Video), Independent Director Ching Shan Hung (Video), Yu-qun Wu (Video), Hsing Yi Chow (Video), An Pin Chen (Video), Chung Chuan Wu (17 directors present in person; 0 director present by proxy and 0 director absent)

Non-voting participants:

Yuanta Financial Holding Co., Ltd.: Vice President Wei Chen Chang (Video)

The Company: Executive Vice President Lawrence Lee (Video), Feng Hsiang Kuo, Kuang Chi She, Wan Fang Wu, Senior Vice President Hung Chan Tseng, Hui Jung Lu, Chien Hua Wu, Ming Hung Tsai, Vice President Yung Chu Su, Senior Vice President of Internal Auditing Dept. Chen Hsiang Wu, Vice President of Administration Department Dept. Po Ching Li, Vice President of Risk Management Department Shih Chiang Li, Senior Assistant Vice President of Accounting Dept. Shih Chen Huang, Senior Assistant Vice President of Human Resources Dept. Ching Fang Lin, Assistant Vice President of Secretariat of the Board of Directors Hsiang Yi Chang, Assistant Vice President of Corporate Planning Dept. Chien Wen Chen

Chairperson: Chairman Hsiu-wei Chen

Recorder: Shu-Yen Ko

Matters for discussion:

Proposed by: Accounting Dept.

Agenda:

Distribution of Company's 2021 earnings.

Explanation:

- I. The company's 2021 distribution of earnings is calculated and distributed in accordance with laws and regulations and the company's articles of association. Please refer to the Article 22, Article 22-1, Paragraph 1 and Article 23 of Articles of Incorporation of the Company, as detailed in Annex I.
- II. No distribution of the Company's earnings for the first half of 2021 was resolved at 29th meeting of 10th Board of Directors on August 19, 2021. Therefore, the PROFIT DISTRIBUTION TABLE for the second half of 2021 is identical with that for 2021.
- III. Enclosed please find the 2021 PROFIT DISTRIBUTION TABLE as Appendix 2. Please refer to the following explanation:
  - (I) The Company's unappropriated retained earnings-beginning was NT\$0. Upon adjustment of the 2021 defined benefit plan remeasurement after tax, NT\$-624,445,879, and 2021 net gains on disposal of the equity instrument at fair value through other comprehensive income, NT\$316,443,245, the subtotal

upon adjustment became NT\$-308,002,634.

- (II) Plus 2021 income after tax, NT\$23,293,079,461.
  - (III) After the 2020 income after tax, NT\$23,293,079,461, and items other than the income after tax, offset against the undistributed earnings for the current year, NT\$-308,002,634, the subtotal is NT\$22,985,076,827. Then, 10% legal reserve should be set aside therefrom, i.e. NT\$2,298,507,683.
  - (IV) After the 2021 income after tax, NT\$23,293,079,461, and items other than the income after tax, offset against the undistributed earnings for the current year, NT\$-308,002,634, the subtotal is NT\$22,985,076,827. Then, 20% legal reserve should be set aside therefrom, i.e. NT\$4,597,015,365.
  - (V) The distributable balance, NT\$16,104,204,974, after said 2021 income after tax and items other than the income after tax offset against the undistributed earnings for the current year, less the legal reserve and special reserves, plus the reversal of the special reserves in response to the Fintech development from 2016 to 2018 and employees' post transfer or placement in 2021, and for the education and training organized to upgrade or train employees' competence in response to the fintech or securities and futures business development needs, pursuant to the FSC's letter under Jin-Guan-Zheng-Quan-Zi No. 1080321644, NT\$14,651,195, were scheduled to be distributed to the single shareholder, Yuanta Financial Holding Co., Ltd., in full, including NT\$10,000,000,004 distributed in cash, and the balance, NT\$6,104,204,970, recapitalized for issuance of new shares. Based on the current number of shares already issued by the Company, i.e. 5,982,032,146 shares, the distributable cash dividend and stock dividend should be NT\$1.671672 per share and NT\$1.020423 per share.
- IV. Said distribution of earnings has already been disclosed in the Company's 2021 individual financial statements and consolidated financial statements.
  - V. Where, prior to the record date of distribution of cash dividends, the total number of issued shares is changed, the amount per share distributed actually should be adjusted relatively. The Chairman was authorized to set the record date of distribution of cash dividends and resolve any other related matters with full power. After the distribution of stock dividends is reported to and approved by the competent authority, the Chairman will be authorized to set the record date of distribution of stock upon capital increase and the record date of issuance of new shares upon capital increase.
  - VI. The Agenda has been reviewed at 48th meeting of 10th Audit Committee convened on March 14 this year, and also reviewed and approved at 37th meeting of 10th Board of Directors convened on March 14. As a result, "all of the directors present at the meeting approved the Agenda unanimously, and the Agenda was submitted to a general shareholders' meeting for resolution." Enclosed please also find the "Audit Report from the Audit Committee" issued by the convener of the Audit Committee pursuant to laws, as shown in Appendix 3.
  - VII. Please note that, with respect to this Agenda, the functional duties and power of the shareholders' meeting are exercised by the Board of Directors in accordance with the Company Act and Financial Holding Company Act.
  - VIII. Please review and discuss.

