

NOTICE OF ANNUAL SHAREHOLDERS MEETING 2023

1. The Company's 2023 annual general meeting (AGM) will be held in Taipei Hero House at No. 20, Sec. 1, Changsha St., Taipei, Taiwan at 9:00 A.M. on June 9, 2023 (Friday). The meeting will be open for registration from 8:30 A.M.

Agenda:

1.1 Announcements :

- (a). Reporting on overview of business for fiscal year 2022 by the President.
- (b). Reporting on auditing of the final account for fiscal year 2022 and discussion with internal audit officers by the Audit Committee.
- (c). Reporting on the Company's plan for sustainable development.
- (d). The status of remuneration distribution to employees and directors.
- (e). Reporting on the Company's remuneration policy for directors and managers.

1.2 Matters for Approval:

- (a). Business reports and financial statements for fiscal year 2022.
- (b). Proposal of profit distribution for fiscal year 2022.

1.3 Matters for Discussion:

- (a). Proposal of capital increase from retained earnings and employees remuneration.

1.4 Matters for Election: Election of the 8th term Board of Directors

1.5 Others: Termination of non-compete clause for director of the Company.

1.6 Extemporaneous Motions: None

2. The Company's board of directors has passed the 2022 earnings distribution as follows:
 - (a). Stock dividend: Total amount of TWD \$5,710,000,000, equivalent to circa TWD \$0.38 per share. (circa 38 shares per 1,000 shares)
 - (b). Cash dividend: Total amount of TWD \$2,855,020,000, equivalent to circa TWD \$0.19 per share. (circa TWD\$190 per 1,000 shares)
 - (c). For variation of the stock (cash) dividend payout ratio as a result of change in number of shares outstanding, due to any reason hereafter, the Chairperson is authorized by the Company to make discretionary adjustments.
3. In accordance with Article 165 of the Company Act, book closure period will be from April 11, 2023 to June 9, 2023. If items of the meeting agenda include content which shall be manifested as requested by Article 172 of Company Act, the relevant information will be disclosed on Taiwan Stock Exchange Market Observation Post System (<http://mops.twse.com.tw>). (Website route: Electronic Books/Shareholders' meetings. Search stock code "2884" and year "2023" for supplementary files.)

4. In addition to announcement on the Taiwan Stock Exchange's Market Observation Post System, shareholders will be notified of this meeting via letter, which will also include a proxy form. For the attendance, please note the following information.
- If shareholders cannot attend the meeting, they may exercise their rights to vote by electronic voting. The voting period will be from May 10, 2023 to June 6, 2023. Please log onto the website “TDCC Stock Vote” established by Taiwan Depository & Clearing Corporation at <https://www.stockvote.com.tw> and follow its instructions to vote.
 - Shareholders attending the meeting in person shall either present or mail back the first part of the notification letter.
 - If a proxy is to attend on behalf of the shareholder, the second part of the notification letter shall be filled out and received by the Company no later than five days before the meeting. After the document’s correctness is checked, the attending permission card will be sent to the proxy.
 - Shareholders and proxies attending the meeting shall present identification documents to register.
5. If there is (are) a person (s) soliciting proxy forms, the Company will, in accordance with the relevant laws and regulations, compile related information and upload it to Securities & Futures Institute’s website by May 9 (Tuesday), 2023. Shareholders can access this information at <http://free.sfi.org.tw>. The Company's Administration Management Department (stock affairs) is responsible for the calculating and verifying proxy for this AGM.
6. The Company adopts candidate nomination system for election of board members of the seventh term board of directors. The director candidate list is shown below



Number	Title	Name	Number	Title	Name
1	Director	Representative of E.SUN Foundation Joseph N.C. Huang	7	Director	Lung-Cheng Lin
2	Director	Representative of Hsin Tung Yang Co., Ltd. Jackson Mai	8	Independent Director	Ryh-Yan Chang
3	Director	Representative of Fu-Yuan Investment Co.,Ltd. Wei-han Chen	9	Independent Director	Chun-Yao Huang
4	Director	Representative of Shang Li Car Co.,Ltd. Chien-Li Wu	10	Independent Director	Ying-Hsin Tsai
5	Director	Magi Chen	11	Independent Director	Hung-Chang Chiu
6	Director	Mao-Chin Chen	12	Independent Director	Ruey-Lin Hsiao

