

# **E.SUN FINANCIAL HOLDING COMPANY, LTD. ARTICLES OF INCORPORATION**

(If there is any discrepancy between Chinese version and English version of the articles of incorporation of the Company, the Chinese version shall prevail.)

## **Chapter 1: GENERAL PROVISIONS**

- Article 1: The Company is incorporated in accordance with the provisions of Company Act, Financial Holding Company Act and other relevant laws and regulations, with the aim to increase its economic scale, achieve operating synergies, and increase competitiveness.
- Article 2: The name of the Company shall be “E.SUN FINANCIAL HOLDING COMPANY, LTD.” (abbreviated to “E.SUN FHC”).
- Article 3: The headquarters of the Company shall be established in Taipei City, and the Company may establish branches in other appropriate locations inside or outside Taiwan as necessary. The establishment, cancellation or alteration of branches shall be subject to resolutions of the board of directors of the Company and the approval from and registration with the competent authorities.
- Article 4: The public announcements of the Company shall be published in a conspicuous place on a daily newspapers commonly circulated in the area where the headquarters of the Company is located, unless otherwise required by laws and regulations, the competent securities authorities, or regulations of the Company.

## **CHAPTER 2: SHARES**

- Article 5: The total capital amount of the Company shall be Two Hundred Billion New Taiwan Dollars (NT\$200,000,000,000), divided into Twenty Billion (20,000,000,000) shares at a par value of Ten New Taiwan Dollars (NT\$10) per share. The board of directors is authorized to issue such shares in installments.

Within the total amount of shares given above, the Company may conduct buybacks and issue share subscription warrants and restricted stock for employees, with the Board of Directors authorized to resolve on doing so in installments. The intended recipients shall

include employees of affiliate companies who meet certain criteria.

Article 6: The share certificates of the Company shall be issued in registered form after being signed or sealed by the chairman and three (3) directors, and certified and issued in accordance with laws and regulations of the competent authority.

The Company may issue registered stock without printing share certificates or may print a global share certificate representing the total number of the new shares to be issued in one issuance; however, the shares shall be registered by or placed under the custody of a centralized securities custodian.

Article 7: The shareholders of the Company shall supply a specimen chop to the Company for record. Collection of dividends, bonuses or exercise of shareholders rights in writing shall be based on the said chop impressions.

Article 8: The entries in the shareholders' roster in relation to the transfer of shares of the Company shall not be altered within sixty (60) days before an annual shareholders meeting, thirty (30) days before an extraordinary shareholders meeting, or five (5) days before the record date for distribution of dividends, bonuses or other benefits.

Article 9: Matters relating to shares of the Company shall be performed in accordance with the provisions of the Company Act, directions of the competent authorities, and other relevant laws and regulations.

### CHAPTER 3: SCOPE OF BUSINESS

Article 10: The Company shall engage in: H801011 financial holding company business.

Article 11: The scope of business of the Company shall be as follows:

1. The Company may invest in the following businesses:
  - (1) Financial Holding Companies;
  - (2) Banking businesses;
  - (3) Bills finance businesses;
  - (4) Credit card businesses;

- (5) Trust businesses;
  - (6) Insurance businesses;
  - (7) Securities businesses;
  - (8) Futures businesses;
  - (9) Venture capital businesses;
  - (10) Foreign financial institutions approved for investment by the competent authorities;
  - (11) Other businesses approved by the competent authorities as related to the financial industry.
2. Management of the invested business listed in the preceding paragraph.
  3. The Company may apply to the competent authorities for investment in businesses other than those described in Paragraph 1 above.
  4. Other businesses approved by the competent authorities.

#### CHAPTER 4: SHAREHOLDERS MEETING

Article 12: The shareholders' meetings of the Company include annual meetings and extraordinary meetings:

1. Annual meetings shall be convened by the board of directors within six (6) months after the end of each fiscal year.
2. If necessary, extraordinary meetings are convened according to the Company Act.

Article 12-1: The Company may hold the shareholder's meeting by video conference or other methods announced by the Ministry of Economic Affairs, R.O.C.

Article 13: Where a shareholder intends to appoint a proxy to attend a shareholders' meeting, such shareholder shall execute the proxy form prepared by the Company, specifying the scope of authority granted to the proxy, and sign or seal the proxy form. Proxy forms shall be delivered to the Company five (5) days before a shareholders' meeting. A shareholder may issue only one proxy form and appoint only one proxy. In case two or more written

proxies are received from one shareholder, the first one received by the Company shall prevail; unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later.