Resolution: All of the directors present at the meeting approved the Agenda unanimously.

Notes: Please refer to the meeting agenda book for the appendices to this Agenda, which will

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not be attached separately.

Chairperson: Hsiu-wei Chen

Recorder: Shu-Yen Ko

## Yuanta Securities Co., Ltd.

### Minute of 2nd meeting of the 11th Board of Directors (Excerpt)

Meeting Date and Time: June 30, 2022 (Thursday), 1:30PM

Venue:

Conference room at 12F of the Company (at 12F, No. 77, Sec. 2, Nanjing E. Rd., Taipei City)

Present directors:

Chairman Hsiu-wei Chen, Vice Chairman Wei Cheng Huang, Director and President Yi Ming Wang, Director Ting-chien Shen (Video), Wei-chien Ma, Tien Fu Lin (Video), Yueh Tsang Lee (Video), Hsien Tao Chiu (Video), Lung Fan Lin (Video), Jui-chen Ma (Video), Ming-heng Ho (Video), Pin Cheng Chen (Video), Independent Director Ching Shan Hung (Video), Yu-qun Wu (Video), Hsing Yi Chow (Video), An Pin Chen (Video), Chung Chuan Wu (17 directors present in person; 0 director present by proxy and 0 director absent)

Non-voting participants:

Yuanta Financial Holding Co., Ltd.: Vice President Wei Chen Chang (Video)

The Company: Executive Vice President Lawrence Lee (Video), Feng Hsiang Kuo, Kuang Chi She, Wan Fang Wu, Senior Vice President Hung Chan Tseng, Hui Jung Lu, Chien Hua Wu, Ming Hung Tsai, Vice President Yung Chu Su, Senior Vice President of Internal Auditing Dept. Chen Hsiang Wu, Vice President of Administration Department Dept. Po Ching Li, Vice President of Risk Management Department Shih Chiang Li, Senior Assistant Vice President of Accounting Dept. Shih Chen Huang, Senior Assistant Vice President of Human Resources Dept. Ching Fang Lin, Assistant Vice President of Secretariat of the Board of Directors Hsiang Yi Chang, Assistant Vice President of Corporate Planning Dept. Chien Wen Chen

Chairperson: Chairman Hsiu-wei Chen

Recorder: Shu-Yen Ko

Matters for discussion:

Proposed by: Accounting Dept.

Agenda:

Issuance of new shares upon recapitalization of earnings.

Explanation:

- I. In order to enrich the working capital and improve the capital structure, the Company plans recapitalization of a part of the distributable earnings 2021, NT\$6,104,204,970, and issue 610,420,497 new shares at the par value of NT\$10 per share. Based on the current number of shares already issued by the Company, i.e. 5,982,032,146 shares, the distributable stock dividend should be NT\$1.020423 per share.
- II. The rights and obligations of the new shares issued upon the capital increase are the same as those of existing shares. After the capital increase is reported to and approved by the competent authority, the Chairman will be authorized to set the record date of distribution of stock upon capital increase and the record date of issuance of new shares upon capital increase.
- III. The Agenda has been reviewed at 48th meeting of 10th Audit Committee convened on March 14 this year, and also reviewed and approved at 37th meeting of 10th Board of Directors convened on March 14. As a result, "all of the directors present

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at the meeting approved the Agenda unanimously, and the Agenda was submitted to a general shareholders' meeting for resolution.”

IV. Please note that, with respect to this Agenda, the functional duties and power of the shareholders' meeting are exercised by the Board of Directors in accordance with the Company Act and Financial Holding Company Act.

V. Please review and discuss.

Resolution: All of the directors present at the meeting approved the Agenda unanimously.

Notes: Please refer to the meeting agenda book for the appendices to this Agenda, which will not be attached separately.

Chairperson: Hsiu-wei Chen

Recorder: Shu-Yen Ko

## Yuanta Securities Co., Ltd.

### Minute of 2nd meeting of the 11th Board of Directors (Excerpt)

Meeting Date and Time: June 30, 2022 (Thursday), 1:30PM

Venue:

Conference room at 12F of the Company (at 12F, No. 77, Sec. 2, Nanjing E. Rd., Taipei City)

Present directors:

Chairman Hsiu-wei Chen, Vice Chairman Wei Cheng Huang, Director and President Yi Ming Wang, Director Ting-chien Shen (Video), Wei-chien Ma, Tien Fu Lin (Video), Yueh Tsang Lee (Video), Hsien Tao Chiu (Video), Lung Fan Lin (Video), Jui-chen Ma (Video), Ming-heng Ho (Video), Pin Cheng Chen (Video), Independent Director Ching Shan Hung (Video), Yu-qun Wu (Video), Hsing Yi Chow (Video), An Pin Chen (Video), Chung Chuan Wu (17 directors present in person; 0 director present by proxy and 0 director absent)