Note: for director candidates' education, background, and relevant information, please refer to material information disclosure on Taiwan Stock Exchange's Market Observation Post System. (<http://mops.twse.com.tw/mops/web/t146sb10>)

7. For shareholders who cannot attend in person nor register to virtually participate in the AGM via video streaming two days prior to the meeting, you may search “玉山金控股東常會” on YouTube (<https://www.youtube.com/>) to watch the live streaming during the meeting. Please note that shareholders who watch on YouTube cannot exercise shareholders' right to speak, raise question by text, or vote.
8. Additional information regarding the video streaming is stated below:
 - (a). Shareholders who intend to virtually attend the shareholders' meeting can register at the platform of Taiwan Depository & Clearing Corporation (<http://www.stockvote.com.tw>) from May 10, 2023 to June 6, 2023. If proxies or solicitors plan to virtually attend the meeting, they shall deliver the “Online Attendance Letter” to the Company's Administration Management Department (stock affairs) by 4:00 P.M. on June 6, 2023. Shareholders who virtually attend can start to register attendance 30 minutes prior to the shareholders' meeting, and then they will be deemed as attending in person.
 - (b). In the shareholders' meeting, shareholders, proxies and solicitors who virtually attend can exercise voting rights. If they do not exercise the rights, they will be considered as abstained. Questions shall be raised in the form of text. There is a limit of two questions for each motion, and word count limit of each question is 200 words.
 - (c). If shareholders have any questions about the registration, attendance, internet connection, or platform operation, they can contact the Company's Administration Management Department (stock affairs) at 02-2719-1313#1. If shareholders encounter unstable communication, connection lag, or technical difficulties to watch the live streaming, ask questions, or exercise voting rights due to personal matters while virtually attending the shareholders' meeting, the Company takes no responsibility therefor. If shareholders have relevant concerns, shareholders are recommended to exercise voting rights through online voting platform in advance or to attend the shareholders' meeting in person.
 - (d). In the event that the live streaming platform fails or shareholders have difficulty attending virtually due to natural disasters, incidents, or other force majeure, if the problem cannot be solved within 30 minutes, the following actions will be taken.
 - i. If the total shares do not reach the legally required minimum for shareholders' meeting after deducting the shares of shareholders that attend virtually, the Company will postpone or reconvene their meeting at 9:00 A.M. on June 14, 2023 in Taipei Hero House at No.20, Sec. 1, Changsha St., Taipei City, Taiwan. Shareholders who have been listed on the shareholders register by the book closure date are entitled to attend the shareholders' meeting. The Company will not resend their meeting notice and will disclose meeting information on

MOPS. Shareholders who do not register to virtually attend the original meeting cannot attend the postponed or reconvened meeting.

- ii. If the total shares reach the legally required number for resolutions in shareholders' meeting after deducting the shares of shareholders that attend virtually, then the meetings should be continued. Shareholders, proxies and solicitors who attend virtually will be considered as abstained from the voting for all motions. If shareholders encounter this situation, they can contact the Company's Administration Management Department (stock affairs) at 02-2719-1313#1.
- iii. If the results of all motions have been announced but the extempore motion session is not implemented, all motions of the shareholders' meeting will be regarded as completed and the meeting will not be reconvened.

Information of the live streaming	Electronic voting platform/ Live streaming platform for shareholders' meetings	Relevant information and instructions of the live streaming platform
	https://www.stockvote.com.tw 	https://www.tdcc.com.tw/portal/zh/page/show/402897967d841dba017e8eea7fc5009c 

The Notice is made in English and Chinese. In case there is any discrepancy in the contents between the English and the Chinese versions, the Chinese version shall prevail

Best regards,

E.SUN Financial Holding Company