

Taiwan Cooperative Financial Holding Co., Ltd.
Handbook for the 2025 Annual General Shareholders' Meeting
(Summary Translation)

Date and Time: 09:00 A.M., Friday, June 20th, 2025
Location: 1st Floor, No.225, Section 2, Chang'an East Road,
Songshan District, Taipei City, Taiwan, R.O.C .
(Taiwan Cooperative Bank Headquarters)
E-Meeting Platform: TDCC Stocks services
(<https://stockservices.tdcc.com.tw>)

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Taiwan Cooperative Financial Holding Co., Ltd.

Agenda of 2025 Annual General Shareholders' Meeting

Date and Time: 09:00 A.M., Friday, June 20th, 2025

Location: 1st Floor, No.225, Section 2, Chang'an East Road, Songshan District, Taipei City, Taiwan R.O.C. (Taiwan Cooperative Bank Headquarters)

Method of Convening the Meeting: Physical shareholders' meeting with the assistance of video conference (physical meeting and e-meeting platform)

Video Conference Platform: e-Meeting Platform, run by Taiwan Depository Clearing Corporation (TDCC) (URL: <https://stockservices.tdcc.com.tw>)

I. Report attendance and announce the commencement of the meeting

II. Chairperson's Remarks

III. Matters for Reporting

1. TCFHC 2024 Business Performance.
2. TCFHC 2024 Financial Statements and Account Audit Report by Audit Committee.
3. TCFHC 2024 Remuneration Distribution of Board of Directors and Employees Report.
4. Report on the promulgation of the relevant law and regulations. Regarding a same person or a same affiliate who holds over the designated rate of a FHC's voting shares.

IV. Matters for Adoptions

1. Adoption of TCFHC 2024 Annual Business Report and Financial Statements.
2. Adoption of TCFHC 2024 Earnings Appropriation.

V. Matters for Discussions

1. Proposal for New Shares Issued through Capitalization of 2024 Retained Earnings.
2. Amend the Articles of Incorporation of TCFHC.
3. Amend the Procedures Governing the Acquisition and Disposal of Assets of TCFHC.
4. Proposal of releasing the prohibition on directors from participation in competitors.

VI. Extemporaneous Motions

VII. Adjournment

Matters for Reporting 1

Proposed by TCFHC's Board of Directors

Subject: TCFHC 2024 Business Performance.

Content: Please refer to pages 8 to 18 of this meeting handbook for the TCFHC 2024 Business Report.

Resolutions:

Matters for Reporting 2

Proposed by TCFHC's Board of Directors

Subject: TCFHC 2024 Financial Statements and Account Audit Report by Audit Committee.

Content: Please refer to page 7 of this meeting handbook for the TCFHC Audit Committee's review report on the 2024 consolidated financial statements (the TCFHC's 2024 financial statements are provided in the notes), profit distribution proposal, and business report.

Resolutions:

Matters for Reporting 3

Proposed by TCFHC's Board of Directors

- Subject:** TCFHC 2024 Remuneration Distribution of Board Directors and Employees Report.
- Content:** TCFHC allocated director remuneration of NT\$108,625,291(0.55% of profit) and employee remuneration of NT\$3,377,259 (0.0171% of profit) in accordance with the TCFHC's Articles of Incorporation. All remuneration was paid in cash.
- Resolutions:**

Matters for Reporting 4

Proposed by TCFHC's Board of Directors

Subject: Report on the promulgation of the relevant law and regulations. Regarding a same person or a same affiliate who holds over the designated rate of a FHC's voting shares.

Contents:

1. In order to ensure the enforcement of the Article 16 of the Financial Holding Company Act, the Financial Supervisory Commission (hereinafter "FSC") has ruled in its letter of instruction numbered 10060005190 that shareholders must be reminded with relevant regulations formally in a shareholder conference, a year prior to the next shareholder conference with elections.
2. Relevant Regulations are as the follows:
 - (1) According to Item 2 and Item 3 under the Article 16 of the Financial Holding Company Act, a same person or same concerned person who singly, jointly, or collectively holds five percent (5%) of the financial holding company's outstanding voting shares shall report such fact to the FSC within ten (10) days from the day of holding; the preceding provision applies to each cumulative increase or decrease in the shares of the same person or same concerned person by more than one percent (1%) thereafter. A same person or same concerned person who intends to singly, jointly, or collectively acquire more than ten percent (10%), twenty-five percent (25%), or fifty percent (50%) of the financial holding company's outstanding voting shares shall apply for prior approval of the FSC. The definitions of a same person and same concerned person, and the conditions of shares exclusion, shall refer to the Article 4 and 5 of the Financial Holding Company Act.
 - (2) For a same person or same concerned person who holds a financial holding company's outstanding voting shares without reporting to or obtaining prior approval of the FSC, the excessive shares as held shall not have the voting rights and shall be disposed of within the given period prescribed by the FSC, according to the Item 10 under the Article 16 of the Financial Company Act. In addition, according to the Article 60 of the Financial Holding Company Act, for those who violate the regulations, a fine of between NT\$2 million and NT\$50 million, could be imposed. On top of the fine, the person who violates, the FSC could consider disqualifying from serving a director, supervisor, or responsible person on concerns of dishonest and ill-legitimate practice, as prescribed by Item 12 under Article 3 of the Regulations Governing Qualification Requirements for the Founder or Responsible Persons of Financial Holding Companies and Concurrent Serving Restrictions and Matters for Compliance by the Responsible Persons of a Financial Holding Company.
 - (3) For detailed regulations, please refer to Article 4, 5, and 16 of the Financial Holding Company Act, and the Item 2 under Article 16 regarding regulations related to holding outstanding voting shares and the percentage of holding a financial holding company's shares by a same person or same concerned person.

Resolutions:

Matters for Adoption 1

Proposed by TCFHC's Board of Directors

Subject: The TCFHC 2024 Business Report and the TCFHC 2024 Financial Statements are presented for adoption.

Contents: The TCFHC 2024 Business Report and Financial Statements have been audited by the TCFHC Audit Committee and approved by the 7th Extraordinary Meeting of the 5th Board of Directors. The financial statements have been audited and certified by Deloitte, Taiwan in accordance with Article 35 of the Articles of Incorporation. The 2024 Business Report and Financial Statements are hereby submitted for adoption.

Resolutions:

Appendix A

Taiwan Cooperative Financial Holding Co., Ltd.

Audit Committee's Report

The Board of Directors of TCFHC has prepared and delivered the Business Report, the Consolidated Financial Statements, and earnings distribution proposal for 2024. Wherein, the Consolidated Financial Statements were audited by certified public accountants, Joe Chen and Eric Lin, of Deloitte, Taiwan. The Audit Committee has reviewed the above Business Report, the Consolidated Financial Report and earnings distribution proposal and found nothing incorrect. This audit report is hereby prepared under Article 219 of the Company Act which is applied mutatis mutandis from the Paragraph 3 of Article 14-4 of the Securities and Exchange Act.

Submitted to the 2025 General Shareholders' Meeting

Audit Committee

Independent Director



Independent Director



Independent Director



Independent Director



Independent Director



March 5, 2025

Taiwan Cooperative Financial Holding Co., Ltd.

2024 Business Report

In 2024, global economic performance has exhibited differences in terms of both regions and industries. The US economy performed better than expected due to strong domestic demand. Europe faced weak manufacturing and geopolitical pressure. China adjusted policies to support growth amid a sluggish real estate market and weak domestic demand. The strength of economic growth is uneven in different countries with the divergent trends offsetting each other and slow recovery of global economic growth. According to data released by the International Monetary Fund (IMF) in January 2025, the global economic growth rate is estimated to be 3.3% in 2025, but it is still lower than the annual average growth rate of 3.7% from 2000 to 2019. The global economy will remain stable.

In terms of the domestic economy, due to the expansion of artificial intelligence (AI) exports, investment demand has encouraged manufacturers to stockpile and increase the purchase of equipment, and the economy also benefited from wealth pouring in from the stock market. According to data released by the Directorate General of Budget, Accounting and Statistics (DGBAS), Executive Yuan in January 2025, the economic growth rate in 2024 is estimated to be 4.30%, an increase of 3.18 percentage points from 1.12% in 2023. Looking ahead to the economic performance this year (2025), the adoption of artificial intelligence (AI) continues to drive export expansion. In terms of domestic demand, private consumption has slowed down due to the high baseline set in previous years. The domestic economic growth rate is predicted to be 3.29% in 2025.

Over the past year, thanks to the trust and support of shareholders, TCFHC has achieved steady growth in overall operations with a robust customer base and the synergistic group-wide efficiency. The consolidated net profit after tax in 2024 reached NT\$19.809 billion, an increase of 10.80% over 2023. The growth momentum came from the fee income of core bank subsidiary – Taiwan Cooperative Bank (TCB) and the foreign exchange income of financial products. The after-tax earnings per share were NT\$1.26 while the after-tax return on equity and after-tax return on assets were 7.84% and 0.40%, respectively. In the future, the Group will continue to pursue excellence and growth on the solid foundation built with prior efforts to maximize shareholder value.

TCFHC's operating results for 2024 and its operating policies and strategies for 2025 are summarized as follows:

I. 2024 Business Results

(I) Implementation overview and business plan implementation results.

1. Profitability

- (1) The profit-making TCB actively consolidates the income from its core businesses. It dynamically adjusts its strategies and while maintaining a sound asset structure. Its net profit after tax in 2024 reached NT\$18.953 billion, an increase of NT\$2.650 billion from the previous year's net profit after tax of NT\$16.303 billion, and a growth rate of 16.25%. Its prospects for business growth will continue to improve.
- (2) The businesses of the securities, asset management, investment trust and venture capital subsidiaries continued to grow, with net profits after tax reaching NT\$216 million, NT\$359 million, NT\$20 million, and NT\$183 million in 2024, respectively, an increase of 6.93%, 4.66%, 11.11%, and 44.09% over 2023, respectively. The profits of the venture capital subsidiary – Taiwan Cooperative Venture Capital (TCVC) reached a record high since its establishment. The after-tax net profits of the bills finance subsidiaries – Taiwan Cooperative Bills Finance (TCBF) and life insurance subsidiaries BNP Paribas Cardif TCB Life

Insurance (BNP TCB Life) in 2024 were NT\$65 million and NT\$1.203 billion, respectively, down approximately 68.45% and 4.07% from 2023. TCBF adjusted its bond positions due to the impact of negative interest rate spreads. However, it was able to reduce the interest rate spread losses and re-position after the disposal of these assets. BNP TCB Life was affected by the higher commission rate of term-payment products, and its profit performance fell below expectations.

2. Capital allocation

The common equity ratio, tier 1 capital ratio, and capital adequacy ratio of TCB at the end of 2024 were 11.32%, 12.88%, and 14.94% respectively, which were in line with the internal management capital standards for D-SIBs at the end of 2024 stipulated by the Financial Supervisory Commission.

3. Integrated marketing

- (1) TCFHC has continued to integrate the Group's resources to maximize the synergy of its subsidiaries and has achieved remarkable results. As of the end of 2024, the securities subsidiary – Taiwan Cooperative Securities (TCS) has set up 258 securities counters in the business premises of TCB channels, and the securities brokerage business order volume accounted for 65.09% of TCS annual total trading volume.
- (2) The premium income and the sales of funds (excluding money market funds) in the year contributed by BNP TCB Life and investment trust subsidiaries – Taiwan Cooperative Securities Investment Trust (TCSIT) through sales channels of other subsidiaries of the Group accounted for 77.34% and 60.73%, respectively, of the companies' total premium income and sales of fund (excluding money market funds) for the year.
- (3) The number of corporate clients referred by each subsidiary to the asset management – Co-operative Assets Management (CoAMC) and TCVC accounted for 28.24% and 39.45% of the companies' total cases, respectively. In the future, we will continue to enhance the business cooperation between subsidiaries to increase the overall effectiveness of cooperation.

4. Overseas development

- (1) We are actively expanding our financial services footprint, with overseas locations spanning four continents including Europe, the Americas, Asia, and Australia. Together with the overseas units of TCB and our CoAMC in Suzhou, Mainland China, and its Dongguan branch, the Group has 28 overseas locations. TCB continues to set up branches in Tokyo, Japan, and Singapore to integrate financing and cash flow services in the region and improve its presence in the Asian market.
- (2) As of the end of 2024, the pre-tax profit after provisions of TCB overseas units (excluding United Taiwan Bank) was NT\$1.022 billion, accounting for 4.41% of the bank's profit.

5. Innovative financial services

- (1) TCB has been listed among the top 100 domestic companies in terms of the number of patent applications for six consecutive years and has topped the list in the financial industry for two consecutive years. The number of its invention patent applications also ranked first in the financial industry with 35.
- (2) In 2024, TCB completed three major digital projects and 14 key business digitalization projects, including the "Corporate Customer Service Network - Small and Medium Enterprise and Micro Enterprise Loan Application Network",

"Cloud Strategy and Governance Planning (Cloud Phase 0 Education and Training)" and "Open Banking API with Identity Verification and Financial Fast-ID".

- (3) TCB launched the "Merchant Acquiring E-Management System" to simplify branch operating procedures and improve review efficiency.
 - (4) To complete the digital insurance services, BNP TCB Life has launched the new business of "Medical Records for Insurance Claims & Claims Alliance Chain 2.0" to implement paperless processes for insurance claims. In combination with Claims Alliance Chain 2.0, it can also deliver claims in one place, providing policyholders with high-quality digital insurance services.
6. Business awards and achievements
- (1) TCB won the "Best SME Finance Award" and the "Best Corporate Trust Finance Award" at the Elite Awards for Taiwan Banking Excellence hosted by the Taiwan Academy of Banking and Finance. It was the only state-owned bank to receive the special honor.
 - (2) TCB has won multiple awards for its operating performance, including the "Excellent Bank for Lending to Six Core Strategic Industries", "Financial Education Contribution Award - Best Investment Award" awarded by the Financial Supervisory Commission, the "Low-Carbon Intelligence Award" from the Small and Medium Enterprise Credit Guarantee Fund, the "Post-Pandemic Revitalization Award (Financial Institution Group)", the "Assistance to Regional Post-Pandemic Revitalization and Transformation Award", the "Young Entrepreneurs, Startups, and Microenterprises Supporting Award", the "Assisting Enterprise Award", and the "Outstanding Performance Award in Credit Case Collection".
 - (3) TCB won the second place in the "Best Trust Award", the second place in the "Employee Welfare Trust Award", the second place in the "Trust Alliance Award", and the fifth place in the "Retirement Trust Award" in the FSC's third evaluation of the promotion of the Trust 2.0 plan by the trust industry, making the Bank the only financial institution to win four major awards.
 - (4) TCB organized won the "Urban Renewal Innovation - Gold", "Senior Care Innovation - Excellence", "Employee Welfare Trust Innovation - Excellence", and "Outstanding Marketing - Excellence" awards in the 2024 Trust Award. TCB won the "Best Diversified Trust Award" in the 2024 Best Bank Rating Survey.
 - (5) TCB won the 2024 "Excellence in Cross-Bank Business Expansion Award" presented by Financial Information Service Co., Ltd. The securities subsidiary won the Outstanding Award in the Taiwan Stock Exchange's Fraud Prevention Performance Assessment of Securities Firms in 2024.
 - (6) BNP TCB Life was awarded the "National Insurance Coverage Improvement Plan" by the Financial Supervisory Commission and the "Digital Finance Award" in the 2024 Insurance Excellence Evaluation.

(II) Budget implementation and profitability analysis

1. Budget implementation status

TCFHC's revenue for 2024 was NT\$20,418 million, expenses and losses were NT\$780 million. After deducting expenses, the net profit before tax was NT\$19,638 million (individual), and the net profit after tax was NT\$19,220 million (individual), with a budget target achievement rate of 95.69%.

Unit: NT\$ million; %

| Item | Actual (A) | Budget (B) | A/B(%) |
|-------------------------------------|------------|-------------|--------|
| Return | 20,418 | 20,853 | 97.91 |
| Costs and losses | (780) | (738) | 105.69 |
| Pre-tax profit | 19,638 | 20,115 | 97.63 |
| Net income for the current period | 19,220 | 20,085 | 95.69 |
| After-tax earnings per share (NT\$) | 1.26 | 1.32 (Note) | 95.45 |

Note: Impacts from bonus shares issued have been included as part of retroactive adjustments.

2. Profitability analysis

The profitability of TCFHC and its subsidiaries for 2024 is provided below:

Unit: NT\$ million; NT\$; %

| Company Name | Pre-tax profit | Net profit after tax | After-tax earnings per share (before/after tax) (NT\$) | Net income ratio (%) | Return on assets (%) | Return on equity (%) |
|--|----------------|----------------------|--|----------------------|----------------------|----------------------|
| TCFHC and subsidiaries (consolidated) | 24,979 | 19,809 | 1.26 | 30.09 | 0.40 | 7.84 |
| TCFHC (individual) | 19,638 | 19,220 | 1.26 | 96.51 | 6.47 | 7.78 |
| Taiwan Cooperative Bank (individual) | 23,150 | 18,953 | 1.54 | 33.00 | 0.40 | 7.04 |
| Taiwan Cooperative Securities (individual) | 350 | 216 | 0.41 | 14.43 | 0.74 | 3.49 |
| Taiwan Cooperative Bills Finance Corporation, Ltd. | 124 | 65 | 0.13 | 25.35 | 0.09 | 0.89 |
| Co-Operative Assets Management (individual) | 465 | 359 | 1.14 | 44.81 | 2.42 | 9.22 |
| BNP Paribas Cardif TCB Life Insurance | 1,432 | 1,203 | 1.75 | 52.48 | 0.95 | 10.62 |
| Taiwan Cooperative Securities Investment Trust | 20 | 20 | 0.62 | 6.67 | 4.04 | 4.68 |
| Taiwan Cooperative Venture Capital | 185 | 183 | 1.36 | 75.53 | 11.26 | 12.32 |

Note:

1. Net profit before tax and net profit after tax of NT\$1 million or less are rounded off.
2. The consolidated net profit after tax of TCFHC and its subsidiaries includes the individual net profit after tax of TCFHC and the profit or loss attributable to non-controlling interests

of BNP TCB Life and United Taiwan Bank.

