

Rules of Procedure for Shareholders' Meeting CSBC Corporation, Taiwan

Passed in the 1st extraordinary shareholders' meeting of 2002 on December 9, 2002

Passed in the 1st extraordinary shareholders' meeting of 2008 on March 24, 2008

Passed in the general shareholders' meeting of 2008 on June 20, 2008

Passed in the general shareholders' meeting of 2012 on June 13, 2012

Passed in the general shareholders' meeting of 2014 on June 26, 2014

Passed in the general shareholders' meeting of 2015 on June 29, 2015

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1. Except as otherwise provided in the laws and regulations, the procedure of the shareholders' meetings of CSBC Corporation, Taiwan (hereinafter referred to as the Company) shall be handled in accordance with these Rules.
2. The shareholder referred to in these Rules means the shareholder him/herself or the representative appointed by the shareholder or the shareholder's proxy for attending the meeting.
3. Except as otherwise provided in the laws and regulations, the shareholders' meeting of the Company shall be convened by the board of directors.

The Company shall, 30 days before a general shareholders' meeting or 15 days before an extraordinary shareholders' meeting, produce the shareholders' meeting notice, the power of attorney form, and the information about items for recognition and discussion and election or dismissal of directors into an electronic file for upload on the MOPS. In addition, the Company shall, 21 days before a general shareholders' meeting or 15 days before an extraordinary shareholders' meeting, produce the rules of procedures for the shareholders' meeting and supplementary materials into an electronic file for upload on the MOPS. The Company shall, 15 days before a shareholders' meeting, prepare the shareholders' meeting agenda handbook and supplementary materials and make them available for the shareholders to obtain and review at any time. In addition, the handbook shall be displayed at the Company and its stock registrar and transfer agent, and distributed on-site at the meeting.

The meeting notice and announcement shall contain the reasons for convening the meeting. The notice delivery may be done electronically with the consent of the counterparty.

The election or dismissal of directors, or amendments to the Articles of

Association, or dissolution, merger, or division of the Company, **or matters in** the provisions of Article 185 of the Company Law, Articles 26.1 or 43.6 of the Securities Exchange Act, or Articles 56.1 or 60.2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be listed in the reasons for convening the meeting and shall not be brought up as extraordinary motions.

Where re-election of all directors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders' meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.

A shareholder holding one percent or more of the total number of issued shares may submit to the company a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.

Prior to the book closure date before a regular shareholders' meeting is held, the company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

The shareholder's proposal shall be no more than 300 words. Proposals more than 300 words will not be included as motions. The shareholder making the motion proposal shall be present at or appoint a proxy to attend the shareholders' meeting and participate in the discussion of the motion.

The Company shall notify the shareholder making the motion proposal of the results of the processing before the notice of convening the shareholders' meeting, and include in the meeting notice the motions meeting the criteria of the Article. For a shareholder's proposal not included in the motions, the board of directors shall state the reasons in the shareholders' meeting.

4. The shareholders shall, at each shareholder's meeting, issue a power of attorney in the form printed by the Company, specify the scope of authorization, and appoint a proxy to attend the shareholders' meeting.

Each shareholder is limited to issuing one power of attorney and appointing one proxy only. The power of attorney shall be delivered to the Company 5 days before the shareholders' meeting. If the power of attorney is duplicated, the first one that is delivered shall prevail. This requirement does not apply to a statement revoking the former power of attorney.

Upon the delivery of the power of attorney to the Company, the shareholder who wishes to attend the shareholders' meeting in person or wishes to exercise the voting right in writing or electronically shall notify the Company in writing to cancel the proxy appointment 2 days before the shareholders' meeting, otherwise the voting right exercised by the appointed proxy who attends the meeting shall prevail.

5. The time and place of the shareholders' meeting shall be determined by the board of directors, and the meeting shall be held at the place where the head office of the Company is located or a place convenient for the shareholders' attendance and suitable for holding the shareholders' meeting. The meeting start time shall not be earlier than 9:00 am or later than 3:00 pm.
6. The Company shall prepare a rules-of-procedure handbook for the shareholders' meeting and announce the rules-of-procedure handbook and other relevant information before the shareholders' meeting.

The measures concerning the time, manner and main matters in the rules of procedure handbook in the aforesaid announcement and other matters to be followed shall be determined by the securities regulatory authority.

The attendance at the shareholders' meeting shall be determined by the submission of the attendance card to the Company by either the shareholder or the proxy appointed by the shareholder.

The Company shall deliver the rules-of-procedure handbook, annual report, attendance certificate, speech slip, vote and other meeting information to the shareholders present at the shareholders' meeting. If there is an election of directors, the election ballot shall also be delivered

The shareholder shall attend the shareholders' meeting by attendance certificate, attendance card or other attendance documents. The Company shall not arbitrarily add any other supporting documents to prove the identity of the shareholders. The solicitor for the power of attorney shall carry identity documents for verification.

