

# Rules of Procedures for Board Meeting of Taiwan Business Bank Co., Ltd.

Established at the 5th meeting of the 10th Board of Directors on May 5, 2004  
Reported to the general shareholders' meeting on June 11, 2004  
Amended and approved at the 5th meeting of the 11th Board of Directors on December 19, 2006  
Reported to the general shareholders' meeting on June 9, 2007  
Amended and approved at the 11th extraordinary meeting of the 11th Board of Directors on March 25, 2008  
Amended and approved at the 16th meeting of the 12th Board of Directors on December 26, 2011  
Amended and approved at the 3rd meeting of the 13th Board of Directors on August 24, 2012  
Amended and approved at the 4th meeting of the 13th Board of Directors on October 22, 2012  
Reported to the general shareholders' meeting on June 21, 2013  
Amended and approved at the 19th meeting of the 13th Board of Directors on December 12, 2014  
Reported to the general shareholders' meeting on June 26, 2015  
Amended and approved at the 17th meeting of the 14th Board of Directors on October 25, 2017  
Reported to the general shareholders' meeting on June 29, 2018  
Amended and approved at the 13th meeting of the 15th Board of Directors on March 11, 2020  
Reported to the general shareholders' meeting on May 29, 2020  
Amended and approved at the 9th meeting of the 16th Board of Directors on September 21, 2022  
Reported to the general shareholders' meeting on June 16, 2023  
Amended and approved at the 9th meeting of the 16th Board of Directors on June 12, 2024

## **Article 1 (Basis)**

Rules of Procedures for Board Meeting of Taiwan Business Bank Co., Ltd. (the "Bank") was established in accordance with the requirements under the "Securities and Exchange Act", "Regulations Governing Procedure for Board of Directors Meetings of Public Companies" and other relevant regulations.

## **Article 2 (Rules of procedures)**

Except as otherwise provided by law, regulation, or the Articles of Association of the Bank, the Rules shall govern the procedures of the Bank's Board meeting.

## **Article 3 (Convening Board meeting)**

A regular meeting of the Board shall be held every month in principle, and be held every two months at least.

The reasons for calling a Board meeting shall be notified to all Directors at least seven days in advance. However, an extraordinary meeting may be called on shorter notice in emergency circumstances, upon the requests from the majority of Directors.

The notice set forth in the preceding Paragraph may be effected by means of electronic transmission, after obtaining prior consent from the recipients thereof.

The matters specified in Paragraph 1 of Article 6 shall be listed in the reasons for convening a Board meeting, and may not be raised by an extraordinary motion.

The term "all Directors" in the Rules means the actual number of Directors currently holding the positions.

## **Article 4 (Notice and materials for meetings)**

The Board Secretariat Department shall be the agenda working group for

the Board meeting called by the Bank.

The agenda working group shall schedule the date, agenda items, and agenda for the meetings in advance, and notify all Directors.

The agenda working group shall provide sufficient materials for the meeting and dispatch with the notice of the meeting.

If Directors consider the meeting materials to be insufficient, they may request the unit in charge to provide supplementary information. If Directors consider the materials concerning the proposals to be insufficient, the deliberation may be postponed upon a resolution of the Board.

#### **Article 5 (Agenda items)**

Agenda items for regular Board meetings shall include at least the following:

1. Reports:
  - (1) Meeting minutes of the last Board meeting and implementation status.
  - (2) Significant financial or business reports (including financial reports for the 1st quarter and the 3rd quarter of each accounting year).
  - (3) Internal audit report.
  - (4) Other important matters to be reported.
2. Discussion:
  - (1) Items discussed and continued from the last meeting.
  - (2) Items to be discussed at this meeting.
3. Questions and Motions

#### **Article 6 (Matters to be discussed at the Board meeting)**

The following matters shall be submitted to the Board for discussion:

1. The Company's business plan.
2. Annual financial reports and second quarter financial reports that must be audited and attested by a CPA, which are signed or sealed by the chairman, managerial officer, and accounting officer.
3. Adoption or amendment of internal control systems in accordance with Article 14-1 of the Securities Exchange Act and other laws and regulations.
4. Assessment of the effectiveness of the internal control system.
5. Setting or revising the processing procedures for significant financial business practices such as the acquisition or disposal of assets, engaging in derivatives trading, loaning to others, providing

endorsement/guarantees for others according to the requirements under Article 36-1 of the Securities and Exchange Act. However, the authorization hierarchy of credit loans shall be subject to the requirements under the "Directions for the Authorizations of Credit Loan" of the Bank.