3. Net profit margin = profit or loss after tax ÷ net income (or operating income).
4. Return on assets = profit and loss after tax ÷ average assets.
5. Return on equity = income after tax ÷ average net worth.

(III) Implementation results of support for government policies

1. Provide policy financing projects

- (1) TCB processes the "Preferential Housing Loans for Youths" of the Ministry of Finance to assist the public in raising funds for purchasing and renovating their homes. As of the end of 2024, its market share was 11.76%, ranking third among all banks.
- (2) TCB processes the "Subsidized Loans for Independent Purchases and Renovations of the Ministry of the Interior". As of the end of 2024, the loan balance was NT\$4.289 billion and the market share was 8.87%, ranking third among all banks.

2. Supporting the development of six core strategic industries

As of the end of 2024, TCB handled a loan balance of NT\$800.574 billion for the "Six Core Strategic Industries Project Loans", ranking second among all banks.

3. Support for the development of SMEs

- (1) TCB handles "small and medium-sized enterprise loans". As of the end of 2024, the loan balance was NT\$837.773 billion, ranking second among all banks.
- (2) TCB has achieved excellent results in handling the "SMEs Transfer Credit Guarantee Fund Loans". As of the end of 2024, the guaranteed balance of the SMEs transfer credit guarantee fund amounted to NT\$199.864 billion, ranking second among all participating financial institutions.

4. Supporting the New Southbound Policy

TCB has established 13 locations in the New Southbound target countries, accounting for 50% of all overseas locations. In response to government policies, a "New Southbound Loan Project" has been established to assist companies going to the New Southbound to obtain the necessary funds. When undertaking business, they can also make good use of the financing guarantee mechanisms provided by the Small and Medium Enterprise Credit Guarantee Fund, Agricultural Credit Guarantee Fund, and Overseas Credit Guarantee Fund to reduce credit risks. We have recently been actively promoting the application process for setting up a branch in Singapore with the aim of starting operations as soon as possible. In the future, we will continue to focus on the New Southbound countries, increase our presence in the local market, and evaluate potential locations for development to expand overseas financial businesses.

5. Supporting urban renewal policies

- (1) TCB supports the government's urban renewal policies and loans for the reconstruction of dangerous and old buildings. As of the end of 2024, it had undertaken a total of 95 urban renewal financing loans with a credit limit of NT\$152.638 billion, and 196 reconstruction financing loans with a credit limit of NT\$75.079 billion.
- (2) CoAMC has actively invested in urban renewal business. It has accepted the assignment from TCB to promote the urban renewal businesses of the Baotong Building of the former East Taipei Branch and the former Nanjing West Road Branch as an agent implementer. It continues to enhance its support for urban renewal and reconstruction of dangerous and old buildings and other advance

payment businesses.

6. Supporting government policies for promoting mobile payments

- (1) In response to the official launch of TWQR cross-institutional shopping service in October 2023, actively promoted TWQR contracted merchant stores to improve the efficiency of the payment market. As of the end of 2024, a total of 11,726 TWQR contracted merchant stores had been approved, ranking first among the eight major state-owned banks.
- (2) We actively implement the government's policy of increasing the penetration rate of mobile payments and work hard to promote the "fixed-amount credit card payment for medical institutions." As of the end of 2024, 218 medical institutions including National Taiwan University, Veterans General Hospital, Chang Gung Memorial Hospital, Changhua Christian Hospital, Cathay General Hospitals, and institutions of the Medical Affairs Bureau of the Ministry of National Defense have participated, with approximately 10.73 million transactions totaling NT\$63.8 billion.

7. Supporting the government's Trust 2.0 "Comprehensive Trust"

To support with the government in building a comprehensive long-term care system and promote property trust business for the elderly and people with disabilities, we increased the cumulative number of new accounts to 9,943 in 2024.

(IV) Big data analysis and digital finance

1. TCB used machine learning algorithm technology to identify high-value customer groups that meet marketing goals, assisted business units in accurately targeting potential customers, and completed 13 data marketing projects to enhance business marketing with data.
2. TCB continues to strengthen FinTech education and training, promote business process automation (RPA), and enhance the digital competitiveness of bank employees. In 2024, there were 25,365 RPA executions in branches, and a total of 3,379 people were trained in related training programs. TCB also produced the "Project Requirements Specification" and "System Specification" templates.

(V) Risk Management and Information Security

1. Risk management

- (1) In 2024, TCFHC set up a supervisory unit for climate risk management-related systems and the reporting and disclosure procedures for climate-related financial disclosure reports to improve TCFHC's climate risk management governance framework.
- (2) In order to avoid excessive concentration of risks, TCFHC has set concentration limits by industry and country, and regularly monitors the credit, market, operational, climate and liquidity risks of each subsidiary. In order to reduce the impact and influence of sudden major credit risk events, we have established major credit risk event notification mechanisms for the Group.

2. IT Security

- (1) TCFHC follows domestic and foreign regulations, guidelines and business requirements on information security to implement "Information Security Policies", install management systems and create task forces in order to enforce information security in the Group.
- (2) To achieve the goal of information security management, TCFHC has increased its information security budget each year, and it accounts for at least 3% of the overall information budget each year. TCFHC continues to promote information

security education and training, encouraging information security personnel to actively obtain international information security professional certificates and enhance their information security expertise.

- (3) To enhance information security intelligence sharing among financial institutions, TCFHC and subsidiaries (TCB, TCS, BNP TCB Life, TCSIT, and TCBF) have all joined the Financial Information Sharing and Analysis Center (F-ISAC). Through sharing information on information security among members, TCFHC can assist in evaluating and suggesting regulations on information security and continue to improve relevant protection measures.

(VI) Compliance, Anti-Money Laundering and Counter Terrorism Financing

1. Compliance

Every six months, the Chairman of TCFHC convenes a meeting of the "Compliance Committee" of the entire the Group to supervise and coordinate legal compliance, prevention of money laundering, and combating terrorist financing of TCFHC and its subsidiaries. The meeting helps the Group keep track of changes in major domestic and international laws and regulations to ensure compliance with important regulations.

2. Anti-money laundering and counter terrorism financing

- (1) TCFHC holds regular meetings of the Group's "Task Force on Legal Compliance and AML/CFT" to request each subsidiary to formulate relevant measures, plans and schedules and submit work reports in accordance with the regulations of the competent authorities and their respective industry associations, and to continuously track the implementation progress.
- (2) TCFHC arranges on-site supervision and assessment of each subsidiary every six months to review the effectiveness of implementation based on the size of the subsidiary and the results of regulatory compliance assessment and anti-money laundering and anti-terrorist financing risk assessment report in the previous year.

(VII) Promoting sustainable development

1. Sustainability Aspects

- (1) TCFHC stood out from thousands of companies around the world and was once again selected as a constituent stock of the "World Indices" and "Emerging Markets Indices" of the Dow Jones Sustainability Index (DJSI), ranking first among Taiwan's state-owned banks in the banking group and third in the world. Our outstanding achievements in promoting sustainable development have received international recognition.
- (2) TCFHC has also won many awards in Taiwan, including the Best Bank Rating Survey "Best ESG Sustainability Award", the "Sustainability Resilience Leadership Award" from the British Standards Institution (BSI), Silver Award in the National Enterprise Environmental Protection Award, inclusion in the Taiwan Sustainability Index, the Taiwan High Compensation 100 Index, the Taiwan Employment Creation 99 Index, the Equileap Emerging Market Gender Equality Enterprise, and the Taiwan Corporate Sustainability Award/Taiwan Sustainable Investment Award/Taiwan Sustainable Action Award and other awards, and has made remarkable achievements in promoting sustainable development.
- (3) TCFHC supports the government's target for attaining net zero emissions by 2050. It is devoted to joining the crew and keeping global warming controlled within 1.5°C, and follows Science-Based Carbon Targets (SBT) while setting mid-term and long-term carbon reduction goals. Operationally (Scopes 1 and 2),

the absolute emissions dropped by 50.4% by 2032 from the base year (2021). Multiple ISO verification and internal carbon pricing mechanisms are introduced; green procurement and green office are promoted; the green building symbol is obtained; and the governmental diagnostic service is combined, among other measures, in the practice of energy conservation and carbon reduction, strengthen the identification and control of risks and opportunities relevant to carbon emissions, and to stride forward towards low-carbon sustainable operations.

2. Environmental Aspects

- (1) As the first state-owned financial holding company to join the Task Force on Nature-related Financial Disclosures (TNFD) forum, the Group released its first Climate and Nature-related Financial Disclosure Report in 2024 and was once again awarded the highest level of certification, "Level-5: Excellence", by the third-party verification body, the British Standards Institution (BSI).
- (2) 36 locations of TCFHC have received international environmental certification such as "ISO 50001 Energy Management Systems" and "ISO 14001 Environmental Management Systems"
- (3) TCFHC follows the setting of Science-Based Targets (SBT) and has purchased a total of 24.3 million kWh of renewable energy. TCFHC will continue to increase the use of renewable energy and implement continuous adjustments.
- (4) TCB actively promotes the net zero green life policy and expands it to offices across the country to implement 35 green office measures under five major indicators. They include energy conservation, resource reduction, green procurement, environmental greening and beautification, and publicity initiatives. A total of 238 locations have responded and participated in creating a green workplace environment, ranking first in the financial industry.
- (5) TCB incorporated ESG into its core loan businesses. TCB worked with experts to provide comprehensive and practical carbon reduction financing solutions, successfully assisting SME borrowers in lowering emissions. It became Taiwan's first financial institution to complete carbon reduction engagement with 5,000 SMEs.

3. Social Aspects

- (1) In 2024, TCB organized a total of 70 activities under the campaign with a total donation of NT\$5.02 million. The number of activity and amount of donation have both hit historic high.
- (2) TCB has issued a total of NT\$9 billion in sustainable development bonds (green bonds, social responsibility bonds, and sustainable development bonds), leading all state-owned banks; The total amount of the "Green and Sustainable Time Deposit" project reached NT\$2.86 billion in 2024.
- (3) TCB participated in the Financial Supervisory Commission's "Communicating Financial Knowledge to Campuses and Communities", with a total of 39 events for a total of 1,710 participants held in 2024. It was awarded the "Financial Education Contribution Award - Best Investment Award" by the Financial Supervisory Commission.
- (4) BNP TCB Life provides the "Guarding Happiness Donation". By working with distribution channels, for every CI policy sold, TCB Life will donate NT\$300 to the Taiwan Association of Family Caregivers (TAFC). In 2024, TCB Life has donated a total of NT\$3.9 million to the TAFC for the following causes to fulfill corporate social responsibilities.

4. Corporate Governance Aspects

- (1) To facilitate diversified participation of shareholders in the shareholders' meeting, TCFHC held the 2024 shareholders' meeting in person and with the video conferencing options to protect the rights and interests of shareholders.
- (2) TCFHC follows the "Financial Cyber Security Action Plan" announced by the competent authority to establish three major promotion strategies consistent with operational objectives. They include cyber security governance, risk-based cyber security management, and participation in joint cyber security defense in collaboration with peers. These efforts improve the sustainability of financial services, enhance and deepen the ability and level of information security governance, ensure the continuous operation of the system and data security, and provide customers with safe, convenient, and uninterrupted financial services.
- (3) In order to implement the principle of fair treatment of customers, TCB introduced the ISO 10002 international standard for customer complaint quality management in 2023, becoming the first state-owned bank to receive the certification. It also passed the renewal certification on January 5, 2024 to continuously strengthen the bank's customer complaint handling operations.

II. Operating Policies and Strategies for 2025

(I) Important business policies

1. Adhere to the core value of integrity and move towards net zero through sustainable operations.
2. Enhance the capacity of financial innovation and expand the scope of digital applications.
3. Focus on core business advantages and explore diverse profit channels.
4. Create value for business locations and tap into overseas business opportunities.
5. Formulate flexible investment strategies and steadily improve financial performance.
6. Consolidate the three lines of internal control and implement a rigorous culture of compliance with the law.
7. Improve information digital systems and enhance the resilience of information security protection.
8. Recruit multidisciplinary talents in the finance industry to enhance the Group's competitiveness.

(II) Main strategies for subsidiaries to achieve business objectives

1. TCB will promote sustainable financial development and adhere to the principle of fair treatment of customers; Optimize the lending business structure and focus on core business operations; Promote the wealth management business and empower the financial management and operations of consumer finance; Improve the use of business premises and channels to steadily establish overseas presence; Deploy forward-looking AI technologies to reap the benefits of digital innovation; Gain insight into market trends and create comprehensive financial benefits; Strengthen the resilience of joint cyber security defense, improve risk management, and abide by laws and regulations; Cultivate professional knowledge and talents, and firmly stabilize asset quality to achieve expected business goals.
2. TCS will continue to integrate investment advisory research resources, and build a regular fixed-amount investment system for sub-brokerage of US stocks and a special area for overseas bonds, and strive to promote the digitization of overseas businesses. It actively expands IPO sponsorship cases and provides diversified financing tools to assist clients in issuing sustainable development bonds. It underwrites high-quality corporate bonds and has established a diversified trading

platform to increase overall profitability.

3. In terms of credit business, TCBF will streamline its product portfolio by eliminating underperforming offerings and focusing on profitable ones. It will also proactively manage interest rate spreads, closely monitor the international financial landscape to control risks, and maintain stable asset quality. In terms of trading business, it actively expanded the underwriting capacity of various types of bills, strengthened matchmaking transactions, established strategic medium- and long-term bond positions with positive spreads in batches when opportunities arose, used swing trading to earn capital gains, and carefully selected stocks with stable yields and positive industry prospects to increase overall returns.
4. In addition to continuing to intensify its businesses in non-performing loan collection, real estate investment, and leasing and sales, CoAMC also promotes the renewal and reconstruction of the Group's old bank buildings and real estate to enhance the value of the assets of TCFHC. In response to the needs of private urban renewal or reconstruction projects of dangerous and old buildings, it provides funding to serve as the implementer or builder, and takes the lead in reconstruction and investment, or accepts applications for urban renewal and dilapidated reconstruction advance payments to provide preliminary operating funds, debt consolidation, and land purchase consolidation.
5. In order to strengthen the core business capacity, BNP TCB Life continues to develop diversified insurance products with market competitiveness to meet the asset allocation needs of customers for asset accumulation and retirement planning, increase market share in external channels, develop a mobile insurance platform, and improve sales process efficiency and service quality through digitalization to consolidate core competitive advantages and increase market share.
6. TCSIT continues to strengthen fundamental research and active investment strategies, and cooperates with renowned international asset management companies. It also cultivates professional investment talents to improve overall investment performance. It adopted a dual-arrow sales strategy by issuing diversified products to fully meet different investment needs and implementing market segmentation for different customer groups. It also makes full use of their respective advantages to achieve the effect of increasing the scale of asset management.
7. TCVC plans to invest in industries supported by government policies, including the six strategic industries, 5+2 innovative industries, the New Southbound Policy, ESG, and other innovative R&D industries or more mature manufacturing industries, as well as the Group's high-quality customers for business development. It will also monitor the progress of investment projects in the Emerging Market and the Listed Market, make timely arrangements, actively realize profits, and achieve expected business objectives.

III. The most recent credit rating result

TCFHC and TCB have commissioned S&P Global Ratings and Taiwan Ratings Corporation to evaluate international and domestic credit ratings. The results reflect the Group's good market position and solid corporate foundation in Taiwan's banking industry. The capital level of its core subsidiary, TCB, was rated as robust, and its funding sources and liquidity structure were rated as strong and appropriate, respectively. The Group will continue to focus on risk management and internal capital management to strengthen its operating resilience.

| Company Name | Rating agency | Rating result | | Rating prospect | Rating date |
|--|----------------------------|-------------------------|--------------------------|-----------------|-------------|
| | | Long-term credit rating | Short-term credit rating | | |
| Taiwan Cooperative Financial Holding Co., Ltd. | Standard & Poor's | BBB | A-2 | Stable | 2025.01.10 |
| | Taiwan Ratings Corporation | twAA- | twA-1+ | Stable | 2025.01.10 |
| Taiwan Cooperative Bank, Ltd. | Standard & Poor's | A+ | A-1 | Stable | 2025.01.10 |
| | Taiwan Ratings Corporation | twAAA | twA-1+ | Stable | 2025.01.10 |
| Taiwan Cooperative Securities Co., Ltd. | Taiwan Ratings Corporation | twAA- | twA-1+ | Stable | 2025.01.22 |
| Taiwan Cooperative Bills Finance Corporation, Ltd. | Fitch Ratings | AA+(tw) | F1+(tw) | Stable | 2024.09.13 |
| Co-Operative Assets Management Co., Ltd. | Taiwan Ratings Corporation | twA+ | twA-1 | Stable | 2024.12.23 |
| BNP Paribas Cardif TCB Life Insurance Co., Ltd. | Taiwan Ratings Corporation | twAA- | -- | Stable | 2024.12.11 |

Note: The rating results of TCFHC, TCB, TCS, TCBF, CoAMC, and BCP TCB Life remain consistent with the previous ratings.

Appendix C

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders
Taiwan Cooperative Financial Holding Co., Ltd.