Non-voting participants:

Yuanta Financial Holding Co., Ltd.: Vice President Wei Chen Chang (Video)

The Company: Executive Vice President Lawrence Lee (Video), Feng Hsiang Kuo, Kuang Chi She, Wan Fang Wu, Senior Vice President Hung Chan Tseng, Hui Jung Lu, Chien Hua Wu, Ming Hung Tsai, Vice President Yung Chu Su, Senior Vice President of Internal Auditing Dept. Chen Hsiang Wu, Vice President of Administration Department Dept. Po Ching Li, Vice President of Risk Management Department Shih Chiang Li, Senior Assistant Vice President of Accounting Dept. Shih Chen Huang, Senior Assistant Vice President of Human Resources Dept. Ching Fang Lin, Assistant Vice President of Secretariat of the Board of Directors Hsiang Yi Chang, Assistant Vice President of Corporate Planning Dept. Chien Wen Chen

Chairperson: Chairman Hsiu-wei Chen

Recorder: Shu-Yen Ko

Management Presentation (Company Reports)

Proposed by: Corporate Planning Dept.

Agenda:

Review of the implementation of corporate governance in 2021.

Explanation:

- I. First of all, in order to improve corporate governance continuously and keep in line with corporate governance matters promoted by competent authorities and international trends, the company passed the 2021 corporate governance implementation plan at the 38th meeting of the 10th Board of Directors on March 31, 2021. The 2022 corporate governance situation should be reported.
- II. In order to make the shareholders' meeting more fully understand the company's implementation of corporate governance in 2021, to submit a compilation and explanation of important matters to the regular shareholders' meeting, as detailed in the attachment.
- III. Please note that, with respect to this Agenda, the functional duties and power of the shareholders' meeting are exercised by the Board of Directors in accordance with the Company Act and Financial Holding Company Act.
- IV. In this Agenda, the report of the second Audit Committee of the eleventh session held on June 21 this year was submitted.

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V. Please review it.

Resolution: Acknowledged.

Notes: Please refer to the meeting agenda book for the appendices to this Agenda, which will not be attached separately.

Chairperson: Hsiu-wei Chen

Recorder: Shu-Yen Ko

## Yuanta Securities Co., Ltd.

### Minute of 2nd meeting of the 11th Board of Directors (Excerpt)

Meeting Date and Time: June 30, 2022 (Thursday), 1:30PM

Venue:

Conference room at 12F of the Company (at 12F, No. 77, Sec. 2, Nanjing E. Rd., Taipei City)

Present directors:

Chairman Hsiu-wei Chen, Vice Chairman Wei Cheng Huang, Director and President Yi Ming Wang, Director Ting-chien Shen (Video), Wei-chien Ma, Tien Fu Lin (Video), Yueh Tsang Lee (Video), Hsien Tao Chiu (Video), Lung Fan Lin (Video), Jui-chen Ma (Video), Ming-heng Ho (Video), Pin Cheng Chen (Video), Independent Director Ching Shan Hung (Video), Yu-qun Wu (Video), Hsing Yi Chow (Video), An Pin Chen (Video), Chung Chuan Wu (17 directors present in person; 0 director present by proxy and 0 director absent)

Non-voting participants:

Yuanta Financial Holding Co., Ltd.: Vice President Wei Chen Chang (Video)

The Company: Executive Vice President Lawrence Lee (Video), Feng Hsiang Kuo, Kuang Chi She, Wan Fang Wu, Senior Vice President Hung Chan Tseng, Hui Jung Lu, Chien Hua Wu, Ming Hung Tsai, Vice President Yung Chu Su, Senior Vice President of Internal Auditing Dept. Chen Hsiang Wu, Vice President of Administration Department Dept. Po Ching Li, Vice President of Risk Management Department Shih Chiang Li, Senior Assistant Vice President of Accounting Dept. Shih Chen Huang, Senior Assistant Vice President of Human Resources Dept. Ching Fang Lin, Assistant Vice President of Secretariat of the Board of Directors Hsiang Yi Chang, Assistant Vice President of Corporate Planning Dept. Chien Wen Chen

Chairperson: Chairman Hsiu-wei Chen

Recorder: Shu-Yen Ko

Management Presentation (Company Reports)

Proposed by: Audit Committee

Agenda:

Review of the operation of the Audit Committee in 2021.

Explanation:

- I. In order to improve corporate governance continuously and keep in line with corporate governance matters promoted by competent authorities and international trends, the company passed the 2021 corporate governance implementation plan at the 24th meeting of the 10th Board of Directors on March 18, 2021. The connotation of the second item "Strengthening Governance Culture" in the "Promotion of Other Corporate Governance" in the above-mentioned plan.
- II. According to the organization rules of the Audit Committee of the company and the annual Audit Committee action planning table of the Audit Committee action planning method, the Audit Committee regularly arranges the relevant department heads to report and review the main issues on a monthly basis: overall matters, corporate governance-related matters, financial information Matters related to matters, such as matters concerning certified public accountants, internal audit matters, risk management matters and other responsibilities.
- III. A total of 17 meetings were held, and the actual attendance rate of all Audit



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Committee members was 100%. There were 121 reports, 2 records and 192 discussions, a total of 315 proposals reviewed. Please refer to the "Information on the Operation of the Audit Committee" recorded in the 110 Annual Report. Please refer to the attachment for details.