If the government or a legal person is a shareholder, the representative for the shareholders' meeting is not limited to one person only. If a legal person is appointed to attend the shareholders' meeting, only one representative shall be sent.

7. If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. If the chairperson of the board is on leave or for any reason and unable to exercise the powers of a chairperson, the chairperson shall appoint one of the directors to act as the chairperson for the meeting. If the chairperson does not make such an appointment, then the chairperson for the meeting shall be elected among the directors.

If the shareholders' meeting is convened by a party other than the board of directors, the chairperson of the meeting shall be the convening party. If there are two or more convening parties, one of them shall be elected as the chairperson.

For a shareholders' meeting convened by the board of directors, the chairperson shall personally presided over the meeting, and shall have more than half of the directors of the board and at least one member from each functional committee attend the meeting. The attendance shall be recorded in the meeting minutes.

The Company may appoint its lawyer, accountant or related persons to attend the shareholders' meeting in a non-voting capacity.

8. The Company shall audio-record or video-record the whole process of the shareholders' meeting, and shall retain the recording together with the attending shareholders' sign-in register and the powers of attorney for at least one year. For any lawsuit filed by a shareholder in accordance with Article 189 of the Company Law, such documents shall be kept until the end of the proceedings.
9. The attendance of the shareholders' meeting shall be on a share basis. The number of shares represented by the attending shareholders shall be based on the sign-in register or the attendance cards submitted, plus the number of shares with the voting rights exercised in writing or electronically.

The chairperson shall call the meeting to order at the scheduled meeting start time, **and announce relevant information of the number of non-voting rights and the number of shares present at the time.** If the attending

shareholders do not represent a majority of the total number of shares issued, the chairperson may announce a postponement, provided that no more than two such postponements for a combined total length of no more than 1 hour may be made. If after two postponements the attending shareholders still represent less than one third of the total number of issued shares, the chairperson shall announced the meeting aborted.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, then pursuant to Paragraph 1 of Article 175 of the Company Law, a tentative resolution may be adopted with the consent of the attending shareholders with the majority voting rights. The shareholders shall be informed of the tentative resolution, and another shareholders' meeting shall be convened within a month.

For the shareholders' meeting reconvened, shareholders representing one third or more of the total number of issued shares still have to attend, and the consent of the attending shareholders with the majority voting rights shall be obtained. A formal resolution shall be made.

- 10.If a shareholders' meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders' meeting convened by a party with the power to convene that is not the board of directors.

The chairperson may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders' meeting.

After the meeting is adjourned, the shareholders shall not elect another chairperson to continue the meeting at the original site or another place. However, if the chairperson declares the meeting adjourned in violation of the rules of procedure, with the consent of the attending shareholders with the majority voting rights, a new chairperson may be elected to continue the meeting.

The chairman shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, and may announce to suspend the discussion when it's necessary. As announced to close the discussion or stop the agenda item of the discussion, the chair shall call for a vote, and schedule sufficient time for voting.

11. Before speaking, an attending shareholder must write down on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance certificate number), and account name. The order in which the shareholders speak shall be set by the chairperson.

An attending shareholder who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

Except with the consent of the chairperson, a shareholder may not speak for more than twice on the same motion, and a single speech may not exceed 5 minutes. If a shareholder's speech violates the rules or exceeds the scope of the agenda item, the chairperson may terminate the speech.

At the time a shareholder is speaking, the other shareholders shall not speak and interfere except with the consent of the chairperson and the speaking shareholder, otherwise the chairperson shall stop this interfering behavior.

Where a legal-person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives may speak on the same motion.

After an attending shareholder has spoken, the chairperson may respond in person or appoint a relevant person to respond.

12. The vote calculation of the shareholders' meeting shall be on a share basis. If the government or a legal person is a shareholder, its representative shall exercise the voting rights on behalf of the shareholder.

For the resolution of the shareholders' meeting, the shareholdings of shareholders with no voting rights shall not be included in the total number of shares issued.

Shareholders are not allowed to participate in the voting on matters with

their own interests involved in that are potentially harmful to the interests of the Company, and shall not act on behalf of other shareholders to exercise their voting rights.

The number of shares with no voting rights in the preceding paragraph shall not be included in the number of voting rights of the shareholders who have attended the meeting.

A shareholder may entrust a proxy to attend the shareholders' meeting. Except trust businesses or stock agents approved by the competent authority, if a proxy is entrusted by two or more shareholders, the voting rights of the proxy shall not exceed 3% of the total number of voting rights of the issued shares, otherwise the voting rights exceeding the percentage shall not be counted.

13. Shareholders have one voting right for each share, except restricted shares or shares with no voting rights as listed in Item 2 of Paragraph 179 of the Company Law.