Opinion

We have audited the accompanying consolidated financial statements of Taiwan Cooperative Financial Holding Co., Ltd. (TCFHC) and its subsidiaries (collectively referred to as “the Company”), which comprise the consolidated balance sheets as of December 31, 2024 and 2023, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the “consolidated financial statements”).

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Financial Holding Companies, Regulations Governing the Preparation of Financial Reports by Public Banks, Regulations Governing the Preparation of Financial Reports by Securities Firms, Regulations Governing the Preparation of Financial Reports by Futures Commission Merchants, Regulations Governing the Preparation of Financial Reports by Insurance Enterprises, International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC) and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company and its subsidiaries in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the Company for the year ended December 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matters identified in our audit of the consolidated financial statements of Taiwan Cooperative Financial Holding Co., Ltd. and its subsidiaries for the year ended December 31, 2024 were as follows:

Impairment Assessment of Loans

The net discounts and loans of the Company as of December 31, 2024, accounted for 59% of the consolidated total assets. Therefore, the assessment of the impairment loss of discounts and loans may have significant impacts on the consolidated financial statements. Besides assessing the expected credit losses of loans in accordance with IFRS 9 “Financial Instruments”, the management of Taiwan Cooperative Bank, Ltd. (TCB) complies with the “Regulations Governing the Procedures for Banking Institutions to Evaluate Assets and Deal with Non-performing/Non-accrual Loans” related regulations (collectively, the Regulations) when assessing the classification of credit assets and recognizing the allowance for possible losses.

For the accounting policies and material accounting judgments and estimations of TCB’s impairment assessment of loans, refer to Notes 4 and 5 to the consolidated financial statements; for the relevant information on the impairment assessment of loans, refer to Note 13 to the consolidated financial statements.

When assessing whether to recognize impairment loss on loans in accordance with the Regulations, the main judgment of the management of TCB is the assessment of possible loss of the credit assets, including whether the credit assets are classified based on the length of time the loans have been overdue and the value of the collateral when assessing the impairment loss. Since the amount of impairment assessed under the Regulation is much greater than the amount estimated under IFRS 9 “Financial Instruments” and the assessment involves many significant judgments and estimates, the amount is material to the consolidated financial statements; therefore, impairment of loans was identified as a key audit matter.

With respect to the critical judgments, estimations, and assumptions used in the assessment for impairment loss, the main audit procedures we performed were as follows:

1. We obtained an understanding of the design of the TCB’s relevant internal controls on impairment assessment of loans.
2. We tested and confirmed that TCB’s credit assets were classified and evaluated for impairment in accordance with the Regulations. The length of time the loans have been overdue and the value of the collateral were considered in calculating the provision for impairment loss.

Quoting the Correctness of Insurance Information from the Life Policy Reserve

The reserve for life insurance policy contracts and financial instruments with discretionary participation features of the Company were recognized in compliance with the Regulations Governing the Recognition of Reserves by Insurance Enterprises.

The management of BNP Paribas Cardif TCB Life Insurance Co., Ltd. (BPCTLI) measures the life insurance liability reserve liabilities of each valid long-term insurance policy with reference to the deposit logic of the commodity calculation instructions submitted to the competent authority at the time of insurance pricing. The changes to the deposit logic must be approved by the competent authority in advance. Except for approved deposit logics, the Company shall not arbitrarily change the formulas and parameters used in the product calculation instructions submitted to the competent authority at the time of pricing of insurance types because the quote unchanged withdrawal logic and the correct policy information are crucial to the allocation of insurance liabilities and are identified as a key audit matter. For the relevant accounting policies and material accounting judgments and estimations, refer to Notes 4 and 5 to the consolidated financial statements. For the relevant information about the assessment of the insurance liabilities, refer to Note 28 to the consolidated financial statements.

With respect to the abovementioned key audit matter, the procedures we performed were as follows:

1. We obtained an understanding of the process and related internal operations of the assessment of the insurance liabilities of BPCTLI, and we assessed the compliance with related internal operations by performing the tests.
2. We obtained the actuarial information summary evaluated by the management of BPCTLI, and we sampled and tested that the information of policyholders was consistent with the information of life policy reserves.
3. We utilized our actuarial experts and performed the following audit procedures with respect to life policy reserves:
 - a. We sampled the insurance products and tested the actuarial memorandum, which was approved by the Insurance Bureau before the insurance products were introduced to the market, and the reserves in the memorandum were calculated in accordance with the regulations and were applicable to the insurance products.
 - b. We sampled the insurance policies and recalculated the insurance liabilities and confirmed that the calculation of BPCTLI was in accordance with the Regulations Governing the Recognition of Reserves by Insurance Enterprises and was consistent with the formula and parameters submitted to the regulatory authority.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Financial Holding Companies, Regulations Governing the Preparation of Financial Reports by Public Banks, Regulations Governing the Preparation of Financial Reports by Securities Firms, Regulations Governing the Preparation of Financial Reports by Futures Commission Merchants, Regulations Governing the Preparation of Financial Reports by Insurance Enterprises, International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC) and SIC Interpretations (SIC) endorsed by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing the financial reporting process of Taiwan Cooperative Financial Holding Co., Ltd. and its subsidiaries.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the components of the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of Taiwan Cooperative Financial Holding Co., Ltd. and its subsidiaries, for the year ended December 31, 2024 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Yin-Chou Chen and Wang-Shen Lin.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 14, 2025

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

TAIWAN COOPERATIVE FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

| ASSETS | 2024 | | 2023 | |
|---|-------------------------|------------|-------------------------|------------|
| | Amount | % | Amount | % |
| CASH AND CASH EQUIVALENTS (Notes 4 and 6) | \$ 79,069,296 | 1 | \$ 89,231,286 | 2 |
| DUE FROM THE CENTRAL BANK AND CALL LOANS TO OTHER BANKS (Notes 4, 7, 41 and 42) | 398,748,466 | 8 | 364,419,141 | 7 |
| FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Notes 4, 8, 41 and 42) | 156,824,572 | 3 | 126,108,496 | 3 |
| FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (Notes 4, 9 and 42) | 517,014,504 | 10 | 509,252,116 | 11 |
| INVESTMENTS IN DEBT INSTRUMENTS AT AMORTIZED COST (Notes 4, 10 and 42) | 752,203,282 | 15 | 705,008,604 | 15 |
| SECURITIES PURCHASED UNDER RESELL AGREEMENTS (Notes 4 and 11) | 1,315,855 | - | 1,250,689 | - |
| RECEIVABLES, NET (Notes 4, 12 and 41) | 51,957,450 | 1 | 49,273,343 | 1 |
| CURRENT TAX ASSETS (Notes 4 and 38) | 2,941,790 | - | 2,293,065 | - |
| DISCOUNTS AND LOANS, NET (Notes 4, 13, 41 and 42) | 3,060,868,842 | 59 | 2,800,346,569 | 58 |
| REINSURANCE ASSETS, NET (Note 4) | 216,517 | - | 244,817 | - |
| INVESTMENTS ACCOUNTED FOR USING EQUITY METHOD (Notes 4 and 14) | 144,941 | - | 146,836 | - |
| OTHER FINANCIAL ASSETS, NET (Notes 4, 15, 30 and 42) | 88,542,630 | 2 | 94,546,321 | 2 |
| INVESTMENT PROPERTIES, NET (Notes 4 and 16) | 11,301,781 | - | 11,150,124 | - |
| PROPERTIES AND EQUIPMENT, NET (Notes 4 and 17) | 31,999,675 | 1 | 32,448,391 | 1 |
| RIGHT-OF-USE ASSETS, NET (Notes 4 and 18) | 1,763,850 | - | 1,585,057 | - |
| INTANGIBLE ASSETS (Notes 4 and 19) | 4,816,577 | - | 4,427,379 | - |
| DEFERRED TAX ASSETS (Notes 4 and 38) | 1,483,107 | - | 2,274,199 | - |
| OTHER ASSETS, NET (Notes 4, 18 and 20) | <u>4,296,553</u> | <u>-</u> | <u>3,199,764</u> | <u>-</u> |
| TOTAL | <u>\$ 5,165,509,688</u> | <u>100</u> | <u>\$ 4,797,206,197</u> | <u>100</u> |
| LIABILITIES AND EQUITY | | | | |
| DEPOSITS FROM THE CENTRAL BANK AND OTHER BANKS (Notes 21 and 41) | \$ 438,083,704 | 8 | \$ 301,705,360 | 6 |
| FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS (Notes 4, 8, 26 and 41) | 5,578,934 | - | 9,261,978 | - |
| SECURITIES SOLD UNDER REPURCHASE AGREEMENTS (Notes 4, 8, 9, 22 and 41) | 72,137,886 | 1 | 71,210,419 | 1 |
| COMMERCIAL PAPER ISSUED, NET (Note 23) | 38,061,951 | 1 | 33,651,757 | 1 |
| PAYABLES (Notes 4, 24 and 41) | 47,963,415 | 1 | 53,640,402 | 1 |
| CURRENT TAX LIABILITIES (Notes 4 and 38) | 417,586 | - | 3,158,232 | - |
| DEPOSITS AND REMITTANCES (Notes 25 and 41) | 4,084,423,043 | 79 | 3,862,095,191 | 81 |
| BONDS PAYABLE (Note 26) | 79,140,000 | 2 | 77,240,000 | 2 |
| OTHER BORROWINGS (Notes 23 and 27) | 11,033,195 | - | 11,266,712 | - |
| PROVISIONS (Notes 4, 28 and 29) | 37,843,178 | 1 | 34,391,765 | 1 |
| OTHER FINANCIAL LIABILITIES (Notes 4, 16, 30 and 41) | 82,358,549 | 2 | 87,530,330 | 2 |
| LEASE LIABILITIES (Notes 4 and 18) | 1,720,552 | - | 1,545,153 | - |
| DEFERRED TAX LIABILITIES (Notes 4, 17 and 38) | 5,755,226 | - | 3,594,884 | - |
| OTHER LIABILITIES (Note 31) | <u>1,235,526</u> | <u>-</u> | <u>1,135,355</u> | <u>-</u> |
| Total liabilities | <u>4,905,752,745</u> | <u>95</u> | <u>4,551,427,538</u> | <u>95</u> |
| EQUITY ATTRIBUTABLE TO OWNERS OF TCFHC | | | | |
| Capital stock | | | | |
| Common stock | <u>152,242,106</u> | <u>3</u> | <u>147,093,822</u> | <u>3</u> |
| Capital surplus | <u>45,652,306</u> | <u>1</u> | <u>45,650,280</u> | <u>1</u> |
| Retained earnings | | | | |
| Legal reserve | 17,288,787 | - | 15,582,312 | - |
| Special reserve | 7,127,657 | - | 21,509,719 | 1 |
| Unappropriated earnings | <u>39,637,838</u> | <u>1</u> | <u>17,181,771</u> | - |
| Total retained earnings | <u>64,054,282</u> | <u>1</u> | <u>54,273,802</u> | <u>1</u> |
| Other equity | <u>(7,899,270)</u> | <u>-</u> | <u>(7,127,656)</u> | <u>-</u> |
| Total equity attributable to owners of TCFHC | 254,049,424 | 5 | 239,890,248 | 5 |
| NON-CONTROLLING INTERESTS | <u>5,707,519</u> | <u>-</u> | <u>5,888,411</u> | <u>-</u> |
| Total equity | <u>259,756,943</u> | <u>5</u> | <u>245,778,659</u> | <u>5</u> |
| TOTAL | <u>\$ 5,165,509,688</u> | <u>100</u> | <u>\$ 4,797,206,197</u> | <u>100</u> |

TAIWAN COOPERATIVE FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

| | 2024 | | 2023 | | Percentage Increase (Decrease) |
|--|---------------------|--------------|---------------------|--------------|--------------------------------------|
| | Amount | % | Amount | % | % |
| INTEREST REVENUE (Notes 32 and 41) | \$ 106,304,142 | 162 | \$ 93,411,635 | 152 | 14 |
| INTEREST EXPENSE (Notes 32 and 41) | <u>(76,130,605)</u> | <u>(116)</u> | <u>(61,448,542)</u> | <u>(100)</u> | 24 |
| NET INTEREST | <u>30,173,537</u> | <u>46</u> | <u>31,963,093</u> | <u>52</u> | (6) |
| NET REVENUES AND GAINS OTHER THAN INTEREST | | | | | |
| Service fee and commission income, net (Notes 33 and 41) | 11,080,365 | 17 | 8,816,239 | 14 | 26 |
| Premium income, net (Notes 30 and 34) | 5,280,486 | 8 | 3,855,678 | 6 | 37 |
| Gains on financial assets and liabilities at fair value through profit or loss (Notes 35 and 41) | 33,223,268 | 50 | 11,938,500 | 20 | 178 |
| Gains on disposal of investment properties, net | 83,835 | - | 98,267 | - | (15) |
| Realized gains on financial assets at fair value through other comprehensive income (Note 36) | 2,984,316 | 5 | 2,993,149 | 5 | - |
| Loss on derecognition of financial assets at amortized cost | (586) | - | - | - | - |
| Foreign exchange gains, net | (17,426,805) | (26) | 1,245,069 | 2 | (1,500) |
| Gain on reversal of impairment losses (Notes 9 and 10) | 35,453 | - | 5,485 | - | 546 |
| Share of gains of associates and joint ventures accounted for using the equity method (Note 14) | 12,165 | - | 16,600 | - | (27) |
| Losses on reclassification of overlay approach (Note 8) | 80,765 | - | 218,084 | - | (63) |
| Other noninterest gains, net (Notes 16, 40 and 41) | <u>296,893</u> | <u>-</u> | <u>226,874</u> | <u>1</u> | 31 |
| Total net revenues and gains other than interest | <u>35,650,155</u> | <u>54</u> | <u>29,413,945</u> | <u>48</u> | 21 |
| TOTAL NET REVENUES | <u>65,823,692</u> | <u>100</u> | <u>61,377,038</u> | <u>100</u> | 7 |

(Continued)

TAIWAN COOPERATIVE FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

| | 2024 | | 2023 | | Percentage Increase (Decrease) |
|--|----------------|------|----------------|------|--------------------------------------|
| | Amount | % | Amount | % | % |
| BAD-DEBT EXPENSES AND PROVISION FOR LOSSES ON COMMITMENT AND GUARANTEES (Notes 4 and 13) | \$ (5,750,254) | (9) | \$ (7,502,226) | (12) | (23) |
| NET CHANGE IN RESERVES FOR INSURANCE LIABILITIES (Notes 4 and 28) | (3,368,758) | (5) | (2,232,124) | (4) | 51 |
| OPERATING EXPENSES (Notes 4, 16, 17, 18, 19, 29 and 37) | | | | | |
| Employee benefits | (18,527,912) | (28) | (17,292,237) | (28) | 7 |
| Depreciation and amortization | (2,861,366) | (4) | (2,648,913) | (4) | 8 |
| General and administrative | (10,336,141) | (16) | (9,626,875) | (16) | 7 |
| Total operating expenses | (31,725,419) | (48) | (29,568,025) | (48) | 7 |
| INCOME BEFORE INCOME TAX | 24,979,261 | 38 | 22,074,663 | 36 | 13 |
| INCOME TAX EXPENSE (Notes 4 and 38) | (5,170,000) | (8) | (4,196,448) | (7) | 23 |
| NET INCOME | 19,809,261 | 30 | 17,878,215 | 29 | 11 |
| OTHER COMPREHENSIVE INCOME | | | | | |
| Items that will not be reclassified subsequently to profit or loss (Notes 4, 9, 29 and 38) | | | | | |
| Remeasurement of defined benefit plans | 770,755 | 1 | (172,070) | - | 548 |
| Change in the fair value attributable to changes in the credit risk of financial liabilities designated as at fair value through profit or loss | 1,122 | - | (13,018) | - | 109 |
| Unrealized gains on investments in equity instruments at fair value through other comprehensive income | 5,172,400 | 8 | 9,524,006 | 15 | (46) |
| Items that will not be reclassified subsequently to profit or loss, net of income tax | 5,944,277 | 9 | 9,338,918 | 15 | (36) |

(Continued)

TAIWAN COOPERATIVE FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

| | 2024 | | 2023 | | Percentage Increase (Decrease) |
|---|----------------------|------------|----------------------|-----------|--------------------------------------|
| | Amount | % | Amount | % | % |
| Items that may be reclassified subsequently to profit or loss (Notes 4, 8, 9 and 38) | | | | | |
| Exchange differences on the translation of financial statements of foreign operations | \$ 3,598,467 | 5 | \$ (148,505) | - | 2,523 |
| Unrealized (losses) income on investments in debt instruments at fair value through other comprehensive income | (4,132,582) | (6) | 5,480,845 | 9 | (175) |
| Other comprehensive losses on reclassification of overlay approach | (80,765) | - | (218,084) | (1) | (63) |
| Income tax attributable to other comprehensive income | <u>(664,637)</u> | <u>(1)</u> | <u>(137,235)</u> | <u>-</u> | 384 |
| Items that may be reclassified subsequently to profit or loss, net of income tax | <u>(1,279,517)</u> | <u>(2)</u> | <u>4,977,021</u> | <u>8</u> | (126) |
| Other comprehensive losses, net of income tax | <u>4,664,760</u> | <u>7</u> | <u>14,315,939</u> | <u>23</u> | (67) |
| TOTAL COMPREHENSIVE INCOME | <u>\$ 24,474,021</u> | <u>37</u> | <u>\$ 32,194,154</u> | <u>52</u> | (24) |
| NET INCOME ATTRIBUTABLE TO: | | | | | |
| Owners of TCFHC | \$ 19,219,939 | 29 | \$ 17,263,694 | 28 | 11 |
| Non-controlling interests | <u>589,322</u> | <u>1</u> | <u>614,521</u> | <u>1</u> | (4) |
| | <u>\$ 19,809,261</u> | <u>30</u> | <u>\$ 17,878,215</u> | <u>29</u> | 11 |
| TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO: | | | | | |
| Owners of TCFHC | \$ 24,182,865 | 37 | \$ 31,446,812 | 51 | (23) |
| Non-controlling interests | <u>291,156</u> | <u>-</u> | <u>747,342</u> | <u>1</u> | (61) |
| | <u>\$ 24,474,021</u> | <u>37</u> | <u>\$ 32,194,154</u> | <u>52</u> | (24) |
| EARNINGS PER SHARE (NEW TAIWAN DOLLARS; Note 39) | | | | | |
| Basic | <u>\$ 1.26</u> | | <u>\$ 1.13</u> | | |
| Diluted | <u>\$ 1.26</u> | | <u>\$ 1.13</u> | | |