After the service of the proxy to the Company, in case the shareholder issuing the said proxy intends to attend the shareholders' meeting in person or to exercise his/her/its voting power by way of electronic transmission, a proxy rescission notice shall be filed with the Company two days prior to the date of the shareholders' meeting as scheduled in the shareholders' meeting notice so as to rescind the proxy at issue, otherwise, the voting power exercised by the authorized proxy at the meeting shall prevail.

When a person who acts as the proxy for two or more shareholders, the number of voting power represented by him/her shall not exceed 3% of the total number of voting shares of the Company, otherwise, the portion of excessive voting power shall not be counted.

Article 14: The shareholders' meetings shall be chaired by the chairman of the Company. Where the chairman is absent or unable to exercise his/her powers for any reason, the chairman shall designate a director to do so on his/her behalf. Whenever the chairman does not make a designation, the directors shall elect a director one (1) from amongst themselves to preside the meeting.

Article 15: Unless otherwise provided by these Articles, or the laws and regulations, each shareholder of the Company shall be entitled to one vote for each share owned.

Juristic persons may have more than one (1) representative, but exercise of voting rights by such representative/s shall be based on the total number of shares held by the juristic person. Where there are more than two (2) representatives, they shall exercise the said voting rights jointly.

Article 16: The shareholders meeting shall have the following powers and duties:

1. Review and amend the articles of incorporation of the Company.
2. Elect directors.

3. Inspect statements prepared by the board of directors and reports prepared by the audit committee.
4. Resolutions for increase or reduction of capital.
5. Resolutions for distribution of profits, dividends and bonuses.
6. Other matters subject to resolutions of the shareholders' meeting according to relevant laws or regulations.

Article 17: Unless otherwise provided by the Company Law, resolutions made by shareholders' meeting shall be adopted if approved by a meeting attended by shareholders representing more than half (1/2) of total issued shares, and approved by more than half (1/2) of the voting rights present.

Where the number of shares represented by the shareholders present is less than half but those present represent one-third (1/3) or more of total number of issued shares, a tentative resolution may be passed by a majority of those present. A notice of such tentative resolution shall be given to each of the shareholders, and reconvene a shareholders' meeting within one month.

In the aforementioned shareholders meeting, if the tentative resolution is again adopted by a majority of those present who represent one-third (1/3) or more of the total number of issued shares, such tentative resolution shall be deemed to be a resolution under the first paragraph.

The tentative resolution referred to in the preceding two paragraphs does not apply to the election of directors, and other matters that require a special resolution according to provisions of the Company Law.

Article 18: Resolutions adopted at a shareholders meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting, and distributed to all shareholders within twenty (20) days after the meeting in accordance with the Procedural Rules Governing Shareholders' Meetings of the Company.

## CHAPTER 5: BOARD OF DIRECTORS

Article 19: The Company shall have nine (9) to thirteen (13) directors. A director shall hold office for a term of three (3) years and shall be eligible for reelection. Directors shall be elected by the shareholders meeting from persons with capacity and good morals.

The aggregate number of shares held by the aforementioned board of directors may not be lower than the minimum percentage stipulated in the “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies”.

Article 19-1: Among the directors of the Company, the independent directors shall not be less than three (3) in number and not be less than one-fifth (1/5) of the total number of directors. The directors of the Company include independent directors and shall be elected with a candidate nomination system by shareholders from among those listed in the slate of director candidates. The professional qualifications, restrictions on shareholdings and concurrent positions held, method of nomination and election, and other matters for compliance with respect to directors shall be handled in accordance with the rules promulgated by the competent authority.

Article 20: When the number of vacancies in the board of directors of the Company equals to one-third (1/3) of the total number of directors, the board of directors shall convene an extraordinary shareholders meeting within sixty (60) days to elect succeeding directors to fill the vacancies, who shall serve for the remaining part of the prevailing term.

Article 21: The chairman of the board of directors shall be elected from amongst the directors, by a board meeting attended by more than two-thirds (2/3) of directors, and approved by more than half of attending directors.

The chairman of the board of directors shall internally reside the shareholders’ meetings and the meetings of the board of directors and externally represent the Company. Where the chairman of the board of directors is absent or unable to exercise his/her powers for any reason, the chairman shall designate a director to do so on his/her behalf. Where the chairman has not made a designation, the directors shall elect one from amongst themselves an acting

chairman of the board of directors.