IV. Please note that, with respect to this Agenda, the functional duties and power of the shareholders' meeting are exercised by the Board of Directors in accordance with the Company Act and Financial Holding Company Act.

V. Please review it.

Resolution: Acknowledged.

Notes: Please refer to the meeting agenda book for the appendices to this Agenda, which will not be attached separately.

Chairperson: Hsiu-wei Chen

Recorder: Shu-Yen Ko

## Yuanta Securities Co., Ltd.

### Minute of 2nd meeting of the 11th Board of Directors (Excerpt)

Meeting Date and Time: June 30, 2022 (Thursday), 1:30PM

Venue:

Conference room at 12F of the Company (at 12F, No. 77, Sec. 2, Nanjing E. Rd., Taipei City)

Present directors:

Chairman Hsiu-wei Chen, Vice Chairman Wei Cheng Huang, Director and President Yi Ming Wang, Director Ting-chien Shen (Video), Wei-chien Ma, Tien Fu Lin (Video), Yueh Tsang Lee (Video), Hsien Tao Chiu (Video), Lung Fan Lin (Video), Jui-chen Ma (Video), Ming-heng Ho (Video), Pin Cheng Chen (Video), Independent Director Ching Shan Hung (Video), Yu-qun Wu (Video), Hsing Yi Chow (Video), An Pin Chen (Video), Chung Chuan Wu (17 directors present in person; 0 director present by proxy and 0 director absent)

Non-voting participants:

Yuanta Financial Holding Co., Ltd.: Vice President Wei Chen Chang (Video)

The Company: Executive Vice President Lawrence Lee (Video), Feng Hsiang Kuo, Kuang Chi She, Wan Fang Wu, Senior Vice President Hung Chan Tseng, Hui Jung Lu, Chien Hua Wu, Ming Hung Tsai, Vice President Yung Chu Su, Senior Vice President of Internal Auditing Dept. Chen Hsiang Wu, Vice President of Administration Department Dept. Po Ching Li, Vice President of Risk Management Department Shih Chiang Li, Senior Assistant Vice President of Accounting Dept. Shih Chen Huang, Senior Assistant Vice President of Human Resources Dept. Ching Fang Lin, Assistant Vice President of Secretariat of the Board of Directors Hsiang Yi Chang, Assistant Vice President of Corporate Planning Dept. Chien Wen Chen

Chairperson: Chairman Hsiu-wei Chen

Recorder: Shu-Yen Ko

Management Presentation (Company Reports)

Proposed by: Audit Committee

Agenda:

Review of the independent director of the Audit Committee communicated with the chief internal auditor and reported it for inspection in 2021.

Explanation:

- I. According to Article 3 of the Company's Corporate Governance Guidelines: "The Company shall establish channels and mechanisms of communication between its independent directors, Audit Committee and chief internal auditors, and the convener of the Audit Committee meeting shall report the communications between him/her and the independent directors and chief internal auditor at the Board of Directors' meeting exercising the functional duties and power on behalf of a shareholders' meeting."
- II. The five members of the Audit Committee of the company are all independent directors. The chief internal auditor will report internal auditing operations monthly and exchange opinions with Audit Committee members in accordance with the provisions of Article 6 of the internal operation process of the Audit Committee and the internal audit department of the company. Content includes but not limited to the following Agendas:

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- (I) Statutory internal audit work to check the implementation.
  - (II) Assessing subsidiaries audits Performing internal audit operations.
  - (III) Internal control audit of subsidiaries
  - (IV) Project Check.
  - (V) Transaction risk warning execution.
  - (VI) Others, such as the implementation of the matters assigned by the committee, the explanation of matters that have a significant impact on the company, such as the special new regulations of the industry, and major abnormalities found during the audit process, etc.
- III. In accordance with the provisions of Article 7 of the above-mentioned regulations, in the absence of the managements, the company completed the symposium between the Audit Committee and the internal auditors on November 16, 2021, and the annual evaluation of internal audit department, the report is proposed to the 34th meeting of the 10th of the board of directors on December 30, 2021.
- IV. In accordance with Article 3 of the Company's Corporate Governance Guidelines, the Company's directors, independent directors and internal auditors completed a symposium and exchange opinions on November 25, 2021. The record is proposed to the 34th meeting of the 10th of the board of directors on December 30, 2021.
- V. Please note that, with respect to this Agenda, the functional duties and power of the shareholders' meeting are exercised by the Board of Directors in accordance with the Company Act and Financial Holding Company Act.
- VI. Please review it.

Resolution: Acknowledged.