6. Transaction of material assets or derivatives.
7. Offering, issuance or private placement of any equity based securities.
8. Appointment and discharge of a financial, accounting, risk management, regulatory compliance, and internal audit officers.
9. Hiring, discharge or remuneration of attesting CPAs.
10. Matters regarding the personal interest of the respective Directors.
11. Performance audit system and remuneration standards for managerial and sales personnel.
12. Remuneration structure and system of Directors.
13. Donations to related parties or material donations to non-related parties. However, public-interest donations of disaster relief for a major natural disaster may be submitted to the next Board meeting for ratification.
14. Other material matters to be decided by a shareholders' meeting or submitted to the Board of Directors in accordance with the laws and regulations or required by the competent authority.

The "transaction of material assets or derivatives" mentioned in Subparagraph 6 of Paragraph 1 refers to transactions of material assets or derivatives the shall be passed by the Board meeting according to the requirements of the law or the "Procedures for Acquisition or Disposal of Assets" or other regulations of the Bank.

The term "related parties" mentioned in Subparagraph 13 of Paragraph 1 refers to related parties defined in the "Regulations Governing the Preparation of Financial Reports by Securities Issuers." The term "material donations to non-related parties" means one-off or the cumulative amount of donations to the same party within one year reaches NT\$100 million, or 1 percent of net operating revenue, or 5 percent of paid-in capital in the Company's audited financial statement for the most recent year.

The "within the one year" mentioned in the previous Paragraph refers to the year preceding the date of convening the Board meeting.

Except for proposals that may not be proposed as extempore motions according to requirements under the law and the Rules, extempore

motions may be proposed during the meeting when permitted by the Chairman.

**Article 7 (Principle of authorization of the Board)**

During the recess of the Board, the Managing Directors shall regularly exercise the power and authority of the Board in accordance with the laws and regulations, the Bank's Articles of Association, and the resolutions adopted by the shareholders' meetings and the Board, and the Board meetings to be called from time to time by the Chairman; such meetings shall be chaired by the Chairman. When the Chairman is unable to present himself/herself, the Chairman shall designate a Managing Director as the proxy. When there is no designation made, a Managing Director shall be elected among themselves.

Where a meeting of Managing Directors is scheduled to be convened within seven days, the notice to each Managing Director may be made two days in advance. However, emergencies are not subject to this requirement.

The notice set forth in the preceding Paragraph may be effected by means of electronic transmission, after obtaining prior consent from the recipients thereof.

The scope of authorization when the Managing Board executing the function of the Board of Directors are as follow:

1. The review of the regulations and material business other than articles of association and overall operating strategy, material policies or administrative regulations for significant risks, and business regulations.
2. The review of matters other than matters to be submitted to the shareholders' meeting or the Board meeting for discussion according to the law and the articles of association, or significant matters required by the competent authority.
3. Matters handed down by the Chairman.

Any resolution passed by the Managing Board according to requirements in the previous Paragraph shall be reported to the Board.

**Article 8 (Preparation for the sign-in book and the attendance by a Director proxy)**

The Bank shall prepare the sign-in book for attending Directors and presenting personnel for future reference. For Board meetings, if a Director is unable to attend, the Director may engage other Director as a proxy to attend on behalf of him/her pursuant to the Bank's Articles of

Association; Directors who participated the meeting via video call shall be deemed as attending in person, and shall deliver the sign-in cards via fax for sign-in.

When a Director may engage other Director as a proxy to attend on behalf of him/her, the Director shall present the power of attorney and set out the scope of authorization concerning the reason for convening the meeting.

The proxy in Paragraph 2 may only be engaged by one Director.

#### **Article 9 (Principles for location and time of Board meeting)**

The Board of Directors shall meet at the Bank's location and within the Bank's working hours in general. However, the meeting can convene in other locations and at other times for the convenience of Directors.