TAIWAN COOPERATIVE FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars)

| | Equity Attributable to Owners of TCFHC | | | | | | Other Equity | | | | | Total Equity |
|---|--|----------------|------------------------------|------------------------------------|-----------------|----------------------------|---|--|---|---|---|----------------|
| | Capital Stock (Note 40) | | Capital Surplus (Note 40) | Retained Earnings (Notes 9 and 40) | | | Exchange Differences in Translation of Financial Statement of Foreign Operations | Unrealized Valuation Gains (Losses) on Financial Assets at Fair Value through Other Comprehensive Income (Note 9) | Change in the Fair Value Attributable to Changes in the Credit Risk of Financial Liabilities Designated as at Fair Value Through Profit or Loss | Other Comprehensive Income on Reclassification of Overlay Approach | Non-controlling Interests (Note 40) | |
| | Shares (In Thousands) | Common Stock | | Legal Reserve | Special Reserve | Unappropriated Earnings | | | | | | |
| BALANCE, JANUARY 1, 2023 | 14,008,935 | \$ 140,089,354 | \$ 57,977,016 | \$ 13,432,536 | \$ 985,539 | \$ 24,472,050 | \$ (452,462) | \$ (21,227,000) | \$ - | \$ 169,743 | \$ 5,316,401 | \$ 220,763,177 |
| Change in equity from investments in associates and joint ventures accounted for using the equity method | - | - | (714) | - | - | - | - | - | - | - | - | (714) |
| Share dividends distributed from capital surplus | 700,447 | 7,004,468 | (7,004,468) | - | - | - | - | - | - | - | - | - |
| Cash dividends distributed from capital surplus | - | - | (5,323,396) | - | - | - | - | - | - | - | - | (5,323,396) |
| Unclaimed dividends | - | - | 1,842 | - | - | - | - | - | - | - | - | 1,842 |
| Appropriation of the 2022 earnings | | | | | | | | | | | | |
| Legal reserve | - | - | - | 2,149,776 | - | (2,149,776) | - | - | - | - | - | - |
| Special reserve | - | - | - | - | 20,524,180 | (20,524,180) | - | - | - | - | - | - |
| Cash dividends | - | - | - | - | - | (1,681,072) | - | - | - | - | - | (1,681,072) |
| Disposal of investments in equity instruments at fair value through other comprehensive income | - | - | - | - | - | (26,871) | - | 26,871 | - | - | - | - |
| Cash dividends distributed by subsidiaries | - | - | - | - | - | - | - | - | - | - | (175,332) | (175,332) |
| Transfer of changes in the fair value attributable to changes in the credit risk of financial liabilities designated as at fair value through profit or loss upon derecognition | - | - | - | - | - | (4) | - | - | 4 | - | - | - |
| Total comprehensive income | | | | | | | | | | | | |
| Net income for the year ended December 31, 2023 | - | - | - | - | - | 17,263,694 | - | - | - | - | 614,521 | 17,878,215 |
| Other comprehensive income for the year ended December 31, 2023 | - | - | - | - | - | (172,070) | (126,065) | 14,606,695 | (13,018) | (112,424) | 132,821 | 14,315,939 |
| Total comprehensive income for the year ended December 31, 2023 | - | - | - | - | - | 17,091,624 | (126,065) | 14,606,695 | (13,018) | (112,424) | 747,342 | 32,194,154 |
| BALANCE, DECEMBER 31, 2023 | 14,709,382 | 147,093,822 | 45,650,280 | 15,582,312 | 21,509,719 | 17,181,771 | (578,527) | (6,593,434) | (13,014) | 57,319 | 5,888,411 | 245,778,659 |
| Impact of initial application of IAS 29 | - | - | - | - | - | (464,617) | - | - | - | - | - | (464,617) |
| Unclaimed dividends | - | - | 2,026 | - | - | - | - | - | - | - | - | 2,026 |
| Appropriation of the 2023 earnings | | | | | | | | | | | | |
| Legal reserve | - | - | - | 1,706,475 | - | (1,706,475) | - | - | - | - | - | - |
| Cash dividends | - | - | - | - | - | (9,561,098) | - | - | - | - | - | (9,561,098) |
| Stock dividends | 514,828 | 5,148,284 | - | - | - | (5,148,284) | - | - | - | - | - | - |
| Reversal of special reserve | - | - | - | - | (14,382,062) | 14,382,062 | - | - | - | - | - | - |
| Disposal of investments in equity instruments at fair value through other comprehensive income | - | - | - | - | - | 4,963,274 | - | (4,963,274) | - | - | - | - |
| Transfer of changes in the fair value attributable to changes in the credit risk of financial liabilities designated as at fair value through profit or loss upon derecognition | - | - | - | - | - | 511 | - | - | (511) | - | - | - |
| Cash dividends distributed by subsidiaries | - | - | - | - | - | - | - | - | - | - | (472,048) | (472,048) |
| Total comprehensive income | | | | | | | | | | | | |
| Net income for the year ended December 31, 2024 | - | - | - | - | - | 19,219,939 | - | - | - | - | 589,322 | 19,809,261 |
| Other comprehensive income for the year ended December 31, 2024 | - | - | - | - | - | 770,755 | 2,878,080 | 1,355,976 | 1,122 | (43,007) | (298,166) | 4,664,760 |
| Total comprehensive income for the year ended December 31, 2024 | - | - | - | - | - | 19,990,694 | 2,878,080 | 1,355,976 | 1,122 | (43,007) | 291,156 | 24,474,021 |
| BALANCE, DECEMBER 31, 2024 | 15,224,210 | \$ 152,242,106 | \$ 45,652,306 | \$ 17,288,787 | \$ 7,127,657 | \$ 39,637,838 | \$ 2,299,553 | \$ (10,200,732) | \$ (12,403) | \$ 14,312 | \$ 5,707,519 | \$ 259,756,943 |

TAIWAN COOPERATIVE FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

| | 2024 | 2023 |
|--|---------------|---------------|
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Income before income tax | \$ 24,979,261 | \$ 22,074,663 |
| Adjustments for: | | |
| Depreciation expense | 2,375,205 | 2,271,524 |
| Amortization expense | 486,161 | 377,389 |
| Expected credit losses/bad-debt expenses | 5,829,340 | 7,341,866 |
| Gains on financial assets and liabilities at fair value through profit or loss | (33,223,268) | (11,938,500) |
| Interest expense | 76,130,605 | 61,448,542 |
| Loss on derecognition of financial assets at amortized cost | 586 | - |
| Interest revenue | (106,304,142) | (93,411,635) |
| Dividend income | (3,386,414) | (3,019,843) |
| Net changes in reserves for insurance liabilities | 3,368,758 | 2,232,124 |
| Net changes in provision for losses on guarantees | (79,334) | 82,878 |
| Net changes in reserves for other liabilities | 248 | 77,482 |
| Share of gains of associates and joint ventures accounted for using equity method | (12,165) | (16,600) |
| Gains on reclassification of overlay approach | (80,765) | (218,084) |
| Losses on disposal of properties and equipment | 120 | 1,874 |
| Gains on disposal of investment properties | (83,835) | (98,267) |
| Losses on disposal of investments | 402,098 | 26,694 |
| Impairment losses on financial assets | 1,299 | 11,311 |
| Gains on reversal of impairment losses on financial assets | (23,919) | (16,796) |
| Gains on reversal of impairment losses on non-financial assets | (12,833) | - |
| Unrealized gains on foreign exchange | (889,041) | (49,790) |
| Others | 151,191 | (147) |
| Net changes in operating assets and liabilities | | |
| Increase in due from the Central Bank and call loans to other banks | (39,282,423) | (33,833,392) |
| Increase in financial assets at fair value through profit or loss | (2,255,272) | (31,729,949) |
| Decrease (increase) in financial assets at fair value through other comprehensive income | 1,623,924 | (20,886,344) |
| (Increase) decrease in investments in debt instruments at amortized cost | (44,144,330) | 13,476,495 |
| Increase in receivables | (1,766,122) | (4,991,002) |
| Increase in discounts and loans | (265,977,717) | (217,096,928) |
| Decrease (increase) in reinsurance assets | 61,064 | (48,639) |
| Decrease in other financial assets | 29,561 | 341,143 |
| Increase in other assets | (1,348,092) | (37,514) |
| Increase in deposits from the Central Bank and other banks | 136,378,344 | 13,851,725 |
| Decrease in financial liabilities at fair value through profit or loss | (3,326,679) | (5,279,993) |
| Increase in securities sold under repurchase agreements | 841,322 | 3,606,009 |
| (Decrease) increase in payables | (6,689,824) | 1,345,358 |
| Increase in deposits and remittances | 222,327,852 | 263,672,277 |

(Continued)

TAIWAN COOPERATIVE FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

| | 2024 | 2023 |
|---|--------------------|--------------------|
| Increase (decrease) in provision for employee benefits | \$ 669,094 | \$ (406,260) |
| Increase (decrease) in other financial liabilities | 34,210 | (21,421) |
| Increase (decrease) in other liabilities | <u>159,015</u> | <u>(101,053)</u> |
| Cash used in operations | (33,036,917) | (30,962,803) |
| Interest received | 108,478,336 | 90,818,544 |
| Dividends received | 3,538,671 | 3,318,895 |
| Interest paid | (75,317,789) | (58,074,633) |
| Income tax paid | <u>(6,266,549)</u> | <u>(2,942,388)</u> |
| Net cash (used in) generated from operating activities | <u>(2,604,248)</u> | <u>2,157,615</u> |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Disposal of investments accounted for using equity method | 6,979 | 4,606 |
| Acquisition of properties and equipment | (1,238,112) | (1,144,371) |
| Proceeds from disposal of properties and equipment | 26 | - |
| Increase in refundable deposits | (1,774,387) | (2,267,503) |
| Decrease in refundable deposits | 2,083,805 | 1,981,340 |
| Acquisition of intangible assets | (723,211) | (493,026) |
| Acquisition of investment properties | (1,001,519) | (1,025,165) |
| Proceeds from disposal of investment properties | 722,584 | 979,230 |
| Increase in other assets | (43,443) | (16,366) |
| Decrease in other assets | <u>47,353</u> | <u>1,744</u> |
| Net cash used in investing activities | <u>(1,919,925)</u> | <u>(1,979,511)</u> |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Increase in commercial paper issued | 65,550,000 | 73,475,000 |
| Decrease in commercial paper issued | (61,150,000) | (64,315,000) |
| Proceeds from the issuance of bank debentures | 11,000,000 | 2,500,000 |
| Repayments of bank debentures | (9,100,000) | (5,550,000) |
| Increase in other borrowings | 44,232,916 | 43,611,723 |
| Decrease in other borrowings | (44,510,473) | (42,009,821) |
| Increase financial liabilities designated as at fair value through profit or loss | 2,897,758 | 2,925,778 |
| Decrease financial liabilities designated as at fair value through profit or loss | (980,817) | (12,858) |
| Increase in guarantee deposits received | 880,387 | 224,227 |
| Decrease in guarantee deposits received | (368,338) | (595,938) |
| Repayments of the principal portion of lease liabilities | (692,368) | (677,858) |
| Increase in other liabilities | - | 32,863 |
| Decrease in other liabilities | (51,620) | - |
| | | (Continued) |

TAIWAN COOPERATIVE FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

| | 2024 | 2023 |
|--|-----------------------|-----------------------|
| Cash dividends paid | \$ (9,561,098) | \$ (7,004,468) |
| Changes in non-controlling interests | <u>(472,048)</u> | <u>(175,332)</u> |
| Net cash (used in) generated from financing activities | <u>(2,325,701)</u> | <u>2,428,316</u> |
| EFFECTS OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS | <u>(8,175,088)</u> | <u>1,563,357</u> |
| NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS | (15,024,962) | 4,169,777 |
| CASH AND CASH EQUIVALENTS, BEGINNING OF THE YEAR | <u>144,214,094</u> | <u>140,044,317</u> |
| CASH AND CASH EQUIVALENTS, END OF THE YEAR | <u>\$ 129,189,132</u> | <u>\$ 144,214,094</u> |
| Cash and cash equivalent reconciliations: | | |
| | <u>December 31</u> | |
| | 2024 | 2023 |
| Cash and cash equivalents in the consolidated balance sheets | \$ 79,069,296 | \$ 89,231,286 |
| Due from the Central Bank and call loans to other banks in accordance with the definition of cash and cash equivalents under IAS 7 “Statement of Cash Flows” | 48,410,561 | 53,363,659 |
| Securities purchased under resell agreements in accordance with the definition of cash and cash equivalents under IAS 7 “Statement of Cash Flows” | 1,315,855 | 1,250,689 |
| Other items in accordance with the definition of cash and cash equivalents under IAS 7 “Statement of Cash Flows” | <u>393,420</u> | <u>368,460</u> |
| Cash and cash equivalents, end of the year | <u>\$ 129,189,132</u> | <u>\$ 144,214,094</u> |

TABLE 4

TAIWAN COOPERATIVE FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES

TCFHC'S FINANCIAL STATEMENTS AND CONDENSED BALANCE SHEETS AND STATEMENTS OF COMPREHENSIVE INCOME
OF SUBSIDIARIES
DECEMBER 31, 2024 AND 2023

1. TCFHC's financial statements

Taiwan Cooperative Financial Holding Co., Ltd.

Balance Sheets
December 31, 2024 and 2023
(In Thousands of New Taiwan Dollars)

| Assets | 2024 | 2023 | Liabilities and Equity | 2024 | 2023 |
|---|-----------------------|-----------------------|------------------------------|-----------------------|-----------------------|
| Cash and cash equivalents | \$ 75,377 | \$ 51,618 | <u>Liabilities</u> | | |
| Financial assets at fair value through other comprehensive income | 14,950 | 15,000 | Commercial paper issued, net | \$ 23,398,101 | \$ 19,493,481 |
| Receivables | 352 | 361 | Payables | 539,514 | 493,241 |
| Current tax assets | 2,676,390 | 4,854,541 | Current tax liabilities | 3,281,791 | 4,897,880 |
| Investments accounted for using equity method | 301,473,841 | 285,131,988 | Bonds payable | 20,000,000 | 20,000,000 |
| Properties and equipment, net | 18,575 | 11,849 | Other borrowings | 3,000,000 | 5,300,000 |
| Right-of-use assets, net | 80,025 | 104,148 | Other financial liabilities | 2,767 | 3,542 |
| Intangible assets | 10,609 | 13,778 | Lease liabilities | 83,115 | 106,587 |
| Deferred tax assets | 339 | 394 | Other liabilities | <u>5,063</u> | <u>8,274</u> |
| Other assets | <u>9,317</u> | <u>9,576</u> | Total liabilities | <u>50,310,351</u> | <u>50,303,005</u> |
| | | | <u>Equity</u> | | |
| | | | Capital stock | 152,242,106 | 147,093,822 |
| | | | Capital surplus | 45,652,306 | 45,650,280 |
| | | | Retained earnings | 64,054,282 | 54,273,802 |
| | | | Other equity | <u>(7,899,270)</u> | <u>(7,127,656)</u> |
| | | | Total equity | <u>254,049,424</u> | <u>239,890,248</u> |
| Total | <u>\$ 304,359,775</u> | <u>\$ 290,193,253</u> | Total | <u>\$ 304,359,775</u> | <u>\$ 290,193,253</u> |

(Continued)

Taiwan Cooperative Financial Holding Co., Ltd.

Statements of Comprehensive Income
For the Years Ended December 31, 2024 and 2023
(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

| | 2024 | 2023 |
|--|----------------------|----------------------|
| Revenues and gains | | |
| Share of gains of subsidiaries, associates and joint ventures accounted for using equity method | \$ 20,410,144 | \$ 17,843,763 |
| Other revenues and gains | <u>7,534</u> | <u>4,558</u> |
| Total revenues and gains | <u>20,417,678</u> | <u>17,848,321</u> |
| Expenses and losses | | |
| Operating expenses | (276,973) | (283,911) |
| Other expenses and losses | <u>(502,655)</u> | <u>(407,135)</u> |
| Total expenses and losses | <u>(779,628)</u> | <u>(691,046)</u> |
| Income before income tax | 19,638,050 | 17,157,275 |
| Income tax (expense) benefit | <u>(418,111)</u> | <u>106,419</u> |
| Net income | 19,219,939 | 17,263,694 |
| Other comprehensive income | <u>4,962,926</u> | <u>14,183,118</u> |
| Total comprehensive income | <u>\$ 24,182,865</u> | <u>\$ 31,446,812</u> |
| Earnings per share (New Taiwan dollars) | | |
| Basic | <u>\$1.26</u> | <u>\$1.13</u> |
| Diluted | <u>\$1.26</u> | <u>\$1.13</u> |

(Continued)

Taiwan Cooperative Financial Holding Co., Ltd.