Chairperson: Hsiu-wei Chen

Recorder: Shu-Yen Ko

## Yuanta Securities Co., Ltd.

### Minute of 2nd meeting of the 11th Board of Directors (Excerpt)

Meeting Date and Time: June 30, 2022 (Thursday), 1:30PM

Venue:

Conference room at 12F of the Company (at 12F, No. 77, Sec. 2, Nanjing E. Rd., Taipei City)

Present directors:

Chairman Hsiu-wei Chen, Vice Chairman Wei Cheng Huang, Director and President Yi Ming Wang, Director Ting-chien Shen (Video), Wei-chien Ma, Tien Fu Lin (Video), Yueh Tsang Lee (Video), Hsien Tao Chiu (Video), Lung Fan Lin (Video), Jui-chen Ma (Video), Ming-heng Ho (Video), Pin Cheng Chen (Video), Independent Director Ching Shan Hung (Video), Yu-qun Wu (Video), Hsing Yi Chow (Video), An Pin Chen (Video), Chung Chuan Wu (17 directors present in person; 0 director present by proxy and 0 director absent)

Non-voting participants:

Yuanta Financial Holding Co., Ltd.: Vice President Wei Chen Chang (Video)

The Company: Executive Vice President Lawrence Lee (Video), Feng Hsiang Kuo, Kuang Chi She, Wan Fang Wu, Senior Vice President Hung Chan Tseng, Hui Jung Lu, Chien Hua Wu, Ming Hung Tsai, Vice President Yung Chu Su, Senior Vice President of Internal Auditing Dept. Chen Hsiang Wu, Vice President of Administration Department Dept. Po Ching Li, Vice President of Risk Management Department Shih Chiang Li, Senior Assistant Vice President of Accounting Dept. Shih Chen Huang, Senior Assistant Vice President of Human Resources Dept. Ching Fang Lin, Assistant Vice President of Secretariat of the Board of Directors Hsiang Yi Chang, Assistant Vice President of Corporate Planning Dept. Chien Wen Chen

Chairperson: Chairman Hsiu-wei Chen

Recorder: Shu-Yen Ko

Management Presentation (Company Reports)

Proposed by: Remuneration Committee

Agenda:

Review of the operation of the Remuneration Committee in 2021.

Explanation:

- I. First of all, in order to continuously improve corporate governance and keep in line with corporate governance matters promoted by competent authorities and international trends, the company passed the 2022 corporate governance implementation plan at the 38th meeting of the 10th Board of Directors on March 31, 2022. In accordance with the external evaluation requirements of "Corporate Governance Evaluation Preparation" in the above-mentioned plan.
- II. According to the Remuneration Committee Charter of the Company, the annual review of the Remuneration Committee includes: the performance evaluation and the overall issues of compensation and remuneration policies, systems, standards and structures, and regular evaluation and determination of the salaries of directors and managers remuneration.
- III. The main operation of the Remuneration Committee in 2021 is as follows: A total of 10 meetings were held, and the actual attendance rate of the members of each Remuneration Committee was 100%. The proposals reviewed included 1 report

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case and 18 discussion cases, totaling 19 cases. Check the "Information on the Operation of the Compensation Committee" recorded in the 2021 Annual Report, please refer to the attachment for details.

IV. Please note that, with respect to this Agenda, the functional duties and power of the shareholders' meeting are exercised by the Board of Directors in accordance with the Company Act and Financial Holding Company Act.

V. Please review it.

Resolution: Acknowledged.

Notes: Please refer to the meeting agenda book for the appendices to this Agenda, which will not be attached separately.

Chairperson: Hsiu-wei Chen

Recorder: Shu-Yen Ko

## Yuanta Securities Co., Ltd.

### Minute of 2nd meeting of the 11th Board of Directors (Excerpt)

Meeting Date and Time: June 30, 2022 (Thursday), 1:30PM

Venue:

Conference room at 12F of the Company (at 12F, No. 77, Sec. 2, Nanjing E. Rd., Taipei City)

Present directors:

Chairman Hsiu-wei Chen, Vice Chairman Wei Cheng Huang, Director and President Yi Ming Wang, Director Ting-chien Shen (Video), Wei-chien Ma, Tien Fu Lin (Video), Yueh Tsang Lee (Video), Hsien Tao Chiu (Video), Lung Fan Lin (Video), Jui-chen Ma (Video), Ming-heng Ho (Video), Pin Cheng Chen (Video), Independent Director Ching Shan Hung (Video), Yu-qun Wu (Video), Hsing Yi Chow (Video), An Pin Chen (Video), Chung Chuan Wu (17 directors present in person; 0 director present by proxy and 0 director absent)

Non-voting participants:

Yuanta Financial Holding Co., Ltd.: Vice President Wei Chen Chang (Video)

The Company: Executive Vice President Lawrence Lee (Video), Feng Hsiang Kuo, Kuang Chi She, Wan Fang Wu, Senior Vice President Hung Chan Tseng, Hui Jung Lu, Chien Hua Wu, Ming Hung Tsai, Vice President Yung Chu Su, Senior Vice President of Internal Auditing Dept. Chen Hsiang Wu, Vice President of Administration Department Dept. Po Ching Li, Vice President of Risk Management Department Shih Chiang Li, Senior Assistant Vice President of Accounting Dept. Shih Chen Huang, Senior Assistant Vice President of Human Resources Dept. Ching Fang Lin, Assistant Vice President of Secretariat of the Board of Directors Hsiang Yi Chang, Assistant Vice President of Corporate Planning Dept. Chien Wen Chen

Chairperson: Chairman Hsiu-wei Chen

Recorder: Shu-Yen Ko

Management Presentation (Company Reports)

Proposed by: Proposed by: Human Resources Dept.