#### **Article 10 (Chairman and representative of the Board)**

Board meetings of the Bank convened by the Chairman shall be chaired by the Chairman. The first Board meeting of each term shall be convened and chaired by the Director who received votes representing the largest portion of voting rights at the shareholders' meeting. When there are two or more persons with the right to convene, they shall select one from among themselves to serve as chairperson of the meeting. Where the Board meeting is convened by the majority of the Directors according to the law, the chairman shall be elected among the Directors.

When the Chairman is unable to present himself/herself when he/she is on leave or due to other causes, the Chairman shall designate a Managing Director as the proxy. When there is no designation made, a Managing Director shall be elected among themselves.

#### **Article 11 (Reference materials and attending personnel at the Board meeting)**

Upon convening the Board meeting, the unit responsible for meeting affairs and the managing department shall prepare relevant information readily available to Directors at the meeting for reference. When holding a meeting of the Board, the Bank may notify personnel of relevant departments or subsidiaries to present at the meeting and report the current business situation of the Bank and answer questions raised by Directors to assist them in understanding the current condition of the Bank and arrive at proper resolutions.

When necessary, the CPAs, lawyers or other professionals may also be invited to be present at the meeting and provide explanations. However,

they shall excuse themselves during discussion and voting.

### **Article 12 (Convening of Board meetings)**

When a majority of the Directors have presented upon the designated time of the meeting, the Chairman shall call the meeting to order. When a majority of the Directors have not presented upon the designated time of the meeting, the Chairman may announce the adjournment of the meeting for the same day. The postponement is limited to two times.

When the number of Directors had not met the quorum after two postponements, the Chairman shall reconvene the meeting in accordance with the procedures set out in the Article 3.

### **Article 13 (Discussion on proposals)**

The Board shall conduct the meeting according to the agenda as specified in the meeting notice. However, the agenda can be changed when being approved by the majority of attending Directors.

The Chairman may not announce the adjournment of the meeting before the completion of the agenda unless agreed by the majority of attending Directors.

During the Board meetings, where the number of Directors in attendance was less than the majority of Directors originally attending the meeting, the Chairman shall declare a temporary suspension of meeting upon a motion proposed by the Directors in attendance. In which case, Paragraph 1 of the preceding Article shall apply mutatis mutandis.

During the meeting, the Chairman may, at his/her discretion, announce intermission or negotiation.

If the chairman is unable to preside over the meeting for some reason or fails to declare the adjournment of the meeting in accordance with the provisions of Paragraph 2, the provisions of Paragraph 2 of Article 10 shall apply mutatis mutandis to the selection and appointment of his agent.

### **Article 14 (Director's speech and the order of the Chairman)**

After the speech of a Director, the Chairman may, in person or designate relevant personnel to, respond, or designate presenting experts to provide the relevant information.

Where a Director has repeated his/her statements on the agenda or has diverged from the agenda, to the extent of affecting other Directors' turn for speech or hindering the meeting process, the Chairman may stop the speech.

### **Article 15 (Ballot)**

Where the Chairman considers the discussion has been carried out to the extent that a vote shall be conducted, the Chairman may declare and stop the discussion and proceed through the vote.

Regarding the resolution at a Board meeting, except for otherwise required by the Securities and Exchange Act, the Company Act, other laws, or the Bank's Articles of Association, the resolution shall receive the consent from the majority of the attending Directors at the meeting attended by the majority of Directors.

During the ballot, where there is no objection was raised by the attending Directors upon the inquiry of the Chairman, the ballot shall be deemed as the passing by the majority.

The "attending Directors" in the preceding Paragraphs does not include Directors prohibited from exercising voting rights pursuant to Article 17. Where there is an objection raised upon the inquiry of the Chairman, proceed through the vote; the Chairman may elect to proceed through the vote by adopting one of the following methods:

1. Vote by raising hands
2. Vote by casting ballots.

Shall there be revision or substitute for the same proposal, the Chairman shall combine such revision or substitute to the original proposal and determine the voting sequence. If any of the proposals are deemed obsolete, the other proposals shall be deemed as being rejected, and exempted from the vote.

### **Article 16 (Scrutineers and counting)**

The scrutineers and counting personnel, if any, for the ballot of the proposal shall be designated by the Chairman, but the scrutineers shall be Directors.

The results of the ballot shall be reported at the scene and made a record accordingly. The supervising and counting methods shall also be stated in the minute books of the Board meeting.

