

E.SUN Financial Holding Company

Organizational Regulations of the Risk Management Committee

Approved on 2021.01.22 during the 7th meeting of the 7th Board of Directors
Approved on 2022.05.13 during the 20th meeting of the 7th Board of Directors

Article 1 (The basis)

These Organizational Regulations are established in accordance with the Corporate Governance 3.0 framework of the Financial Supervisory Commission to strengthen the risk management of the company and the functionality of the Board of Directors.

Article 2 (Composition, size and terms of service of the Committee)

The Committee shall be composed of at least three directors selected by the resolution of the Board of Directors. A majority of the Committee members shall be independent directors, and the convener and chairperson of committee meetings shall be appointed by all committee members.

Committee members shall serve the same term as do the Board of Directors; If the size of the Committee is reduced below the requirement stated in the preceding paragraph due to dismissal, a board meeting shall be convened within three months from the date of occurrence to appoint additional Committee members.

Article 3 (Scope of Member Duties)

The Committee shall regularly review and plan the following matters:

- I. Risk management report and risk appetite or risk limit;
- II. Implementation status of risk management;
- III. Assessment of material risk issues and response measures;
- IV. Review of major risk loss events and response measures; and
- V. Other matters related to the coordination of risk management tasks between the Company and various subsidiaries.
- VI. Review the risk management policies, risk appetite or risk limit management systems of the United States branches of the company and its subsidiaries ; review capital or liquidity stress test results, risk integration reports, and review and response to major risk loss events measures to ensure that the risk management system of the United States branches is implemented and risks are properly managed.
- VII. Risk-related issues and other matters that require to be presented to the Board of Directors.

Article 4 (Convening, Notices, Convener, Attending Staff, and References of the Committee)

The Committee shall convene meetings at least once every 3 months and may do so at anytime deemed necessary.

In convening a meeting of the Committee, a notice detailing the subjects to be discussed at the meeting shall be given to each member at least 7 days in advance. This does not apply in the event of an emergency.

The above mentioned meeting notice may be delivered electronically.

If the committee meeting convener is unable to host a meeting due to leave of absence or other reasons, another member within the Committee may be appointed to act on behalf. Where convener does not appoint anyone to act as proxy, the members of the Committee shall appoint one amongst themselves.

The Committee may request the managers of relevant departments, internal audit personnel, certified public accountants, legal counsels, or other personnel of the Company or subsidiaries to participate in the meeting as non-voting participants and provide pertinent and necessary information.

When a meeting of the Committee is convened, the Committee members present at the meeting shall be provided with relevant information for reference as needed.

Article 5 (Attendance Logs, Proxy Attendance, Resolution, and Reporting)

When a meeting of the Committee is convened, the Company shall provide an attendance log, which shall be signed by attendees and kept for future reference. The Committee members shall attend the meeting in person. If a member is unable to attend meeting in person, the member may appoint another member to attend as his or her proxy. Members who participate in meetings via video conferencing shall be deemed to have personally attended the meeting.

Each proxy may only represent one absent member.

A member of the Committee that appoints another member as proxy to attend a meeting shall in each instance issue a written proxy stating the scope of authorization with respect to the items on the meeting agenda.

Resolutions of the Committee shall be approved by a majority of the members in attendance at a meeting attended by two-thirds or more of the entire committee. An agenda item is considered passed if the chairperson does not receive any objections from members in attendance. This voting method has the same effect as the conventional ballot method.

In the event that it is impossible to convene a Committee meeting due to justifiable reasons, the proposal shall be executed with the consent of two thirds or more of the entire Board of Directors.

The Committee shall report the meeting situation to the Board of Directors within a reasonable amount of time after the meeting date.

Article 6 (Preparation of Meeting Agendas)

The Committee's meeting agenda shall be drafted by the convener. Other members may also put forward proposals for discussion by the Committee.

Article 7 (Recusal from Resolutions)

If a Committee member is considered an interested party with respect to any agenda item under discussion, the member must disclose the principal interests involved. When the relationship is likely to prejudice the interests of the Company, the member in question may not participate in the discussion or voting on that agenda item and shall furthermore recuse himself or herself from discussing and voting on that item and may not act as another member's proxy to exercise voting rights on that matter.

Where the spouse or a blood relative within the second degree of kinship of a committee member is an interested party with respect to an agenda item as described in the preceding paragraph, the member shall be deemed to be an interested party with respect to that agenda item.

Where a matter is unable to be resolved at a committee meeting for the reason stated in the preceding paragraph, the matter shall be reported to the Board of Directors and the matter shall be resolved by the Board of Directors.

Article 8 (Meeting Minutes and Acknowledgments)

Discussions at a meeting of the Committee shall be included in the meeting minutes, which shall faithfully record the following:

- I. The meeting session, time, and venue.
- II. Name of the chairperson.
- III. Members' attendance, including the number and names of attendants, absentees, and those who are on leave of absence.
- IV. The names and titles of the attendees.
- V. Name of the minute taker.
- VI. Matters to be reported.
- VII. Matters to be discussed: The resolution methods and results of each motion and the summary of statements, objections, or reserved opinions made by members at the Committee meeting; the name of any member who is an interested party as defined under Article 7, Paragraph 1 along with a description of the principal interests involved; the reasons why a member was required or not required to be recused, and the status of their recusal; and any objections or qualified opinions expressed by members.

VIII. Extraordinary motions: Name of the mover; the resolution methods and results of each proposal, and the summary of statements, objections, or reserved opinions made by members at the Committee meeting; the name of any member who is an interested party as defined under Article 7, Paragraph 1 along with a description of the principal interests involved; the reasons why a member was required or not required to be recused, and the status of their recusal; and any objections or qualified opinions expressed by members.

IX. Other details that need to be recorded in meeting minutes.

The attendance log forms a part of the minutes of each committee meeting and shall be well preserved for the duration of the existence of the Company.

The meeting minutes shall be signed or sealed by the chairperson of the meeting and the minute taker, distributed to each member within 20 days after the meeting, and carefully preserved as important company records during the existence of the company.

The preparation and distribution of meeting minutes as prescribed in Paragraph 1 may be made in electronic form.

Article 12 (Appointment of Experts)

Pursuant to the relevant provisions stipulated under Article 3 of these Organizational Regulations, the Committee may resolve to appoint lawyers, accountants, or other professionals to provide audit or consulting services. All costs thus incurred shall be borne by the Company.

Article 13 (Obligations of Committee Members)

The Committee members shall exercise the due care of a good administrator and faithfully perform the duties prescribed in these Organizational Regulations; they shall be accountable to the Board of Directors and shall submit their proposals to the Board of Directors for resolution.

Article 14 (Authorization by the Committee)

The execution of tasks relating to resolutions adopted by the Committee may be delegated to the convener or other Committee members for follow-up, with a written or verbal report to be presented to the Committee during the implementation period. The matter shall be submitted in the next Committee meeting for approval or reporting if necessary.

Article 15 (Implementation)

These Organizational Regulations shall be enforced upon approval by the Board of Directors.