Agenda:

Distribution of Company's 2021 remuneration to employees.

Explanation:

- I. First of all, please note that according to Paragraph 3, Article 22 of the Articles of Incorporation, "In order to encourage the employees and management team, if the Company's profit at the year's final accounting (namely, the earnings before tax prior to deduction of compensation to employees) has balance after covering accumulated losses (if any), the Company shall allocate at the range from 0.01% to 5% of such balance as the compensation to employees.."
- II. Upon the CPA's audit on the Company's 2021 earnings less the accumulated losses, the earnings were NT\$26,257,541,733. According to said Articles of Incorporation regarding contribution of the remuneration to employees, NT\$41,759,339 (equivalent to 0.16%) were distributed as the remuneration to employees in cash.
- III. This Agenda has been reviewed at 27th meeting of 10th Remuneration Committee convened on March 14 this year, and also reviewed and approved at 37th meeting of 10th Board of Directors convened on March 14. As a result, "except the directors who recused themselves from the discussion and voting for conflict of interest, the

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other directors approved the Agenda unanimously, and the Agenda was reported to a general shareholders' meeting." Therefore, the Agenda was later reported to the shareholders' meeting pursuant to laws.

IV. Please note that, with respect to this Agenda, the functional duties and power of the shareholders' meeting are exercised by the Board of Directors in accordance with the Company Act and Financial Holding Company Act.

V. Please review it.

Resolution: Acknowledged.

Chairperson: Hsiu-wei Chen

Recorder: Shu-Yen Ko

## Yuanta Securities Co., Ltd.

### Minute of 3rd meeting of the 11th Board of Directors (Excerpt)

Meeting Date and Time: July 28, 2022 (Thursday), 2:00PM

Venue:

Conference room at 12F of the Company (at 12F, No. 77, Sec. 2, Nanjing E. Rd., Taipei City)

Present directors:

Chairman Hsiu-wei Chen, Vice Chairman Wei Cheng Huang, Director and President Yi Ming Wang (Video), Director Ting-chien Shen (Video), Wei-chien Ma, Tien Fu Lin (Video), Hsien Tao Chiu and Proxy Yueh Tsang Lee (Video), Lung Fan Lin (Video), Jui-chen Ma (Video), Ming-heng Ho (Video), Pin Cheng Chen (Video), Independent Director Ching Shan Hung, Yu-qun Wu, Hsing Yi Chow (Video), An Pin Chen, Chung Chuan Wu (16 directors present in person; 1 director present by proxy and 0 director absent)

Non-voting participants:

Yuanta Financial Holding Co., Ltd.: Vice President Wei Chen Chang (Video)

The Company: Executive Vice President Lawrence Lee (Video), Ming Lang Liu, Feng Hsiang Kuo, Kuang Chi She, Wan Fang Wu, Senior Vice President Hung Chan Tseng, Hui Jung Lu, Chien Hua Wu (Video), Chen Hsiang Wu, Yung Chu Su, Vice President of Risk Management Department Shih Chiang Li, Senior Assistant Vice President of Human Resources Dept. Ching Fang Lin, Assistant Vice President of Secretariat of the Board of Directors Hsiang Yi Chang, Assistant Vice President of Corporate Planning Dept. Chien Wen Chen, Assistant Vice President of Accounting Dept. Hui Ju Chuan

Chairperson: Chairman Hsiu-wei Chen

Recorder: Shu-Yen Ko

Matters for discussion:

Proposed by: International Operations Dept.

Agenda:

Investment in the private equity fund "Yuanta CJL Mobility Fund" (the name is tentative) and appointment to serve as the general partner of the fund thereof by Yuanta Investment Co., Ltd., an overseas subsidiary of the Company.

Explanation:

- I. In accordance with the FSC's order under Jin-Guan-Zheng-Quan-Zi No. 10703209011 dated June 1, 2018 requiring that "any securities firm's appointment of its subsidiary to serve as a general partner of any venture capital business or private equity fund may be adopted per the resolution approved by a majority of the shareholders present who represent two-thirds or more of the total number of its outstanding shares at a shareholders' meeting."
- II. First of all, Yuanta Investment Co., Ltd., (hereinafter referred to as Yuanta Investment (Korea)) is a subsidiary wholly owned by the Company's subsidiary, Yuanta Securities (Korea), and also a venture capital incorporated under the laws of Korea, engaged in the business lines including direct investment in and offering and issuance and management (as a general partner) of venture capital or private equity funds.



