

**E.SUN Financial Holding Co., Ltd.**  
**The Rules for Election of Directors**

Article 1 Unless otherwise specified by the Company Act or the Articles of Incorporation of E.SUN Financial Holding Co., Ltd. (hereinafter referred to as the "Company"), the election of the Company's directors shall be handled pursuant to the provisions of these Regulations.

Article 2 The overall composition of the board of directors shall be taken into consideration in the selection of the Company's directors. Board members should be diversified in terms of the following:

I. Basic requirements and values: Gender, age, nationality, and culture.

II. Professional knowledge and skills: Professional background, professional skills, and industry experience.

Each board member shall possess the knowledge, skills, and experience needed to perform their duties, and the abilities that must be present in the board as a whole are as follows:

I. Ability to make sound business judgments.

II. Ability to conduct accounting and financial analysis.

III. Business management ability.

IV. Crisis management ability.

V. Knowledge of the industry.

VI. An international market perspective.

VII. Leadership ability.

VIII. Decision-making ability.

The qualifications and election of independent directors of the Company shall comply with the provisions set forth under the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies".

A certain minimum proportion of board members of the Company shall possess one of the qualifications specified under Article 9, Paragraph 1 of the "Regulations Governing Qualification Requirements for the Promoter or Responsible Persons of Financial Holding Companies and Concurrent Serving Restrictions and Matters for Compliance by the Responsible Persons of a Financial Holding Company".

More than half of the directors shall neither have a spousal relationship nor a familial relationship within the second degree of kinship with any other director.

The Company's board of directors shall consider adjusting its membership composition based on the results of performance evaluations.

Article 3 The disclosed cumulative voting method shall be used to elect directors at the shareholders' meeting of the Company, and each share shall have voting rights in a number equal to the number of directors to be elected and may be cast for a single candidate or split among multiple candidates. Shareholders may opt to exercise their voting rights by way of

electronic means or in person at the shareholders' meeting.

Elections of the Company's directors (including independent directors) shall be conducted in accordance with the candidate nomination system. The Board of Directors shall, unless under any of the circumstances listed in Article 192-1, paragraph 5 of the Company Act, include all qualified candidates in the final roster of director candidates.

The election of independent directors and the election of non-independent directors shall be conducted at the same time, and the number of elected candidates shall be separately calculated.

Candidates with the highest number of votes shall be assigned to fill independent director positions, followed by non-independent director positions.

Article 4 The number of the Company's directors is specified in the Articles of Incorporation; those receiving ballots representing the highest number of voting rights shall be elected sequentially according to their respective numbers of votes, provided that the conditions concerning proportionality of qualifications stipulated under Article 2, Paragraph 3 of these Regulations are satisfied.

In addition, the following circumstances shall be noted:

I. Where a candidate who has received the most ballots representing the highest number of voting rights does not meet the criteria set forth under Article 2, Paragraph 3 of these Regulations, such that the Company would be unable to satisfy the quota of directors possessing the legally required qualifications, the candidate in question shall be barred from being elected to the position of director. In the case of a vacancy arising therefrom, the candidate who has received the second largest number of ballots representing the highest number of voting rights, and who possesses one of the criteria stipulated under Article 2, Paragraph 3 of these Regulations, shall be elected as director.

II. Where two or more persons receive the same number of votes, thus exceeding the specified number of positions, priority shall be given to the candidate who possesses one of the criteria stipulated under Article 2, Paragraph 3 of these Regulations, followed by drawing lots to determine the winner, with the chairperson drawing lots on behalf of any candidate who is not in attendance.

Article 5 The board of directors shall prepare ballots for the election of directors using numbers which correspond to the shareholder's account number or attendance card number, and the number of voting rights associated with each ballot shall be specified on the ballots. Where a shareholder opts to exercise their voting rights by way of electronic voting means, only the voting platform designated by the Company may be used.

Article 6 Before the election begins, the chairperson shall appoint a certain number of persons with shareholder status to perform the respective duties of vote monitoring and vote tallying personnel.

Article 7 The Company shall prepare ballot boxes for the election of directors, and such boxes shall be publicly checked by the vote monitoring personnel prior to commencement of voting.

Article 8 Voters must enter the candidate's account name or personal name along with the shareholder's account number, business tax identification number, or national identification number in the "candidate" column of the ballot. If there are multiple candidates, the number of voting rights allotted to each of the respective candidates shall be entered.

If the candidate is a government agency or an institutional shareholder, the name of the government agency or institution shall be entered in the candidate's column on the ballot; the name of the government agency or institution along with the personal name of its representative may also be provided. Where there are multiple representatives, the names of each respective representative shall be entered.

Article 9 A ballot shall become invalid under any of the following circumstances:

- I. The ballot was not prepared by the board of directors.
- II. A blank ballot was placed in the ballot box.
- III. Handwriting is illegible or has been altered.
- IV. The account name or personal name of the candidate entered in the ballot is inconsistent with the information recorded in the shareholder register or does not match the information on the candidate's identity card.
- V. The name of the candidate entered in the ballot coincides with that of another person, but a shareholder number, business tax identification number, or national identification number was not entered for identification purposes.
- VI. The candidate filled in is not included in the roster of candidates published by the Company or the combined number of votes assigned to the given candidate exceeds the ballot's designated number of votes.
- VII. Other text was entered aside from the candidate's account name, personal name, shareholder account number, business tax identification number, national identification number, and the number of voting rights allotted.

Article 10 After voting has ended, ballots shall be immediately tallied on site, and the results of the vote, including the list of persons elected as directors and the numbers of votes they received, shall be forthwith announced by the chairperson.

The election ballots referred to in the preceding paragraph shall be signed and sealed by the monitoring personnel and kept in proper custody for at least one year. However, if a shareholder makes a litigious claim against the Company according to Article 189 of the Company Act, the above-mentioned documents must be retained until the litigation is concluded.

Article 11 Newly-elected directors shall be respectively notified of their appointment by the Company's board of directors.

Article 12 Any matters not addressed by these Regulations shall be governed pursuant to the Financial Holding Company Act, the Company Act, the Company's Articles of Incorporation, and other relevant laws and regulations.

Article 13 These Regulations were formulated on December 10, 2001.  
Amended for the first time at the shareholders' meeting on June 9, 2006.  
Amended for the second time at the shareholders' meeting on June 13, 2008.  
Amended for the third time at the shareholders' meeting on June 21, 2013.  
Amended for the fourth time at the shareholders' meeting on June 12, 2015.  
Amended for the fifth time at the shareholders' meeting on June 14, 2019.