### **Article 17 (Conflict of interests abstaining system for Directors)**

Where any item on the agenda results in conflicts of interest with any Director or the corporation represented by the Director, the Director shall state the important aspects of the interested party relationship at the Board meeting; when the said interest is harmful to the interests of the Bank, the Director shall not participate in and shall abstain from

discussion and voting and shall not represent other Directors as a proxy to exercise their voting rights.

Where the spouse, a relative within the second degree of kinship of a Director, or any company which has a controlling or subordinate relation with a Director has interests in the matters under discussion in the meeting of the preceding Paragraph, the Director shall be deemed to have a personal interest in the matter.

For resolutions of the Board meeting, Directors who are not permitted to exercise their voting rights in the previous two Paragraphs shall comply with requirements under Paragraph 4, Article 206 of the Company Act, under which the provisions of Paragraph 2, Article 180 shall apply *mutatis mutandis*.

### **Article 18 (Meeting minutes and signed matters)**

A minute book shall be prepared for the discussions at Board meetings.

The minute book shall detail the following matters:

1. The term (or year), time, and place of the Board meeting.
2. Name of the Chairman.
3. Directors' attendance status, including names and numbers of Directors who are present, on leave, and absent.
4. Names and titles of non-voting attendees.
5. Name of the recorder.
6. Report items.
7. Discussion: The resolution method and the result for each motion; a summary of comments made by Directors, experts, or other individuals; the name of any Director that is an interested party as referred to in Paragraph 1 of the previous Article, an explanation for the important aspects of the relationship of interest, the reasons why the Director was required or not required to recuse, and the status of their recusal; objection or qualified opinions which are on record or indicated in a written statement as well as the written opinions issued by independent Directors according to the requirements under Paragraph 6, Article 6.
8. Questions and motions: Name of proposer, resolution methods and the results for the motions; a summary of comments made by Directors, experts, or other individuals; the name of any Director that is an interested party as referred to in Paragraph 1 of the previous Article, an explanation for the important aspects of the relationship of interest, the reasons why the Director was required or not required to abstain, and the status of their abstaining; objection or qualified opinions which are on record or indicated in a written statement.



9. Other matters that shall be recorded.

Any of the following matters in relation to a resolution passed at a meeting of the Board of shall be stated in the meeting minutes and be published on an information reporting website designated by the competent authority within two days from the meeting:

- (1) Independent Directors have any objection or qualified opinions which are on record or indicated in a written statement.
- (2) Matters which are approved by two-thirds of all Directors when the Bank's Audit Committee does not approve.

The attendance book of the Board meeting is a part of the meeting minutes and shall be retained throughout the duration of the Bank's existence.

A minute book shall be dispatched to all Directors within 20 days from the meeting after being signed or affixed seal by the Chairman and the recorder of the meeting. A minute book shall be listed as an important document of the Bank and shall be retained throughout the duration of the Bank's existence.

The meeting minutes set out in Paragraph 1 may be prepared and distributed by electronic means.

Where the resolution at the meeting of the Board is material information under the law or the requirements of Taiwan Stock Exchange, the department-in-charge shall submit the material information to the Business Development Department within the prescribed time for uploading to the Market Observation Post System.

#### **Article 19 (Audio/video recording of the entire proceedings of Board meetings)**

The Bank shall provide audio/video recording of the entire proceedings for Board meetings, and the recordings shall be preserved for at least five years. The recordings may be electronically archived.

Before the expiry of the preservation mentioned in the previous Paragraph, where litigation arises from the matters resolved in the Board meetings, the recordings shall be kept until the conclusion of the litigation.

Where a Board meeting is held via video conference, the audio/video recordings of the meeting shall be a part of the minute book and shall be kept permanently.

#### **Article 20 (Applicability to Managing Board)**

Requirements under Article 2, Paragraph 2 of Article 3, Article 4 to Article 5, Article 7 to Article 9, and Article 11 to Article 19 under the

Rules shall apply mutatis mutandis for the proceedings of Managing Board meetings. The provisions of Paragraph 4 of Article 3 shall apply mutatis mutandis to the election or discharge of the chairman of the board of directors.

**Article 21 (Appendices)**

The Rules were implemented upon receiving the approval from Board meeting after discussion and reported to the shareholders' meeting, and the board of directors is authorized to resolve on any amendment thereto.