- III. Yuanta Investment (Korea) intends to establish, invest in and act as the general partner (the fund manager) of the private equity fund "Yuanta CJL Mobility Fund", which is expected to be worth 64.5 billion won (approximately NT\$1.48 billion), of which Yuanta Investment (South Korea) plans to invest 3 billion won (approximately NT\$69 million; the investment ratio is 4.7%) and act as a general partner. It is also expected that CJL Partners and Korea Growth Investment Corp will invest 300 million won and 25 billion yuan respectively, and will serve as Co-General Partner and Special Partner (Anchor Limited Partner) respectively; the remaining funds are planned to be contributed by other limited partners.
- IV. The investment targets of the Fund are the issued shares of Geumnam Express Co., convertible corporate bonds and the issued shares of Jungbu Express Co. Considering the future profit potential of the investment target, it is planned to set up the fund for investment. Please refer to the Chinese summary and original full text of the investment plan thereof as shown in Appendix.
- V. According to said FSC's order under Jin-Guan-Zheng-Quan-Zi No. 10703209011 also requiring that "the investment by any securities firm's foreign subsidiary in any venture capital or private equity fund, plus the total investment by the securities firm's parent company and its subsidiaries in the venture capital or private equity fund no more than 20% of the total assets of such venture capital or private equity fund or NT\$300 million does not require the FSC's prior approval. Since Yuanta Investment (Korea) intends to invest 3 billion won (approximately NT\$69 million), and the proposed investment ratio is 4.7%, which does not reach the threshold, so it is required to apply for approval in advance. The actual Fund scale and investment plan will be decided depending on the fundraising results, and the Chairman or his/her designee will be authorized to take charge of related matters subsequently.
- VI. Please note that, with respect to this Agenda, the functional duties and power of the shareholders' meeting are exercised by the Board of Directors in accordance with the Company Act and Financial Holding Company Act.
- VII. The Agenda was reviewed at the 3th meeting of the 11th Audit Committee on July 19, 2021 and the Committee resolved that "the Agenda should be passed and reported to the Board of Directors meeting for resolution".
- VIII. Please review and discuss.

Resolution: All of the directors present at the meeting approved the Agenda unanimously.

Notes: Please refer to the meeting agenda book for the appendices to this Agenda, which will not be attached separately.

Chairperson: Hsiu-wei Chen

Recorder: Shu-Yen Ko

## Yuanta Securities Co., Ltd.

### Minute of 4th meeting of the 11th Board of Directors (Excerpt)

Meeting Date and Time: August 18, 2022 (Thursday), 1:30PM

Venue:

Conference room at 12F of the Company (at 12F, No. 77, Sec. 2, Nanjing E. Rd., Taipei City)

Present directors:

Chairman Hsiu-wei Chen, Vice Chairman Wei Cheng Huang, Director and President Yi Ming Wang, Director Ting-chien Shen (Video), Wei-chien Ma, Tien Fu Lin (Video), Yueh Tsang Lee (Video), Hsien Tao Chiu (Video), Lung Fan Lin (Video), Jui-chen Ma (Video), Ming-heng Ho (Video), Pin Cheng Chen (Video), Independent Director Ching Shan Hung (Video), Yu-qun Wu (Video), Hsing Yi Chow (Video), An Pin Chen (Video), Chung Chuan Wu (Video), Ya Li Sun (Video) (18 directors present in person; 0 director present by proxy and 0 director absent) Non-voting participants:

CPA Chiao Sen Lo (the second Agenda of video-based discussion)

Non-voting participants:

Yuanta Financial Holding Co., Ltd.: Vice President Wei Chen Chang (Video)

The Company: Executive Vice President Lawrence Lee (Video), Feng Hsiang Kuo, Wan Fang Wu, Senior Vice President Hui Jung Lu, Chien Hua Wu, Ming Hung Tsai,

Chen Hsiang Wu, Vice President Yung Chu Su, Sung Chun Chen, Vice President of Risk Management Department Shih Chiang Li, Senior Assistant Vice President of Accounting Dept. Shih Chen Huang, Senior Assistant Vice President of E-commerce Dept. Sheng Hui Yang, Senior Assistant Vice President of Human Resources Dept. Ching Fang Lin, Assistant Vice President of Secretariat of the Board of Directors Hsiang Yi Chang, Assistant Vice President of Corporate Planning Dept. Chien Wen Chen

Chairperson: Chairman Hsiu-wei Chen

Recorder: Shu-Yen Ko

Matters for discussion:

Proposed by: Corporate Planning Dept.

Agenda:

Amendments to certain articles of the "Articles of Incorporation of Yuanta Securities Co., Ltd."