Statements of Changes in Equity
For the Years Ended December 31, 2024 and 2023
(In Thousands of New Taiwan Dollars)

| | Capital Stock | | Capital Surplus | Retained Earnings | | | Exchange Differences on the Translation of Financial Statements of Foreign Operations | Other Equity | | | Total Equity |
|---|--------------------------|-----------------------|----------------------|----------------------|---------------------|-------------------------|---|--|---|--|-----------------------|
| | Shares (In Thousands) | Common Stock | | Legal Reserve | Special Reserve | Unappropriated Earnings | | Unrealized Valuation Gains (Losses) on Financial Assets at Fair Value Through Other Comprehensive Income | Change in the Fair Value Attributable to Changes in the Credit Risk of Financial Liabilities Designated as at Fair Value Through Profit or Loss | Other Comprehensive Income on Reclassification of Overlay Approach | |
| BALANCE AT JANUARY 1, 2023 | 14,008,935 | \$ 140,089,354 | \$ 57,977,016 | \$ 13,432,536 | \$ 985,539 | \$ 24,472,050 | \$ (452,462) | \$ (21,227,000) | \$ - | \$ 169,743 | \$ 215,446,776 |
| Changes in equity of associates and joint ventures accounted for using equity method | - | - | (714) | - | - | - | - | - | - | - | (714) |
| Share dividends distributed from capital surplus | 700,447 | 7,004,468 | (7,004,468) | - | - | - | - | - | - | - | - |
| Cash dividends distributed from capital surplus | - | - | (5,323,396) | - | - | - | - | - | - | - | (5,323,396) |
| Unclaimed dividends | - | - | 1,842 | - | - | - | - | - | - | - | 1,842 |
| Appropriation of the 2022 earnings | | | | | | | | | | | |
| Legal reserve | - | - | - | 2,149,776 | - | (2,149,776) | - | - | - | - | - |
| Special reserve | - | - | - | - | 20,524,180 | (20,524,180) | - | - | - | - | - |
| Cash dividends | - | - | - | - | - | (1,681,072) | - | - | - | - | (1,681,072) |
| Disposal of investments in equity instruments at fair value through other comprehensive income | - | - | - | - | - | (26,871) | - | 26,871 | - | - | - |
| Transfer of changes in the fair value attributable to changes in the credit risk of financial liabilities designated as at fair value through profit or loss upon derecognition | - | - | - | - | - | (4) | - | - | 4 | - | - |
| Total comprehensive income (loss) | | | | | | | | | | | |
| Net income for the year ended December 31, 2023 | - | - | - | - | - | 17,263,694 | - | - | - | - | 17,263,694 |
| Other comprehensive income for the year ended December 31, 2023 | - | - | - | - | - | (172,070) | (126,065) | 14,606,695 | (13,018) | (112,424) | 14,183,118 |
| Total comprehensive income for the year ended December 31, 2023 | - | - | - | - | - | 17,091,624 | (126,065) | 14,606,695 | (13,018) | (112,424) | 31,446,812 |
| BALANCE AT DECEMBER 31, 2023 | 14,709,382 | 147,093,822 | 45,650,280 | 15,582,312 | 21,509,719 | 17,181,771 | (578,527) | (6,593,434) | (13,014) | 57,319 | 239,890,248 |
| Impact of initial application of IAS 29 | - | - | - | - | - | (464,617) | - | - | - | - | (464,617) |
| Unclaimed dividends | - | - | 2,026 | - | - | - | - | - | - | - | 2,026 |
| Appropriation of the 2023 earnings | | | | | | | | | | | |
| Legal reserve | - | - | - | 1,706,475 | - | (1,706,475) | - | - | - | - | - |
| Cash dividends | - | - | - | - | - | (9,561,098) | - | - | - | - | (9,561,098) |
| Stock dividends | 514,828 | 5,148,284 | - | - | - | (5,148,284) | - | - | - | - | - |
| Reversal of special reserve | - | - | - | - | (14,382,062) | 14,382,062 | - | - | - | - | - |
| Disposal of investments in equity instruments at fair value through other comprehensive income | - | - | - | - | - | 4,963,274 | - | (4,963,274) | - | - | - |
| Transfer of changes in the fair value attributable to changes in the credit risk of financial liabilities designated as at fair value through profit or loss upon derecognition | - | - | - | - | - | 511 | - | - | (511) | - | - |
| Total comprehensive income | | | | | | | | | | | |
| Net income for the year ended December 31, 2024 | - | - | - | - | - | 19,219,939 | - | - | - | - | 19,219,939 |
| Other comprehensive income for the year ended December 31, 2024 | - | - | - | - | - | 770,755 | 2,878,080 | 1,355,976 | 1,122 | (43,007) | 4,962,926 |
| Total comprehensive income for the year ended December 31, 2024 | - | - | - | - | - | 19,990,694 | 2,878,080 | 1,355,976 | 1,122 | (43,007) | 24,182,865 |
| BALANCE AT DECEMBER 31, 2024 | <u>15,224,210</u> | <u>\$ 152,242,106</u> | <u>\$ 45,652,306</u> | <u>\$ 17,288,787</u> | <u>\$ 7,127,657</u> | <u>\$ 39,637,838</u> | <u>\$ 2,299,553</u> | <u>\$ (10,200,732)</u> | <u>\$ (12,403)</u> | <u>\$ 14,312</u> | <u>\$ 254,049,424</u> |

(Continued)

Taiwan Cooperative Financial Holding Co., Ltd.

Statements of Cash Flows
For the Years Ended December 31, 2024 and 2023
(In Thousands of New Taiwan Dollars)

| | 2024 | 2023 |
|---|--------------------|--------------------|
| Cash flows from operating activities | | |
| Income before income tax | \$ 19,638,050 | \$ 17,157,275 |
| Adjustments for: | | |
| Share of gains of subsidiaries, associates and joint ventures accounted for using equity method | (20,410,144) | (17,843,763) |
| Depreciation and amortization expenses | 40,591 | 38,738 |
| Interest expense | 502,655 | 407,135 |
| Interest revenue | (1,717) | (657) |
| Net changes in operating assets and liabilities | | |
| Decrease in receivables | 9 | 2 |
| Decrease in other assets | 259 | - |
| Increase in other assets | - | (446) |
| Increase in payables | 49,967 | 10,278 |
| Decrease in other liabilities | (3,211) | - |
| Increase in other liabilities | - | 57 |
| Cash used in operations | (183,541) | (231,381) |
| Interest received | 1,717 | 657 |
| Dividends received | 8,566,650 | 2,051,789 |
| Interest paid | (488,313) | (469,609) |
| Income tax refunded | 144,006 | 41,005 |
| Net cash generated from operating activities | <u>8,040,519</u> | <u>1,392,461</u> |
| Cash flows from investing activities | | |
| Acquisition of properties and equipment | (12,953) | (4,035) |
| Acquisition of intangible assets | (977) | (6,009) |
| Net cash used in investing activities | <u>(13,930)</u> | <u>(10,044)</u> |
| Cash flows from financing activities | | |
| Increase in commercial paper issued | 3,890,000 | 5,800,000 |
| Decrease in other borrowings | (2,300,000) | (200,000) |
| Decrease in guarantee deposits received | (775) | (1,432) |
| Repayments of the principal portion of lease liabilities | (30,957) | (30,231) |
| Dividends paid | (9,561,098) | (7,004,468) |
| Net cash used in financing activities | <u>(8,002,830)</u> | <u>(1,436,131)</u> |
| Net increase (decrease) in cash and cash equivalents | 23,759 | (53,714) |
| Cash and cash equivalents, beginning of the year | <u>51,618</u> | <u>105,332</u> |
| Cash and cash equivalents, end of the year | <u>\$ 75,377</u> | <u>\$ 51,618</u> |

Matters for Adoption 2

Proposed by TCFHC's Board of Directors

Subject: The proposal for distribution of TCFHC 2024 earnings is proposed for adoption.

Contents:

1. The TCFHC's net income for 2024 is NT\$19,219,939,289. The earnings available for distribution of 2024 is NT\$36,417,238,503 after the adjustment as below(see attached table for details):
 - Plus retained earnings with investment adjustment on equity method of NT\$5,269,922,713.
 - Less legal reserve of NT\$2,448,986,200.
 - Less special reserve for other equity of NT\$771,613,217.
 - Plus the undistributed earnings at the beginning of this period of NT\$15,147,975,918.
2. In compliance with TCFHC's articles of incorporation, TCFHC proposes to distribute NT\$15,224,210,597 out of the 30% - 100% of the available for distribution earnings (approximately consisting of 41.80% of earnings available for distribution) to issue cash dividends of NT\$10,656,947,417 and stock dividends of NT\$4,567,263,180, which equals to NT\$ 0.70 cash dividend per share (7.0% dividend yield) and NT\$0.30 stock dividend per share(3.0% dividend yield) based on a total of 15,224,210,596 common stocks issued as of the earnings appropriation record date. The remaining NT\$21,193,027,906 undistributed earnings will be distributed in the years that ensue.
3. The proposal of distributing NT\$0.70 cash dividends per share has met TCFHC's articles of incorporation which rules the proportion of cash dividends to the total dividends for the assignment of dividends for shareholders shall not be less than 10%.
4. After this proposal is submitted to the shareholders' meeting for approval,

the Board of Directors is authorized to set the ex-dividend date.

5. If the total number of outstanding shares is affected by the repurchase of TCFHC shares, or the transfer, conversion, or write-off of shares or other circumstances, and the shareholder dividends and share allotment rates change as a result, TCFHC requests authorization for the Board of Directors to process the adjustments.

Resolutions:

Appendix D

Taiwan Cooperation Financial Holding Co., Ltd.
2024 Earnings Appropriation Table

Unit: NT\$

| | |
|---|------------------|
| Undistributed earnings at the beginning of this account period | 15,147,975,918 |
| Net income of this period | 19,219,939,289 |
| Retained earnings with investment adjustment on equity method | 5,269,922,713 |
| Net income of this period plus undistributed earnings exclusive of net income of this period | 24,489,862,002 |
| 10% legal reserve | (2,448,986,200) |
| special reserve for other equity | (771,613,217) |
| Current earnings available for distribution | 36,417,238,503 |
| Distribution Items | |
| Cash dividends (NTD0.70 per share) | (10,656,947,417) |
| Stock dividends (NTD0.30 per share) | (4,567,263,180) |
| Undistributed earnings at the end of period | 21,193,027,906 |
| Note1. Earnings of the 2024 final accounts shall be prioritized to distribute. Note2. Dividend would be distributed to be 1 dollar (rounded down to an integer), so fractional amount less than one dollar should be recorded as TCFHC's other income. | |

Matters for Discussions 1

Proposed by Board of Directors

Subject: The proposal of issuing new shares for capitalization of 2024 earnings is submitted for review and discussions.

Contents:

1. By following Article 240 of the Company Act, TCFHC proposes to appropriate NT\$4,567,263,180 from the company's 2024 net income for the capitalization of earnings by issuing 456,726,318 new shares, which will be used to strengthen TCFHC's capital stock structure and increase the capital size.
2. The amount and conditions of new shares issuance:
 - (1) The amount of additional capital and new share are indicated in the previous paragraph, all of which are common stock.
 - (2) For the allotment of shares, every thousand shares as held will receive 30 new shares free-of-charge (dividend rate of 3.0%) based the shareholding proportion recorded on the shareholders' roster on the ex-right record day.
 - (3) Afterward, in the case the total number of outstanding shares is affected which further lead to changes in shareholders' dividend yield, as a result of the repurchase of TCFHC's shares or of the transfer, conversion or write-off of shares or other matters, the board of directors is authorized to deal with relevant adjustments.
 - (4) Shareholders allotted with fractional shares are able to combine their fractional shares at TCFHC's stock transfer agent, within 5 days after the ex- right record date, or to sell in lieu of cash at the share's par value. For accumulated number of fractional shares, please authorize the chairperson to approach certain parties to purchase at par value.
 - (5) The rights and obligations of the new shares as issued for this capital increase will be the same as those of outstanding shares.
 - (6) In compliance with Article 10 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, the physical certificates of the new shares issued for this capital increase will not be printed but delivered through the book entry.
3. With the issuance of new share for the capitalization of earnings, TCFHC's paid-in-capital will increase from NT\$152,242,105,960 to NT\$156,809,369,140, an amount that is still under the authorized ceiling of NT\$200 billion.
4. For those which are not attended in the proposal, TCFHC proposes to authorize the board of

directors with sole discretion.

Resolutions:

Matters for Discussions 2

Proposed by Board of Directors

Subject: Proposed amendments to TCFHC's Articles of Incorporation are filed for review.

Contents:

1. The key points of this amendment are listed below:

(1) Taking into account the size of TCFHC's organization and staffing, we propose a minimum limit on the ratio of employee remuneration distributed to entry-level employees. (Article 35-1)

(2) Specify the date of this amendment of the Articles of Incorporation. (Article 40)

2. Draft amendment to TCFHC's Articles of Incorporation and the comparison table of the amendments are provided in the attachments.

Resolutions:

Taiwan Cooperative Financial Holding Co., Ltd.

Articles of Incorporation(Draft)

Chapter I. General Provisions

Article 1

The Corporation has been formed under applicable law, including the Financial Holding Company Act and the Company Act, for the purpose of building operational synergy with increasing economies of scale and scope.

Article 2

The name of the Corporation is Taiwan Cooperative Financial Holding Co., Ltd. (the “Corporation”).

Article 3

The Corporation shall fix the location of the principal office of the Corporation in Taipei City, Republic of China. Additional branch offices may be established and maintained at any place within or outside the Republic of China for meeting business needs.

Article 4

Public announcements of the Corporation shall be made in accordance with applicable law, or shall be published on a printed newspaper or electronic news.

Chapter II. Shares

Article 5

The overall capital size of the company is set at NTD 200 billion, including 20 billion shares at a par value of NTD 10 per share that can be issued separately; the shares yet to be issued shall be issued per the resolution of the empowered Board of Directors.

Article 6

The Corporation may issue shares without printing share certificate(s), provided that these shares are registered with a Centralized Securities Depository Enterprise (CSDE).

Article 7

Registration of a seal specimen card shall be filed with the Corporation by all shareholders. The seal specimen card kept by the Corporation shall be the basis for collecting dividend or bonus or written exercise of shareholders’ rights or written communication by shareholders to the Corporation.

Article 8

Transfer of shares shall not be set up as a defense against the Corporation, unless the name/title and residence/domicile of the transferee have been recorded in the shareholders’ roster.

The entries in the shareholders' roster referred to in the preceding paragraph shall not be altered within sixty (60) days prior to the convening date of a regular meeting of shareholders, or within thirty (30) days prior to the convening date of a special meeting of shareholders, or within five (5) days prior to the target date fixed by the Corporation for distribution of dividend, bonus or other benefits.

Article 9

The Corporation shall handle share matters pursuant to applicable law or to the "Regulations Governing the Administration of Shareholder Services of Public Companies."

Chapter III. Scope of Business

Article 10

The Corporation operates in the financial holding industry (Code: H801011).

Article 11

The business scope of the Corporation is as follows :

1. The Corporation shall invest in the following businesses :
 - (1) Financial holding business;
 - (2) Banking business ;
 - (3) Bills Finance business ;
 - (4) Credit card business ;
 - (5) Trust business ;
 - (6) Insurance business ;
 - (7) Securities business ;
 - (8) Futures business ;
 - (9) Venture capital business ;
 - (10) Investing in foreign financial institutions which are authorized by the competent authority;
and
 - (11) Conducting other financial related businesses which are authorized by the competent authority.
2. Managing the aforementioned business investments.
3. The Corporation shall apply to the competent authority for investing in businesses other than those mentioned above.
4. The Corporation may conduct other related businesses which are authorized by the competent authority.

Article 12

The Corporation is a company that specializes in investment, and shall make investments without governing by a paid-up capital cap of 40% on the investment amount, as set forth under Paragraph 2 of Article 13 of the Company Act.

Chapter IV Meetings of Shareholders

Article 13

The shareholders' meeting of the Corporation includes the general meeting of shareholders and the special meeting of shareholders. A general meeting shall be held at least annually and called by the Board of Directors (the "Board") within six (6) months following the end of a fiscal year. A special meeting shall be convened whenever deemed necessary. The meeting of shareholders shall be called by the Board, unless otherwise specifically provided by the Company Act or by applicable law.

Article 14

Notice shall be sent to all shareholders for the convening of shareholders' meetings. For the general meeting of shareholders, any meeting notice shall be given at least thirty (30) days before the meeting date; and at least fifteen (15) days in advance for the special meeting. The notice shall specify the place, date, and the matters that the Board, at the time notice is given, intends to present for action by Directors.

For those shareholders each holding less than one thousand (1,000) registered shares, notice may be sent out by means of an announcement on the Market Observation Post System website.

Article 15

In the event any shareholder cannot attend a shareholders' meeting in person for any reason, he/she shall designate a proxy to attend on behalf thereof by presenting a proxy statement and specifying the scope of authorization. A shareholder shall file solely one proxy statement and designate solely one representative or proxy for any given meeting. Said proxy statement shall be delivered to the Corporation five (5) days prior to the convocation of the shareholders' meeting.

Except for trust business or shareholder services agent approved by the competent securities authority, if one person is designated simultaneously by two (2) or more shareholders, with respect to the voting rights so represented, the portion of the voting rights in excess of 3% of the voting rights represented by the total outstanding shares shall not be counted.

Other matters pertaining to the exercise and limitation of the proxy statement shall be pursuant to the Regulations Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies or to applicable law.

Article 15-1

The Corporation's shareholders' meeting can be held by means of visual communication network or other methods promulgated by the central competent authority.

Article 16

Unless specified otherwise in law or rule, the Chairperson of the Corporation shall preside over shareholders' meetings. In the event the Chairperson is on leave or absent or unable to attend the meeting in person, a Board Director shall be designated to act on the behalf of the Chairperson at the meeting. In the absence of such a designation, the Directors of the Board shall elect from among themselves an acting chairperson.