Article 22: The board of directors shall have the following powers and duties:

1. Determination of significant businesses and proposals.
2. Proposal for increase or reduction of capital.
3. Decision in regard with establishment, cancellation or change of domestic or overseas branches.
4. Review of major contracts.
5. Determination of budgets and preparation of final accounts.
6. Decisions for purchase, sale, lease, or disposal of significant real estate.
7. Proposal of profits distribution.
8. Appointment and dismissal of President, Deputy President, Senior Executive Vice President, General Managers and Chief Auditor.
9. Appoint directors and supervisors of subsidiaries.
10. Establishment of functional special committees.
11. Other powers granted by law and resolutions of the shareholders meeting.

Where a matter referred to in subparagraph 6 of the preceding paragraph is a matter stipulated in Article 185 of the Company Law, such matter shall be subject to special resolution of the shareholders meeting.

Article 23: The meetings of board of directors shall be held at least quarterly, and shall be convened by the chairman of the board of directors unless otherwise provided by Company Act.

In calling a meeting of the board of directors, a notice setting forth therein the subject(s) to be discussed at the meeting shall be given to each director no later than seven (7) days prior to the scheduled meeting date. In emergency circumstances, however, the meeting may be convened at any time.

The notice shall be affected by means of mail, deliver in person, fax, telex, telegram, wire, e-mail, or other forms of electronic transmission.

Except for the matters which shall be decided by the board of directors according to laws and regulations, the board of directors of the Company may authorize the chairman of the board of directors to exercise the power and authority of the board of directors during the recess of the board of directors. The authorized matters are as follows:

1. Appoint directors, supervisors, and authorized representatives of subsidiaries(including overseas branches, affiliates or subsidiaries).
2. Adjustment on the Company's organization or revision of charter of the Company.
3. Supervising and managing the trading of financial derivatives of the Company.
4. The applicable record dates for capital increase or capital reduction, cash dividends allocation, and stock subscription or allocation, etc.
5. Other matters authorized by the board of directors.

Article 24: The directors shall attend the meeting of the board of directors in person. Where a director is unable to attend for any reason, he/she may authorize another director to be a proxy, provided that he/she shall issue a proxy form each time and enumerate the scope of authority granted to the proxy.

A director may only serve as proxy for one (1) other director at the same time.

Article 25: Unless otherwise provided by the Company Law, resolutions made by the meeting of board of directors shall be adopted only if approved by a meeting attended by more than half (1/2) of directors, and approved by more than half (1/2) of the directors present.

Article 26: Resolutions adopted in the meeting of the board of directors shall be

recorded in the minutes of the meetings, which shall be affixed with the signature or seal of the chairman of the board of directors, and distributed to all directors within twenty (20) days after the meeting.

Minutes of the meeting of board of directors shall record the date and place of the meeting, name of the chairman, and the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting.

Minutes of the meetings of the board of directors shall be kept together with the attendance book bearing the signatures of directors present at the meetings and the proxy forms.

The distribution of minutes of the meetings in first paragraph of this article may be effected by means of electronic transmission.

Article 27: When holding a meeting of the board of directors, the Company may, as necessary for the agenda items of the meeting, notify non-director officers from relevant departments to attend the meeting as non-voting participants, and when necessary, the Company may also invite certified public accountants, attorneys, or other professionals to attend the meeting as non-voting participants.

Article 27-1: The Company may purchase liability insurance policies for directors and key employees in accordance with resolutions of the board of directors.

Following the suggestion of the compensation committee, the board of directors is authorized to determine the proportions of remuneration to the chairman and directors, according to their involvement and contribution to the operations of the Company, taking into account the standards of other firms of the same industry.

#### CHAPTER 6: AUDIT COMMITTEE AND FUNCTIONAL COMMITTEE

Article 28: The Company shall establish an audit committee. The audit committee shall be composed of the entire number of independent directors, and shall not be fewer than three (3) persons in number, one (1) of whom shall be convener, and at least one (1) of whom shall have accounting or financial expertise.

Article 29: The exercise of the powers and duties and other compliance matters of the audit committee shall be handled in accordance with the relevant laws and regulations or the regulations of the Company.

Article 30: The Company may set up other functional committees under the Board of Directors, with the numbers of members and their terms and duties and powers to be spelled out in their respective organizational regulations.