Explanation:

- I. It is proposed to revise part of the contents of the regulations according to the following reasons.
  - (I) In accordance with the FSC's letter under Jin-Guan-Zheng-Quan-Zi No. 1110345339 dated June 1, 2022, the change of business items was approved, and the securities dealer license of "2022 Jin Guan Zheng Zong Zi No. 0017" was renewed, and the company was deleted the business project "H304011 Securities Investment Consulting Business", and Article 2, Paragraph 1, Subparagraph 5 was amended.
  - (II) In accordance with Article 28-1 of the "Corporate Governance Best-Practice Principles for Securities Firms" and Question 6 of the Securities and Futures Bureau's "Corporate Governance Questions and Answers", a Remuneration Committee is clearly established in the Articles of Association, and Article

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19, Paragraph 2 is added.

(III) Amend Article 26 to coordinate with the adjustment history.

- II. Please refer to the comparison table of amended provisions and the whole provisions upon the amendments as attached hereto for details.
- III. Please note that, with respect to this Agenda, the functional duties and power of the shareholders' meeting are exercised by the Board of Directors in accordance with the Company Act and Financial Holding Company Act.
- IV. The Agenda was reviewed at the 4th meeting of the 11th Audit Committee on August 16, 2022 and the Committee resolved that "the Agenda should be passed and reported to the Board of Directors meeting for resolution".
- V. Please review and discuss.

Resolution: All of the directors present at the meeting approved the Agenda unanimously.

Notes: Please refer to the meeting agenda book for the appendices to this Agenda, which will not be attached separately.

Chairperson: Hsiu-wei Chen

Recorder: Shu-Yen Ko

## Yuanta Securities Co., Ltd.

### Minute of 9th meeting of the 11th Board of Directors (Excerpt)

Meeting Date and Time: December 29, 2022 (Thursday), 2:00PM

Venue:

Conference room at 12F of the Company (at 12F, No. 77, Sec. 2, Nanjing E. Rd., Taipei City)

Present directors:

Chairman Hsiu-wei Chen, Vice Chairman Wei Cheng Huang, Director and President Yi Ming Wang, Director Ting-chien Shen, Wei-chien Ma (Video), Tien Fu Lin, Yueh Tsang Lee and proxy Jui-chen Ma, Hsien Tao Chiu (Video), Lung Fan Lin, Ming-heng Ho (Video), Pin Cheng Chen (Video), Independent Director Ching Shan Hung, Yu-qun Wu, Hsing Yi Chow, An Pin Chen, Chung Chuan Wu, Ya Li Sun (17 directors present in person; 1 director present by proxy and 0 director absent)

Non-voting participants:

Yuanta Financial Holding Co., Ltd.: Vice President Wei Chen Chang

The Company: Executive Vice President Lawrence Lee, Feng Hsiang Kuo, Senior Vice President Hung Chan Tseng, Hui Jung Lu, Chien Hua Wu, Chen Hsiang Wu, Vice President Yung Chu Su, Senior Vice President of Investment Banking Department Shu-hua Jiang, Vice President of Administration Department Bo-ching Li, Vice President of Risk Management Department Shih Chiang Li, Senior Assistant Vice President of Accounting Dept. Shih Chen Huang, Senior Assistant Vice President of Human Resources Dept. Ching Fang Lin, Senior Assistant Vice President of Derivatives Dept. Cui-shan Xu, Assistant Vice President of Secretariat of the Board of Directors Hsiang Yi Chang, Assistant Vice President of Corporate Planning Dept. Chien Wen Chen, Manager of Proprietary Trading Dept. Yu Heng Fan, Deputy Manager of E-Commerce Dept. Sung An Lee.

Chairperson: Chairman Hsiu-wei Chen

Recorder: Shu-Yen Ko

Matters for discussion:

Proposed by: Finance Dept.

Agenda:

Amendments to certain articles of the Company's "Operating Procedures of Loaning of Funds and Making of Endorsements/Guarantees"

Explanation:

- I. In accordance with the FSC's letter under Jin-Guan-Zheng-Shen-Zi No. 1080304826 dated March 7, 2019 announced some provisions of the "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies" were amended, and clarifying the definition of long term investment, FSC has amended part of the Article 25 with the reference of "Regulations Governing the Preparation of Financial Reports by Securities Issuers".
- II. For the calculation standard of making endorsements/guarantees for others to be more clarified, part of the Article 11 in the Company's "Operating Procedures of Loaning of Funds and Making of Endorsements/Guarantees" was amended with the reference of above-mentioned regulations.
- III. Please refer to the comparison table of amended provisions and the whole

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provisions upon the amendments as attached hereto for details.

- IV. Please note that, with respect to this Agenda, the functional duties and power of the shareholders' meeting are exercised by the Board of Directors in accordance with the Company Act and Financial Holding Company Act.
- V. The Agenda was reviewed at the 9th meeting of the 11th Audit Committee on December 20, 2022 and the Committee resolved that "the Agenda should be passed and reported to the Board of Directors meeting for resolution".
- VI. Please review and discuss.

Resolution: All of the directors present at the meeting approved the Agenda unanimously.

Notes: Please refer to the meeting agenda book for the appendices to this Agenda, which will not be attached separately.

Chairperson: Hsiu-wei Chen

Recorder: Shu-Yen Ko