Article 17

The shareholders' meeting shall resolve and implement the following matters:

1. The formulation and amendment of the Corporation's Articles of Incorporation;
2. The election and dismissal of the Directors of the Board;
3. The ratification of the books and statements prepared and submitted by the Board as well as the reports by the Audit Committee;
4. The augment or reduction of capital;
5. The appropriation of earnings, dividend and bonus.
6. Other matters that shall be resolved by the shareholders' meeting in accordance with applicable law.

Article 18

Unless specified otherwise in law or rule, each shareholder shall have one vote on each matter presented to meetings for action.

Unless otherwise specifically provided by the Financial Holding Company Act or by the Company Act or by applicable law, the resolution of shareholders' meetings shall be adopted if it is approved by the vote of a majority of the shareholders present at a meeting at which a quorum of more than one-half (1/2) of the total outstanding shares held by attending shareholders is met.

Article 19

Minutes shall be kept to record resolutions adopted at shareholders' meetings, affixed with the signature or personal seal of the chairperson, and sent out to each shareholder within twenty (20) days following the meeting.

Said minutes may be sent out by means of an announcement on the Market Observation Post System website.

Article 20

To the fullest extent allowed by the Corporation's Articles of Incorporation and except as specified

otherwise in law, matters concerning with the shareholders' meeting shall be conducted in accordance with the Corporation's Rules of Procedure for Shareholders' Meetings.

Chapter V. Board of Directors and Functional Committees

Article 21

The Board shall consist of fifteen (15) to twenty-one (21) Directors. The duration of term for all Directors is three (3) years. All Directors are entitled to be re-elected, except Directors who are assumed or appointed by government agencies or institutional investors and could be replaced by substitutes to fulfill the remaining term of office when changes of duties take place.

Starting from 2024, the Corporation's Board of Directors shall have no fewer than one Director of the opposite sex. Board members whose term has not expired in 2024 may not be affected until the expiration of their term.

From 2021 onward, TCFHC will adopt a candidate nomination process for the election of directors, with which shareholders shall elect directors from a nominee list. Methods for nomination and election shall be processed by relevant laws and regulations including Company Act and Securities Exchange Act.

The Corporation shall purchase and maintain insurance to the fullest extent permitted by law on behalf of its Directors to cover any liability asserted against or incurred by any Director from the exercising of duties. In the wake of taking out such liability insurance or insurance renewal, the corporation shall submit to the next meeting of Board of Directors the important information concerning the insurance including premium, coverage, and premium rate.

Article 22

Three (3) or more Independent Directors have been appointed by the Corporation since the election of the second term of Directors. The exact authorized number of Independent Directors shall be in no event less than one-fifth (1/5) of the total number of Directors in the Board. Starting from 2024, Independent Directors shall constitute no less than one-third of the Board members. However, Directors whose term has not expired in 2024 may not be affected until the expiration of their term as set forth under Article 14-2 of the Securities and Exchange Act.

Starting from 2027, the Corporation's Independent Directors shall not serve more than three consecutive terms. However, Directors who hold office till that time may not be affected before the expiration of their term.

A candidate nomination system is adopted by the Corporation for selecting Independent Directors; shareholders shall select Independent Directors from among a list of candidates. Regulations governing professional qualifications, shareholdings and restrictions on concurrent positions held, assessment of independence, method of nomination, and other matters for compliance with respect to the selection of Independent Directors shall be prescribed by the competent authority.

Article 22-1

Subject to Article 14-4 of the Securities and Exchange Act, the Corporation shall establish an Audit Committee after the election of the second term of Board Directors.

The provisions regarding Supervisors in the Company Act, in the Securities and Exchange Act, and in applicable law shall apply mutatis mutandis to the Audit Committee.

The Audit Committee shall be composed of the entire number of Independent Directors of the Board. The Committee shall consist of more than three (3) members, one of whom is convener, and at least one (1) member shall have accounting or financial expertise.

A resolution of the Audit Committee shall obtain the concurrence of half (1/2) or more of all members.

The exercise of power by Audit Committee and its members as well as the handling of matters related to the Committee shall be in accordance with the Corporation's Articles of Incorporation, the Securities and Exchange Act, or applicable law. The Board shall set forth by resolution(s) the requirements applicable for developing committee bylaws.

Article 23

The Chairperson of the Board of Directors shall be elected from among the Directors by a majority vote at a meeting attended by over two-thirds (2/3) of Directors.

The Chairperson shall internally preside both the shareholders' meeting and the Board meeting; and shall externally represent the Corporation. In the event the Chairperson is on leave or absent or unable to exercise his power and authority for any cause, he/she shall designate a Board Director to act on his/her behalf. In the absence of such a designation, the Directors of the Board shall elect from among themselves an acting chairperson.

The compensation paid to Directors (excluding the Chairperson) for their services shall be determined by the Board with recommendations from the Remuneration Committee and consideration of the Directors' participation in and devotion to the operation of the Corporation and the Corporation's operating performance as well as with reference to the common practical standards.

The Chairperson's compensation is set to be 1.25 times that of the President of the Corporation. The retirement payment payable to the Chairperson shall be the amount set forth in the Corporation's internal rules for governing labor pensions and severance.

Article 24

The role of the Board in the governance of the Corporation and its programs shall be as follows:

1. Establishing broad institutional policies and associated plans;
2. Approving the budgets and closing of books;
3. Approving all major rules and guidelines;
4. Preparing proposals regarding the augment or reduction of capital as well as approving securities

issuance;

5. Preparing proposals regarding the distribution of earnings;
6. Approval of the issuance of corporate bonds;
7. Approving share repurchase programs;
8. Approving the acquisition or disposal of major assets;
9. Approving all major contracts;
10. Approving the selection and the process regarding the retention and evaluation of the heads of management unit and audit office;
11. Approving all construction projects or sale/purchase of operational lands and buildings;
12. Determining the convening date of the general/special meeting of shareholders;
13. Implementing resolutions adopted at shareholders' meetings;
14. Approving the appointment, removal, and remuneration of Certified Public Accountants(CPAs);
15. Appointments to Directors and Supervisors of subsidiaries;
16. Approval of compensation payment for employees; and
17. Approval of other important matters that are required by law or authorized at shareholders' meetings.

Article 25

The Board of Directors' meeting shall be convened at least once a month. Unless otherwise specified by law, the chairperson shall be the convener.

Reasons for convening a Board of Directors' meeting should be specified and made known to each director at least seven days prior to the meeting. In case of emergency, however, the Board of Directors' meeting may be called at any time.

A Board of Directors' meeting may be called for in writing or by fax. With the permission of the counterparty, however, it may be called for electronically.

Article 26

The Directors of the Board shall attend Board meetings in person. In the event a Director is unable to present at a meeting, he/she shall designate another Director to act on his/her behalf by presenting a director's proxy and specifying the scope of authorization. A Director may accept the designation to act as the acting director for one other Director only. In the event a meeting of the Board is convened through use of electronic video screen communication, the Directors taking part in such a meeting shall be deemed to have attended the meeting in person.

Unless otherwise specifically provided by the Financial Holding Company Act or by the Company Act or by applicable law, the resolution of Board meetings shall be adopted if voted for by a majority of

Directors present at a meeting attended by more than one-half (1/2) of Directors.

The rules of procedure for Board meetings shall be prescribed by the Board, and shall submit it to the meeting of shareholders.

Article 27

The Board shall create an Audit Office along with a General Auditor who follows the resolution of Board meetings to oversee overall functions of the Corporation. The appointment and dismissal of the General Auditor should be subject to consent of the Board and approval of the competent authority.

Article 28

The Corporation shall create a Remuneration Committee and any number of functional committees. The Board shall set forth, by resolution(s), the requirements applicable for developing committee bylaws.

Article 29

(Omitted)

Article 30

(Omitted)

Article 31

Directors of the Board of the Corporation shall concurrently serve as Directors and Supervisors of subsidiaries pursuant to applicable law.

Chapter VI. Officers

Article 32

The company has one President that presides over the company's operations based on the resolution reached by the Board of Directors; the designation and dismissal of the President shall require a motion filed by the Chairperson that is supported by a majority of the directors present in the Board of Directors' meeting attended by more than half of the total number of directors. There are several Executive Vice Presidents and one Chief Compliance Officer to assist the President in handling the tasks; their designation and dismissal shall require a motion filed by the President that is supported by a majority of the directors present in the Board of Directors' meeting attended by more than half of the total number of directors attending the Board of Directors' meeting.

Article 33

In the event the President is unable to exercise his power and authority for any cause, the Chairperson of the Corporation shall designate one of the Executive-Vice-Presidents to act on his/her behalf.

Chapter VII Closing of Books and Distribution of Earnings

Article 34

The Corporation's fiscal year shall be from January 1 of each year to December 31 of the same calendar year.

Article 35

The end of each calendar year shall mark the closing of the Corporation's books. The Board of the Corporation shall prepare the following documents and submit the same to the shareholders' meeting for certification after submitting such documents for review in accordance with applicable law:

1. Business report;
2. Financial statements; and
3. Proposals regarding the distribution of earnings or compensation of losses.

Documents required in the preceding paragraph shall be reported and published pursuant to relevant laws and regulations prescribed by the competent authority, after certified by shareholders.

Article 35-1

In case of a profit, the Company shall set aside 1 to 8 out of 10,000 of the profits to be compensations for employees, including employees of affiliated companies meeting specific criteria, and the ratio of profits distributed to entry-level employees shall be no less than one percent of the allocated compensations for employees in the current year. The Company shall also allocate no more than 1% to be remunerations for board directors, depending on the profits. If there are accumulated losses, the value to make up for the losses should be set aside first.

The profits indicated in the preceding paragraph refer to the pre-tax interest before employee compensation and board director remunerations are subtracted; employee compensation and board director remunerations are to be assigned at once.

Employee compensations are assigned in the form of stocks or cash; the decision is to be made by the Board of Directors in its meeting attended by two-thirds (2/3) of all directors with the consent from a majority of the attending directors and shall be presented in the shareholders' meeting.

Article 36

In order to continue expanding its scale and increase profitability and to take care of applicable laws and regulations, the company adopts the residual dividend policy.

In cases of after-tax earnings with annual accounts of the company, cumulative losses from prior years should be filled before the legal reserve is appropriated and the special reserve may be set aside or reversed as required by law and to meet operational needs. For the remainder along with earnings from the previous fiscal year yet to be distributed, as available earnings for distribution. Proposing the

appropriation ranging from 30% to 100% of the available earnings for distribution, the Board of Directors shall prepare the earnings distribution proposal and submit it in the shareholders' meeting for a decision on whether to assign dividends to shareholders or to keep the remainder and the earnings.

For the assignment of dividends for shareholders indicated in the preceding paragraph, cash dividends may not be lower than 10% and the remainder shall be stock dividends. If it is short of 0.1 for the cash dividend to be assigned per share, no assignment will be done unless it is decided otherwise in the shareholders' meeting.

Chapter VIII Supplementary Provisions

Article 37

Rules governing the organization of the Corporation as well as other important bylaws shall be prescribed separately.

Article 38

Matters not stipulated herein shall be governed by the Financial Holding Company Act, by the Company Act, and by applicable law.

Article 39

This Articles of Incorporation enters into force after the approval of the shareholders' meeting. The same procedure applies to the amendment of the Articles.

Article 40

This Articles of Incorporation was agreed upon and signed on June 24, 2011.

First amended on June 22, 2012;

Second amended on June 21, 2013;

Third amended on June 20, 2014;

Forth amended on June 24, 2016;

Fifth amended on June 16, 2017;

Sixth amended on June 21, 2019;

Seventh amended on June 24, 2020;

Eighth amended on June 17, 2022;

Ninth amended on June 16, 2023;

Tenth amended on June 21, 2024.

Eleventh amended on June 20, 2025

Disclaimer: This document is a translation from the Chinese version. In the case for any discrepancy the original document shall supersede this version.

Taiwan Cooperative Financial Holding Co., Ltd.

Articles of Incorporation

Tables of Comparison between Amended and Current Articles

| Amended articles | Existing Article | Description |
|---|--|--|
| <p>Article 35-1</p> <p>In case of a profit, the Company shall set aside 1 to 8 out of 10,000 of the profits to be compensations for employees, including employees of affiliated companies meeting specific criteria, and <u>the ratio of profits distributed to entry-level employees shall be no less than one percent of the allocated compensations for employees in the current year.</u> The Company shall also <u>allocate</u> no more than 1% to be remunerations for board directors, depending on the profits. If there are accumulated losses, the value to make up for the losses should be set aside first.</p> <p>The profits indicated in the preceding paragraph refer to the pre-tax interest before employee compensation and board director remunerations are subtracted; employee compensation and board director remunerations are to be assigned at once.</p> <p>Employee compensations are assigned in the form of stocks or cash; the decision is to be made by the Board of Directors in its meeting attended by two-thirds (2/3) of all directors with the consent from a majority of</p> | <p>Article 35-1</p> <p>In case of a profit, the Company shall set aside 1 to 8 out of 10,000 of the profits to be compensations for employees, including employees of affiliated companies meeting specific criteria, and no more than 1% to be remunerations for board directors, depending on the profits. If there are accumulated losses, the value to make up for the losses should be set aside first.</p> <p>The profits indicated in the preceding paragraph refer to the pre-tax interest before employee compensation and board director remunerations are subtracted; employee compensation and board director remunerations are to be assigned at once.</p> <p>Employee compensations are assigned in the form of stocks or cash; the decision is to be made by the Board of Directors in its meeting attended by two-thirds (2/3) of all directors with the consent from a majority of the attending directors and shall be presented in the shareholders' meeting.</p> | <p>In accordance with the Financial Supervisory Commission's Order No. 1130385442 issued on November 8, 2024, and the Q&A on Article 14, Paragraph 6 of the Securities and Exchange Act, and taking into account the size of the Company's current organization and staffing, we propose a minimum limit on the ratio of employee remuneration distributed to entry-level employees.</p> |

| Amended articles | Existing Article | Description |
|--|---|---|
| the attending directors and shall be presented in the shareholders' meeting. | | |
| <p>Article 40</p> <p>This Articles of Incorporation was agreed upon and signed on June 24, 2011.</p> <p>First amended on June 22, 2012;</p> <p>Second amended on June 21, 2013;</p> <p>Third amended on June 20, 2014;</p> <p>Forth amended on June 24, 2016;</p> <p>Fifth amended on June 16, 2017;</p> <p>Sixth amended on June 21, 2019;</p> <p>Seventh amended on June 24, 2020;</p> <p>Eighth amended on June 17, 2022;</p> <p>Ninth amended on June 16, 2023;</p> <p>Tenth amended on June 21, 2024;</p> <p><u>Eleventh amended on June 20, 2025</u></p> | <p>Article 40</p> <p>This Articles of Incorporation was agreed upon and signed on June 24, 2011.</p> <p>First amended on June 22, 2012;</p> <p>Second amended on June 21, 2013;</p> <p>Third amended on June 20, 2014;</p> <p>Forth amended on June 24, 2016;</p> <p>Fifth amended on June 16, 2017;</p> <p>Sixth amended on June 21, 2019;</p> <p>Seventh amended on June 24, 2020;</p> <p>Eighth amended on June 17, 2022;</p> <p>Ninth amended on June 16, 2023;</p> <p>Tenth amended on June 21, 2024</p> | <p>The 12th paragraph is proposed for recording the new amendments.</p> |

Matters for Discussions 3

Proposed by Board of Directors

Subject: The amendment of the TCFHC's Procedures for Acquisition or Disposal of Assets is filed for review.

Contents:

1. This is processed in accordance with Article 6, Paragraph 1 of the Financial Supervisory Commission's "Regulations Governing the Acquisition and Disposal of Assets by Public Companies".
2. The amended articles of the TCFHC's " Procedures for Acquisition or Disposal of Assets " are as follows:
 - (1)The provisions on supervisors have been deleted to meet actual conditions and in reference to the provisions of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies. (Articles 6, 8, 14, 20, 36, and 37)
 - (2)The TCFHC added the approval level for the acquisition or disposal of assets in accordance with Article 7, Paragraph 1 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies. (Article 6-1)
 - (3)In order to address the non-compliance in the corporate governance evaluation indicators of TCFHC, we added that if TCFHC has transactions with related parties as stipulated in Article 14, Paragraph 1, it shall submit the actual transaction details (including the actual transaction amount, transaction conditions, and the information in the preceding paragraph) to the next shareholders' meeting after the end of the fiscal year. (Article 14, Paragraph 2)
3. The comparison table of the amendments to the TCFHC's Procedures for Acquisition or Disposal of Assets is provided in the attachment.

Resolutions:

Taiwan Cooperative Financial Holding Co., Ltd.
Procedures for Acquisition or Disposal of Assets

Effective on June 24, 2011
First amended on June 22, 2012
Second amended on June 20, 2014
Third amended on June 16, 2017
Fourth amended on June 21, 2019
Sixth amended on June 20, 2025

Chapter I. General Provisions

Article 1

The Procedures for Acquisition or Disposal of Assets (hereinafter referred to as “the Procedures”) is proposed by following Article 6 the “Regulations Governing the Acquisition and Disposal of Assets by Public Companies” (hereinafter referred to as “the Regulations”), which was promulgated by Financial Supervisory Commission (FSC).

Article 2

The Corporation shall handle the acquisition or disposal of assets, and evaluation and operation procedure, in compliance with the Regulations and the Procedures; provided, where financial laws or regulations provide otherwise, such provisions shall govern.