#### CHAPTER 7: MANAGERS

Article 31: The Company shall have a president, deputy presidents, senior executive vice presidents, a general auditor, executive vice presidents and managers, all of whom shall be appointed or discharged by resolution of the meeting of the board of directors according to Company Act, Financial Holding Company Act and related laws and regulations.

Article 32: The president shall handle all operations of the Company in accordance with resolutions of the meeting of the board of directors. The deputy presidents, senior executive vice presidents and the executive vice presidents shall assist the president.

Article 33: Where the president takes a leave or is unable to exercise his/her powers for any reason, the chairman of the board of directors may designate one (1) deputy president or senior executive vice president to exercise the powers of the president on his/her behalf.

#### CHAPTER 8: ACCOUNTING

Article 34: Fiscal year of the Company shall commence from January 1 to December 31 of each year.

Article 35: Upon the end of each fiscal year, the board of directors shall prepare the following accounts and statements, and submit the same to the shareholders at the annual shareholders' meeting for recognition in accordance with relevant laws:

1. Business report;
2. Financial statements;
3. Proposal for distribution of profits or making up of losses.

The aforementioned final accounts shall be submitted to the competent authorities in accordance with provisions of the Company Act, Securities and Exchange Act, Financial Holding Company Act, and other relevant laws and regulations, and be publicly disclosed according to relevant laws and regulations.

Article 36: The earnings of the Company in a given year (pretax profit before distribution of employee and director compensation) shall be reserved to cover the losses accumulated from previous years. 2% to 5% of the balance from the above shall be allocated as employee compensation, while not more than 0.9% shall be allocated as director compensation.

If employee compensation is to be distributed in the form of shares, the Company may either issue new shares or repurchase existing shares.

Recipients of employee compensation shall include employees of affiliate companies who fulfill certain criteria. Proposals of employee and director compensation distribution shall be presented to shareholders' meetings.

Article 36-1: The Company adopts a residual dividend policy to continuously strengthen the financial structure and improve profitability while maintaining adequate self-owned capital. It distributes stock dividends to retain the required funds, and the remaining surplus is distributed in cash dividends.

If the final accounting shows profit, after having paid all taxes and duties, the losses accumulated in the preceding years shall be first covered before the remaining amount is appropriated as legal reserve and special reserve in accordance with the law. If necessary, a special reserve may also be appropriated. The distribution of remaining profits together with the reversal of special reserve as well as the retained earnings accumulated from previous years shall then be proposed by the board of directors and submitted for resolution at shareholders' meetings. The Company may decide the most appropriate dividend policy and distribute cash dividends and/or stock dividends according to its operating strategy and future capital planning. Cash dividend

ends shall not be less than 10% of the total dividends. However, in the event the proposed distribution of cash dividend is lower than NT\$0.1 per share, the Company may, at its sole discretion, opt to make such distribution in the form of stock dividends.

The distribution of dividends shall be conducted based on the shareholdings of shareholders as recorded in the shareholders register on the dividend distribution baseline date.

#### CHAPTER 9: MISCELLANEOUS

Article 37: The organization and procedural rules governing meetings of the board of directors, organizational rules, responsibilities of the board of directors and managers, the departmental responsibilities and other company regulations shall be separately determined.

Article 38: Any matters not provided for in these Articles shall be governed by Financial Holding Company Act, Company Act and other relevant laws and regulations.

Article 39: These Articles shall enter into force upon registration with the competent authorities. The same applies to any amendments.

Article 40: These Articles are established on December 10, 2001.

The first amendment was made in the shareholders' meeting of June 26, 2002

The second amendment was made in the shareholders' meeting of June 11, 2004.

The third amendment was made in the shareholders' meeting of June 10, 2005.

The fourth amendment was made in the shareholders' meeting of June 9, 2006.

The fifth amendment was made in the shareholders' meeting of June 13, 2008.

The sixth amendment was made in the shareholders' meeting of June 22, 2012.

The seventh amendment was made in the shareholders' meeting of June 21, 2013.

The eighth amendment was made in the shareholders' meeting of June 20, 2014.

The ninth amendment was made in the shareholders' meeting of June 8, 2016.

The tenth amendment was made in the shareholders' meeting of June 16, 2017.

The eleventh amendment was made in the shareholders' meeting of June 14, 2019.

The twelfth amendment was made in the shareholders' meeting of June 17, 2022.