In the Company's shareholders' meeting, an electronic method shall be adopted for the exercise of voting rights, which may also be exercised in writing. The notice of the shareholders' meeting shall stipulate whether the voting rights are exercised in writing or electronically. Shareholders who exercise their voting rights either in writing or electronically are deemed to be present at the shareholders' meeting in person. However, they shall be deemed to abstain from extraordinary motions and amendments to the original motions of the shareholders' meeting.

For a shareholder who exercises the voting rights in writing or electronically in the preceding paragraph, the shareholder's decision shall be delivered to the Company 2 days before the date of the shareholders' meeting. If the decision is duplicated, the first one that is delivered shall prevail. This requirement does not apply to a statement revoking the former decision.

After a shareholder exercises the voting rights in writing or electronically, if the shareholder wishes to attend the meeting in person, he/she shall, in the same way as the exercise of the voting rights, cancel the decision on the exercise of the voting rights in the preceding paragraph 2 days before the date of the shareholders' meeting. If the cancellation is not made before the deadline, the voting rights exercised in writing or electronically shall prevail. If a shareholder exercises the voting rights in writing or

electronically and entrusts a proxy by a power of attorney to attend the shareholders' meeting, the voting rights exercised by the entrusted proxy shall prevail.

Unless otherwise provided in the Company Law and the Articles of Association of the Company, a motion is subject to the consent of the majority of the shareholders' voting rights. When voting, the shareholders shall vote on a case-by-case basis after the chairperson or his/her designated person announces the total number of voting rights of the attending shareholders case-by-case basis, and the results of the shareholders' consent, objection and abstention shall be entered into the MOPS on the day after the shareholders' meeting.

At the time of the vote, if there is no objection after the chairperson's inquiry, the motion shall be regarded as passed, and it shall bear the same effectiveness as that of voting. If there is any objection, the voting method shall be adopted in accordance with the provisions of the preceding paragraph.

In the case of an amendment or an alternative to the same motion, the chairperson shall combine it with the original motion and determine the order of voting. If one of the motions is passed, the other motion shall be deemed to be vetoed and no further voting shall be required.

The scrutineer of the motion and vote counting personnel shall be designated by the chairperson, but the scrutineer shall be a shareholder.

The results of the vote shall be announced on the spot and recorded accordingly.

14. If there is an election of directors in the shareholders' meeting, the election shall be handled in accordance with the election related regulations of the Company, and the results shall be announced on the spot, **contains the list of elected directors and the number of voting rights and the list of unsuccessful directors.**

The electoral votes for the preceding election shall be sealed and signed by the scrutineer and kept for at least one year. For any lawsuit filed by a shareholder in accordance with Article 189 of the Company Law, such documents shall be kept until the end of the proceedings.

15. The resolutions of a shareholders' meeting shall be recorded in the shareholders' meeting minutes to be signed or sealed by the chairperson,

and be distributed to the shareholders within 20 days after the meeting. The preparation and distribution of the meeting minutes may be carried out electronically.

The distribution of the aforesaid meeting minutes may be carried out by way of a public announcement.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors or supervisors. The minutes shall be retained for the duration of the existence of the company.

The resolution of the preceding paragraph is based on the chairperson's inquiry with the shareholders. If the shareholders have no objection to the motion, it shall be recorded that "the motion is passed with no objection after the chairperson's inquiry with all the attending shareholders". However, if the shareholders object to the motion, it shall be recorded that the voting method was adopted as well as the number of voting rights for the motion and the ratio of such voting rights.

16. The number of shares solicited by the solicitors and the number of shares represented by the proxies shall be clearly disclosed in the prescribed statistical form and posted in the venue of the shareholders' meeting on the day of the shareholders' meeting.

In case a resolution of the shareholders' meeting belongs to major information specified in the decree and by the competent authority, the Company shall transmit the contents to the MOPS within the prescribed time.

17. The chairperson may direct the proctors (or security personnel) to help maintain the order at the meeting. When the proctors (or security personnel) help maintain the order at the meeting, they shall wear an identification card.

For shareholders who violate the rules of procedure, do not follow the chairperson's correction and disturb the conduct of the meeting, the chairperson may direct the proctors or security personnel to ask them to leave the venue.

18. During the course of a meeting, the chairperson may announce a break based on time considerations. In case of a force majeure event, the chairperson may rule the meeting temporarily suspended, and announce a meeting resumption time depending on the situation.

If the meeting venue can no longer be used before the end of the meeting agenda (including extraordinary motions), the shareholders may find another venue to continue the meeting.

A meeting resolution may be made to postpone or continue the shareholders' meeting within 5 days in accordance with the provisions of Article 182 of the Company Law.

19. Matters not stipulated in these Rules shall be handled in accordance with the provisions of the Company Law, the Articles of Association of the Company and relevant laws and regulations.

20. The Rules are implemented after the adoption of the resolution in the shareholders' meeting, and the same procedure applies to the amendments.