Article 3

The term "assets" as used in the Procedures includes the following:

1. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.
2. Real property (including land, houses, buildings, and investment property) and equipment.
3. Memberships.
4. Patents, copyrights, trademarks, franchise rights, and other intangible assets.
5. Right-of-use assets.
6. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).
7. Derivatives.
8. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.
9. Other major assets.

Article 4

Terms used in the Procedures are defined as follows:

1. Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.
2. Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act and other acts, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor (hereinafter "transfer of shares") under Article 156-3 of the Company Act.
3. Related party or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by financial holding companies.
4. Professional appraiser: Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment.
5. Date of occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply.
6. Mainland China area investment: Refers to investments in the mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area.
7. Investment professional: Refers to financial holding companies, banks, insurance companies, bill finance companies, trust enterprises, securities firms operating proprietary trading or underwriting business, futures commission merchants operating proprietary trading business, securities investment trust enterprises, securities investment consulting enterprises, and fund management companies, that are lawfully incorporated and are regulated by the competent financial authorities of the jurisdiction where they are located.
8. Securities exchange: "Domestic securities exchange" refers to the Taiwan Stock Exchange Corporation; "foreign securities exchange" refers to any organized securities exchange market that is

regulated by the competent securities authorities of the jurisdiction where it is located.

9. Over-the-counter venue ("OTC venue", "OTC"): "Domestic OTC venue" refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; "foreign OTC venue" refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business.

Article 5

Professional appraisers and their officers, CPAs, attorneys, and securities underwriters that provide the Company with appraisal reports, CPA's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:

1. May not have previously received a final and unappeasable sentence to imprisonment for 1 year or longer for a violation of the Securities and Exchange Act, the Company Act, the Banking Act, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.
2. May not be a related party or de facto related party of any party to the transaction.
3. If the Company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.

When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the self-regulatory rules of the industry associations to which they belong and with the following provisions:

1. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.
2. When conducting a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.
3. They shall undertake an item-by-item evaluation of the appropriateness and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.
4. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is appropriate and reasonable, and that they have complied with applicable laws and regulations.

Chapter II. Disposition Procedures

Section I. Establishment of Disposition Procedures

Article 6

When the Procedures are amended, they shall be approved by one-half or more of all audit committee members, submitted to the board of directors for a resolution, and reported to the shareholders' meeting for approval. The same procedure shall be required for amendments.

When the Procedures are submitted for discussion by the board of directors pursuant to the preceding paragraph, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.

If approval of one-half or more of all audit committee members as required in Paragraph 1 is not obtained, the Procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting.

The terms "all audit committee members" in paragraph 1 and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.

Article 6-1

The valuation and transaction-related matters of Corporation of acquisition or disposal of assets shall be processed in accordance with the following provisions:

1. The acquisition or disposal of real estate, equipment, other assets and their right to use assets shall be processed in accordance with the Company's "Procurement Regulations".
2. Long-term equity investments and their disposal shall be processed in accordance with the Financial Holding Company Act and related laws and regulations.
3. The acquisition or disposal of securities other than those mentioned in the preceding paragraph shall be processed in accordance with the Financial Holding Company Act and related laws and regulations and the Company's "Guidelines on Limits and Authorizations for the Use of Short-term Funds".
4. Derivative transactions must be reviewed and approved by the Audit Committee and the Board of Directors.

Article 7

The investments and short-term capitals utilization shall be limited by the approval of the competent authority.

In investing of real property, approval of the competent authority is required, and the purpose is for self-use. The Corporation shall handle the aggregate amount of security investments and the limits on

individual securities in compliance with the Financial Holding Company Act and the regulations.

The Corporation shall handle total amounts of real property and right-of-use assets thereof or securities acquired by the Corporation and each subsidiary for non-business use, and limits on individual securities in compliance with the laws and regulations of the competent authority.

Article 8

When the Corporation of acquisition or disposal of assets is submitted for discussion by the board of directors pursuant to the Procedures for Acquisition or Disposal of Assets or other laws and regulations, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.

Any transaction involving major assets or derivatives shall be approved by more than half of all audit committee members and submitted to the board of directors for a resolution, and shall be subject to mutatis mutandis application of Article 6, Paragraphs 3 and 4.

Section II Acquisition or Disposal of Assets

Article 9

In acquiring or disposing of real estate or equipment, or right-of-use assets where the transaction amount to 20 percent of the Corporation's paid-in capital or NT\$300 million or more, the Corporation shall obtain an appraisal report prior to the date of occurrence of the event unless the A&D is made with a domestic government institution, or engages others to build on its own land, or engages others to build on a rental land or the A&D asset is business equipment or right-of-use assets. The A&D transaction shall further comply with the following provisions:

1. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction should be submitted for approval of the board of directors in advance, and the same procedure should be followed for any future changes to the terms and conditions of the transaction.
2. Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers should be obtained.
3. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:
 - (1) The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.

(2)The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.

4.No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.

Article 10

The Corporation acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the company's paid-in capital or NT\$300 million or more, the company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the FSC.

Article 11

Where the Corporation acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price.

Article 11-1

The calculation of the transaction amounts referred to in the preceding three articles shall be done in accordance with Article 29, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.

Article 12

Where the Corporation acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.

Section III Related Party Transactions

Article 13

When the Corporation engages in any acquisition or disposal of assets from or to a related party, in

addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised, if the transaction amount reaches 10 percent or more of the company's total assets, the company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provisions of the preceding Section and this Section.

The calculation of the transaction amount referred to in the preceding paragraph shall be made in accordance with Article 11-1 herein.

When judging whether a transaction counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.

Article 14

When the Corporation intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the Audit Committee and the Board of Directors:

1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.
2. The reason for choosing the related party as a transaction counterparty.
3. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 15 and Article 16.
4. The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the company and the related party.
5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.
6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.
7. Restrictive covenants and other important stipulations associated with the transaction.

If the Company has transactions with related parties as stipulated in the preceding paragraph, it shall submit the actual transaction details (including the actual transaction amount, transaction conditions,

and the information in the preceding paragraph) to the next shareholders' meeting after the end of the fiscal year.

When a matter is submitted for discussion by the board of directors pursuant to paragraph 1, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.

The matters for which Paragraph 1 requires submission to the Audit Committee shall first be approved by one-half or more of all audit committee members and then submitted to the board of directors for a resolution, and shall be subject to mutatis mutandis application of Article 6, Paragraphs 3 and 4.

If the Corporation or a subsidiary thereof that is not a domestic public company will have a transaction set out in paragraph 1 and the transaction amount will reach 10 percent or more of the public company's total assets, the public company shall submit the materials in all the subparagraphs of paragraph 1 to the shareholders meeting for approval before the transaction contract may be entered into and any payment made. However, this restriction does not apply to transactions between the Corporation and its parent company or subsidiaries or between its subsidiaries.

The calculation of the transaction amounts referred to in Paragraph 1 shall be made in accordance with Article 29, Paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the Audit Committee, the Board of Directors, and the shareholders' meeting need not be counted toward the transaction amount.

Article 15

The Corporation that acquires real property or right-of-use assets thereof from a related party shall evaluate the reasonableness of the transaction costs by the following means:

1. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.
2. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties.

Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.

The Corporation that acquires real property or right-of-use assets thereof from a related party and appraises the cost of the real property or right-of-use assets thereof in accordance with the preceding two paragraphs shall also engage a CPA to check the appraisal and render a specific opinion.

Where the Corporation acquires real property or right-of-use assets thereof from a related party and one of the following circumstances exists, the acquisition shall be conducted in accordance with the preceding article, and the preceding three paragraphs do not apply:

- 1.The related party acquired the real property or right-of-use assets thereof through inheritance or as a gift.
- 2.More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property or right-of-use assets thereof to the signing date for the current transaction.
- 3.The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the company's own land or on rented land.
- 4.The real property right-of-use assets for business use are acquired by the Corporation with its subsidiaries, or by the Corporation in which it directly or indirectly holds 100 percent of the issued shares or authorized capital.

Article 16

When the results of the Corporation's appraisal conducted in accordance with paragraph 1 and paragraph 2 of the preceding Article are uniformly lower than the transaction price, the matter shall be handled in compliance with Article 17. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained, this restriction shall not apply:

- 1.Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:
 - (1) Where undeveloped land is appraised in accordance with the means in the preceding Article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.
 - (2) Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.
- 2.Where the Corporation acquiring real property, or obtaining real property right-of-use assets through

leasing, from a related party provides evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year.

Completed transactions involving neighboring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or obtainment of the right-of-use assets thereof.

Article 17

Where the Corporation acquires real property or right-of-use assets thereof from a related party and the results of appraisals conducted in accordance with the preceding two articles are uniformly lower than the transaction price, the following steps shall be taken:

1. A special reserve shall be set aside in accordance with Article 41, paragraph 1 of the Securities and Exchange Act against the difference between the real property transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where a public company uses the equity method to account for its investment in another company, then the special reserve called for under Article 41, paragraph of the Securities and Exchange Act shall be set aside pro rata in a proportion consistent with the share of public company's equity stake in the other company.
2. Independent directors shall apply mutatis mutandis with Article 218 of the Company Act.
3. Actions taken pursuant to the preceding two subparagraphs shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.

The Corporation that has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased or leased at a premium, or they have been disposed of, or the leasing contract has been terminated, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the FSC has given its consent.

When the Corporation obtains real property or right-of-use assets thereof from a related party, it shall also comply with the preceding two paragraphs if there is other evidence indicating that the acquisition was not an arms length transaction.

Section IV Engaging in Derivatives Trading

Article 18

The Corporation engaging in derivatives trading shall pay strict attention to control of the following important risk management and auditing matters.

1.Trading principles and strategies: The Corporation engaging in derivatives trading shall be limited for the purpose of hedging and for which approval of the competent authority is limited. The hedging strategies of engaging in derivatives trading are following:

- (1) Shall include the maximum amount and loss limit on total and individual contracts of the hedging trades.
- (2) Periodically evaluate the profit-loss and performance of the derivatives trading.
- (3) Examine the credit and professional capabilities of transaction counterparties severely.
- (4) All transactions and operations shall handle in compliance with the Financial Holding Company Act, the laws and the regulations of the Corporation.

2.Risk management measures.

- (1) Risk management shall address credit, market, liquidity, cash flow, operational, and legal risks.
- (2) Personnel engaged in derivatives trading may not serve concurrently in other operations such as confirmation and settlement.
- (3) Risk measurement, monitoring, and control personnel shall be assigned to a different department that the personnel in the preceding item and shall report to the board of directors or senior management personnel with no responsibility for trading or position decision-making.
- (4) Derivatives trading positions held shall be evaluated at least twice per month. Evaluation reports shall be submitted to senior management personnel authorized by the board of directors. If the laws has other provisions, the provisions shall be followed.

3.Internal audit system.

The Corporation's internal audit personnel shall make a determination of the suitability of internal controls on trades of derivatives which is required to abide by the provisions of the "Implementation Rules of Internal Audit and Internal Control System of Financial Holding Companies and Banking Industries" promulgated by the FSC and the regulations of internal controls of the Corporation.

Article 19

Where the Corporation engaging in derivatives trading, its board of directors shall faithfully supervise and manage such trading in accordance with the following principles:

1.Designate senior management personnel to pay continuous attention to monitoring and controlling derivatives trading risk.

2.Periodically evaluate whether derivatives trading performance is consistent with established operational strategy and whether the risk undertaken is within the company's permitted scope of tolerance.

Senior management personnel authorized by the board of directors shall manage derivatives trading in accordance with the following principles:

- 1.Periodically evaluate the risk management measures currently employed are appropriate and are faithfully conducted in accordance with the procedures and the Corporation's regulations for engaging in derivatives trading formulated by the Corporation.
- 2.When irregular circumstances are found in the course of supervising trading and profit-loss circumstances, appropriate measures shall be adopted and a report immediately made to the board of directors; an independent director shall be present at the meeting and express an opinion.

The Corporation shall report to the soonest meeting of the board of directors after it authorizes the relevant personnel to handle derivatives trading in accordance with its Procedures for Engaging in Derivatives Trading.

Article 20

The Corporation engaging in derivatives trading shall establish a log book in which details of the types and amounts of derivatives trading engaged in, board of directors approval dates, and the matters required to be carefully evaluated under item 4 of subparagraph 2 of Article 18 and subparagraph 2 of paragraph 1 of Article 19, and subparagraph 1 of paragraph 2 of Article 19, shall be recorded in detail in the log book.

The Corporation's internal audit personnel shall regularly audit and prepare a report on the suitability of internal controls on derivatives trading activities as well as conduct a monthly audit of how faithfully derivatives trading by the trading department adheres to the derivative commodity transaction processing procedures. The Corporation shall notify the Audit Committee in writing of any major violation.

Section V Mergers and Consolidations, Splits, Acquisitions, and Assignment of Shares

Article 21

The Corporation that conducts a merger, demerger, acquisition, or transfer of shares, prior to convening the board of directors to resolve on the matter, shall engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the board of directors for deliberation and passage. However, the requirement of obtaining an aforesaid opinion on reasonableness issued by an expert may be exempted in the case of a merger by the Corporation of a subsidiary in which it directly or indirectly holds 100 percent of the issued shares or authorized capital,

and in the case of a merger between subsidiaries in which the Corporation directly or indirectly holds 100 percent of the respective subsidiaries' issued shares or authorized capital.

Article 22

The Corporation participating in a merger, demerger, acquisition, or transfer of shares shall prepare a public report to shareholders detailing important contractual content and matters relevant to the merger, demerger, or acquisition prior to the shareholders meeting and include it along with the expert opinion referred to in the preceding Article when sending shareholders notification of the shareholders meeting for reference in deciding whether to approve the merger, demerger, or acquisition. Provided, where a provision of another act exempts a company from convening a shareholders meeting to approve the merger, demerger, or acquisition, this restriction shall not apply.

Where the shareholders meeting of any one of the Corporation participating in a merger, demerger, or acquisition fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal restriction, or the proposal is rejected by the shareholders meeting, the Corporation participating in the merger, demerger or acquisition shall immediately publicly explain the reason, the follow-up measures, and the preliminary date of the next shareholders meeting.

Article 23

The Cooperation participating in a merger, demerger, or acquisition shall convene a board of directors meeting and shareholders meeting on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent.

The Cooperation participating in a transfer of shares shall call a board of directors meeting on the day of the transaction, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent.

When participating in a merger, demerger, acquisition, or transfer of another company's shares, the Cooperation shall prepare a full written record of the following information and retain it for 5 years for reference:

1. Basic identification data for personnel: Including the occupational titles, names, and national ID numbers (or passport numbers in the case of foreign nationals) of all persons involved in the planning or implementation of any merger, demerger, acquisition, or transfer of another company's shares prior to disclosure of the information.
2. Dates of material events: Including the signing of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, the execution of a contract, and the convening of a board of directors meeting.
3. Important documents and minutes: Including merger, demerger, acquisition, and share transfer plans, any letter of intent or memorandum of understanding, material contracts, and minutes of board of directors meetings.

When participating in a merger, demerger, acquisition, or transfer of another company's shares, the Cooperation shall, within 2 days counting inclusively from the date of passage of a resolution by the board of directors, report (in the prescribed format and via the Internet-based information system) the information set out in subparagraphs 1 and 2 of the preceding paragraph to the FSC for recordation.

Where any of the companies participating in a merger, demerger, acquisition, or transfer of another company's shares is neither listed on an exchange nor has its shares traded on an OTC market, the Cooperation shall sign an agreement with such company whereby the latter is required to abide by the provisions of the preceding two paragraphs.

Article 24

Every person participating in or privy to the plan for merger, demerger, acquisition, or transfer of shares shall issue a written undertaking of confidentiality and may not disclose the content of the plan prior to public disclosure of the information and may not trade, in their own name or under the name of another person, in any stock or other equity security of any company related to the plan for merger, demerger, acquisition, or transfer of shares.

Article 25

The Cooperation participating in a merger, demerger, acquisition, or transfer of shares may not arbitrarily alter the share exchange ratio or acquisition price unless under the below-listed circumstances, and shall stipulate the circumstances permitting alteration in the contract for the merger, demerger, acquisition, or transfer of shares:

1. Cash capital increase, issuance of convertible corporate bonds, or the issuance of bonus shares, issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, or other equity based securities.
2. An action, such as a disposal of major assets, that affects the company's financial operations.
3. An event, such as a major disaster or major change in technology, that affects shareholder equity or share price.
4. An adjustment where any of the companies participating in the merger, demerger, acquisition, or transfer of shares from another company, buys back treasury stock.
5. An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares.
6. Other terms/conditions that the contract stipulates may be altered and that have been publicly disclosed.

Article 26

The contract for participation by the Cooperation in a merger, demerger, acquisition, or of shares shall record the rights and obligations of the companies participating in the merger, demerger, acquisition, or transfer of shares, and shall also record the following:

1. Handling of breach of contract.
2. Principles for the handling of equity-type securities previously issued or treasury stock previously bought back by any company that is extinguished in a merger or that is demerged.
3. The amount of treasury stock participating companies are permitted under law to buy back after the record date of calculation of the share exchange ratio, and the principles for handling thereof.
4. The manner of handling changes in the number of participating entities or companies.
5. Preliminary progress schedule for plan execution, and anticipated completion date.
6. Scheduled date for convening the legally mandated shareholders meeting if the plan exceeds the deadline without completion, and relevant procedures.

Article 27

After public disclosure of the information, if any company participating in the merger, demerger, acquisition, or share transfer intends further to carry out a merger, demerger, acquisition, or share transfer with another company, all of the participating companies shall carry out anew the procedures or legal actions that had originally been completed toward the merger, demerger, acquisition, or share transfer; except that where the number of participating companies is decreased and a participating company's shareholders meeting has adopted a resolution authorizing the board of directors to alter the limits of authority, such participating company may be exempted from calling another shareholders meeting to resolve on the matter anew.

Article 28

Where any of the companies participating in a merger, demerger, acquisition, or transfer of shares is not a public company, the Cooperation shall sign an agreement with the non-public company whereby the latter is required to abide by the provisions of Article 23, Article 24, and Article 27.

Chapter III Public Disclosure of Information

Article 29

Under any of the following circumstances, the Corporation shall publicly announce relevant information of A&Ds onto the FSC's designated website in the appropriate format as prescribed by regulations within 2 hours before next business day commencing from the date of occurrence of the event:

1. In the case of acquiring or disposing real estate or right-of-use assets, or other types of assets other than right-of-use assets and for such A&D amounts to 20 percent or more of the Corporation's paid-in capital, 10 percent or more of total assets, or NT\$300 million or more. However, this requirement shall not apply to trading of government bonds or bonds under repurchase and resale

agreements, or subscription or buy back of domestic securities investment trust funds.

2. Merger, demerger, acquisition, or share transfer.
3. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedure adopted by the Corporation.
4. The maximum amount of acquiring or disposing business equipment or right-of-use assets in a non-related party transaction is NT\$1 billion or more.
5. In the case real estate is acquired under an arrangement of engaging others to build on the Corporation's own land, engaging others to build on rental land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the trading counterpart is not a related party, the Corporation expects to invest in NT\$500 million or more.
6. Other than any of those referred to in the preceding five subparagraphs, the amount of asset transaction or of disposal of receivables by a financial institution or of investment in China reaches 20 percent (or more) of the Corporation's paid-in capital or NT\$300 million (or more). However, except for the following circumstances:
 - (1) Trading of domestic government bonds or foreign government bonds with a rating that is not lower than the sovereign rating of Taiwan.
 - (2) Securities trading by investment professionals on foreign or domestic securities exchanges or over-the-counter markets, or subscription of foreign government bonds, or of ordinary corporate bonds (exclusive of subordinated debenture) debentures that do not involve shareholding rights in the domestic primary market, subscription or buyback of securities investment trust fund or futures trust fund, or subscription or redemption of exchange traded notes, or for underwriting business or for as a advising securities firm for the listed companies in emerging stock market in accordance with the Taipei Exchange's regulations.
 - (3) Trading of bonds under repurchase (or resale) agreements or subscription (or buy back) of domestic securities investment trust funds.

The amount of transactions above shall be calculated as follows:

1. The amount of any individual transaction.
2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.
3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year.
4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.

"Within the preceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Regulations need not be counted toward the transaction amount.

The Cooperation shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month.

When the Cooperation at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within 2 hours before next business day commencing from the date of knowing of such error or omission.

The Cooperation acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the company, where they shall be retained for 5 years except where another act provides otherwise.

Article 30

Where any of the following circumstances occurs with respect to a transaction that the Cooperation has already publicly announced and reported in accordance with the preceding article, a public report of relevant information shall be made on the information reporting website designated by the FSC within 2 hours before next business day commencing from the date counting inclusively from the date of occurrence of the event:

- 1.Change, termination, or rescission of a contract signed in regard to the original transaction.
- 2.The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.
- 3.Change to the originally publicly announced and reported information.

Article 31

Information required to be publicly announced and reported in accordance with the provisions of the preceding Chapter on acquisitions and disposals of assets by the Cooperation's subsidiary that is not itself a public company in Taiwan shall be reported by the Cooperation.

The paid-in capital or total assets of the public company shall be the standard applicable to a subsidiary referred to in the preceding paragraph in determining whether, relative to paid-in capital or total assets, it reaches a threshold requiring public announcement and regulatory filing under Article 29, paragraph 1.

Article 31-1

For the calculation of 10 percent of total assets under the Procedures, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the

Regulations Governing the Preparation of Financial Reports by Financial Holding Companies shall be used.

In the case of a company whose shares have no par value or a par value other than NT\$10-for the calculation of transaction amounts of 20 percent of paid-in capital under the Procedures, 10 percent of equity attributable to owners of the parent shall be substituted.

Chapter IV The Control Procedures for the Acquisition and Disposal of Assets by Subsidiaries

Article 32

Subsidiaries shall stipulate and implement the procedures for the acquisition and disposal of assets in compliance with the Regulations which was promulgated by FSC.

Article 33

Subsidiaries stipulating and amending the procedures for the acquisition and disposal of assets shall abide by “the Regulations Governing Subsidiaries” of the Cooperation. Above all, the procedures shall be approved by the responsible department’s head of the Cooperation, and then approved by the board of directors and submitted to a shareholders’ meeting of the subsidiaries, and then submitted to the board of directors of the Cooperation for recordation.

Article 34

Subsidiaries when check the internal audit regulations shall urge each department if the procedures for the acquisition and disposal of assets shall abide by the regulations, and the internal auditors shall review the self-auditing reports.

Chapter V Additional Provisions

Article 35

The person disobeyed the Procedures for the acquisition and disposal of assets shall be punished according to the severity of the situation.

Article 36

(Deleted).

Article 37

The Procedures shall be approved by the Audit Committee and the Board of Directors. They shall be submitted to the shareholders’ meeting for approval to implement. The same procedure shall be required for amendments.

Disclaimer: this document is a translation from the Chinese version. In the case for any discrepancy the original document shall supersede this version

Taiwan Cooperative Financial Holding Co., Ltd.
Procedures for Acquisition or Disposal of Assets
Tables of Comparison between Amended and Current Articles

| Amended articles | Existing Article | Description |
|---|--|---|
| <p>Article 6</p> <p><u>When the Procedures are amended, they shall be approved by one-half or more of all audit committee members, submitted to the board of directors for a resolution, and reported to the shareholders' meeting for approval. The same procedure shall be required for amendments.</u></p> <p>When the Procedures are submitted for discussion by the board of directors pursuant to the preceding paragraph, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</p> | <p>Article 6</p> <p><u>After the Procedures have been approved by the board of directors, they shall be submitted to each supervisor, and then to a shareholders' meeting for approval. If any director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the director's dissenting opinion to each supervisor.</u></p> <p><u>Where the position of independent director has been created in accordance with the provisions of the Procedures, when the Procedures are submitted for discussion by the board of directors pursuant to the preceding paragraph, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</u></p> <p><u>Where an audit committee has been established in accordance with the provisions of the Regulations, when the Procedures are amended they shall be approved by one-half</u></p> | <ol style="list-style-type: none"> 1. An Audit Committee has been set up to replace the supervisors. 2. Pursuant to Article 6, Paragraph 3 of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies", the establishment or amendment of the Bank's "Procedures for Acquisition or Disposal of Assets" shall require the approval of more than half of all members of the Audit Committee and must be submitted to the Board of Directors for resolution. 3. According to Q&A 12 of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies", companies that have established an Audit Committee are no longer required to submit information on objections raised by directors to the Audit Committee after the Procedures for Acquisition or Disposal of Assets are submitted to the board of directors for approval. Therefore, the second half of Paragraph 1 has been deleted. |

| Amended articles | Existing Article | Description |
|--|---|---|
| <p>If approval of one-half or more of all audit committee members as required in <u>Paragraph 1</u> is not obtained, the Procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the board of directors meeting.</p> <p>The terms "all audit committee members" in Paragraph <u>1</u> and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.</p> | <p><u>or more of all audit committee members and submitted to the board of directors for a resolution.</u></p> <p>If approval of one-half or more of all audit committee members as required in <u>the preceding paragraph</u> is not obtained, the Procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting.</p> <p>The terms "all audit committee members" in paragraph <u>3</u> and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.</p> | <p>4. With reference to Article 6, Paragraph 1, Subparagraph 3 of the Company's Audit Committee Charter and Article 6, Paragraphs 3 to 5 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies, the provisions of Paragraph 1 of this Article regarding supervisors are deleted and some of the wording is amended.</p> |
| <p><u>Article 6-1</u></p> <p><u>The valuation and transaction-related matters of the Corporation of acquisition or disposal of assets shall be processed in accordance with the following provisions:</u></p> <p>1. <u>The acquisition or disposal of real estate, equipment, other assets and their right to use assets shall be processed in accordance with the Company's "Procurement Regulations".</u></p> <p>2. <u>Long-term equity</u></p> | | <p>1. This article is newly added.</p> <p>2. The Company specified the approval level for the procedures for acquisition or disposal of assets in accordance with Article 7, Paragraph 1 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies.</p> |

| Amended articles | Existing Article | Description |
|---|---|--|
| <p><u>investments and their disposal shall be processed in accordance with the Financial Holding Company Act and related laws and regulations.</u></p> <p>3. <u>The acquisition or disposal of securities other than those mentioned in the preceding paragraph shall be processed in accordance with the Financial Holding Company Act and related laws and regulations and the Company's "Guidelines on Limits and Authorizations for the Use of Short-term Funds".</u></p> <p>4. <u>Derivative transactions must be reviewed and approved by the Audit Committee and the Board of Directors.</u></p> | | |
| <p>Article 8</p> <p><u>When the Corporation of acquisition or disposal of assets is submitted for discussion by the board of directors pursuant to the Procedures for Acquisition or Disposal of Assets or other laws and regulations, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</u></p> | <p>Article 8</p> <p><u>With respect to the Corporation of acquisition or disposal of assets that is subject to the approval of the board of directors under the company's procedures or other laws or regulations, if a director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the director's dissenting opinion to each supervisor.</u></p> <p><u>Where the position of independent director has been created in accordance with the</u></p> | <p>1. Since the Audit Committee has been established to replace the supervisors, and according to Q&A 12 of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies", after a transaction that should be submitted to the board of directors for resolution is resolved, it is no longer necessary to submit information on objections raised by directors to the Audit Committee. Therefore, the provision in Paragraph 1 that the information on objections raised by directors must</p> |

| Amended articles | Existing Article | Description |
|---|---|---|
| <p><u>Any</u> transaction involving major assets or derivatives shall be approved by more than half of all audit committee members and submitted to the board of directors for a resolution, and shall be subject to mutatis mutandis application of Article 6, Paragraphs <u>3</u> and <u>4</u>.</p> | <p><u>provisions of the Act, when a transaction involving the acquisition or disposal of assets is submitted for discussion by the board of directors pursuant to the preceding paragraph, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</u></p> <p><u>Where an audit committee has been established in accordance with the provisions of the Act, any transaction involving major assets or derivatives shall be approved by more than half of all audit committee members and submitted to the board of directors for a resolution, and shall be subject to mutatis mutandis application of Article 6, paragraphs <u>4</u> and <u>5</u>.</u></p> | <p>be submitted to the supervisors is deleted, and the provisions in Paragraphs 1 and 2 are merged.</p> <p>2. Corrected some text.</p> |
| <p>Article 14</p> <p>When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more,</p> | <p>Article 14</p> <p>When the Corporation intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more,</p> | <p>1. The Audit Committee has been established, and the supervisors in Paragraphs 1, 4, and 6 have been revised to the Audit Committee.</p> <p>2. To implement the "Corporate Governance 3.0: Sustainable Development Roadmap" and increase reporting of related-party transactions of non-business activities in the shareholders' meeting report, the</p> |

| Amended articles | Existing Article | Description |
|--|--|--|
| <p>except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the <u>Audit Committee and the Board of Directors</u>:</p> <ol style="list-style-type: none"> 1.The purpose, necessity and anticipated benefit of the acquisition or disposal of assets. 2.The reason for choosing the related party as a transaction counterparty. 3. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 15 and Article 16. 4. The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the company and the related party. 5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and | <p>except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the <u>board of directors and recognized by the supervisors</u>:</p> <ol style="list-style-type: none"> 1.The purpose, necessity and anticipated benefit of the acquisition or disposal of assets. 2. The reason for choosing the related party as a transaction counterparty. 3.With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 15 and Article 16. 4. The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the company and the related party. 5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, | <p>Company proposes to refer to Article 11 of the "Sample Template for XXX Co., Ltd. Rules Governing Financial and Business Matters Between this Corporation and its Related Parties" and add Paragraph 2 to this article to specify that if there is a transaction in the Paragraph 1, the actual transaction information must be reported in the next shareholders' meeting after the end of the year.</p> <p>3. Subparagraph 2 to 5 of the current provisions are moved to Subparagraph 3 to 6 of the amended provisions.</p> |

| Amended articles | Existing Article | Description |
|---|---|-------------|
| <p>evaluation of the necessity of the transaction, and reasonableness of the fund utilization.</p> <p>6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.</p> <p>7. Restrictive covenants and other important stipulations associated with the transaction</p> <p><u>If the Company has transactions with related parties as stipulated in the preceding paragraph, it shall submit the actual transaction details (including the actual transaction amount, transaction conditions, and the information in the preceding paragraph) to the next shareholders' meeting after the end of the fiscal year.</u></p> <p><u>When</u> a matter is submitted for discussion by the board of directors pursuant to paragraph 1, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</p> | <p>and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.</p> <p>6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.</p> <p>7. Restrictive covenants and other important stipulations associated with the transaction.</p> <p><u>Where the position of independent director has been created in accordance with the provisions of the Act, when</u> a matter is submitted for discussion by the board of directors pursuant to paragraph 1, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</p> | |

| Amended articles | Existing Article | Description |
|---|---|-------------|
| <p><u>The matters for which Paragraph 1 requires submission to the Audit Committee</u> shall first be approved by one-half or more of all audit committee members and then submitted to the board of directors for a resolution, and shall be subject to mutatis mutandis application of Article 6, Paragraphs <u>3</u> and <u>4</u>.</p> <p>If the Corporation or a subsidiary thereof that is not a domestic public company will have a transaction set out in paragraph 1 and the transaction amount will reach 10 percent or more of the public company's total assets, the public company shall submit the materials in all the subparagraphs of paragraph 1 to the shareholders meeting for approval before the transaction contract may be entered into and any payment made. However, this restriction does not apply to transactions between the Corporation and its parent company or subsidiaries or between its subsidiaries.</p> <p>The calculation of the transaction amounts referred to in Paragraph 1 shall be made in accordance with Article 29,</p> | <p><u>Where an audit committee has been established in accordance with the provisions of the Act, the matters for which paragraph 1 requires recognition by the supervisors</u> shall first be approved by one-half or more of all audit committee members and then submitted to the board of directors for a resolution, and shall be subject to mutatis mutandis application of Article 6, paragraphs <u>4</u> and <u>5</u>.</p> <p>If the Corporation or a subsidiary thereof that is not a domestic public company will have a transaction set out in paragraph 1 and the transaction amount will reach 10 percent or more of the public company's total assets, the public company shall submit the materials in all the subparagraphs of paragraph 1 to the shareholders meeting for approval before the transaction contract may be entered into and any payment made. However, this restriction does not apply to transactions between the Corporation and its parent company or subsidiaries or between its subsidiaries.</p> <p>The calculation of the transaction amounts referred to in paragraph 1 <u>and the preceding paragraph</u> shall be</p> | |

| Amended articles | Existing Article | Description |
|--|--|---|
| <p>Paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the <u>Audit Committee, the Board of Directors, and the shareholders' meeting</u> need not be counted toward the transaction amount.</p> | <p>made in accordance with Article 29, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the <u>shareholders meeting or board of directors and recognized by the supervisors</u> need not be counted toward the transaction amount.</p> | |
| <p>Article 20</p> <p>The Corporation engaging in derivatives trading shall establish a log book in which details of the types and amounts of derivatives trading engaged in, board of directors approval dates, and the matters required to be carefully evaluated under item 4 of subparagraph 2 of Article 18 and subparagraph 2 of paragraph 1 of Article 19, and subparagraph 1 of paragraph 2 of Article 19, shall be recorded in detail in the log book.</p> <p>The Corporation's internal audit personnel shall regularly audit and prepare a report on the suitability of internal controls on derivatives trading activities as well as conduct a monthly audit of how faithfully derivatives trading by the trading department adheres to the derivative commodity transaction processing procedures. The Company shall notify the <u>Audit Committee</u> in writing of any major violation.</p> | <p>Article 20</p> <p>The Corporation engaging in derivatives trading shall establish a log book in which details of the types and amounts of derivatives trading engaged in, board of directors approval dates, and the matters required to be carefully evaluated under item 4 of subparagraph 2 of Article 18 and subparagraph 2 of paragraph 1 of Article 19, and subparagraph 1 of paragraph 2 of Article 19, shall be recorded in detail in the log book.</p> <p>The Corporation's internal audit personnel shall regularly audit and prepare a report on the suitability of internal controls on derivatives trading activities as well as conduct a monthly audit of how faithfully derivatives trading by the trading department adheres to the derivative commodity transaction processing procedures. The Corporation shall notify all <u>supervisors</u> in writing of any major violation.</p> | <p>An Audit Committee has been set up to replace the supervisors.</p> |

| Amended articles | Existing Article | Description |
|---|---|---|
| Article 36 (Deleted). | Article 36 <u>Where an audit committee has been established by the company in accordance with the provisions of the Act, the Article 8, 14, and the Article 20, paragraph 2 applied to the supervisors, mutatis mutandis to the audit committee.</u> | In line with the revised contents of the "Procedures for Acquisition or Disposal of Assets", the supervisors are replaced by the Audit Committee and this provision is deleted. |
| Article 37 The Procedures shall be approved by the <u>Audit Committee and the Board of Directors. They shall be submitted to the shareholders' meeting for approval to implement. The same procedure shall be required for amendments.</u> | Article 37 The Procedures shall be approved by the <u>board of directors, they shall be submitted to each supervisor, and then to a shareholders' meeting for approval to implement.</u> <u>Where an audit committee has been established in accordance with the provisions of the Regulations, when the Procedures are amended, they shall follow the Article 6 of approved by the audit committee and the board of directors and submitted to the shareholders' meeting for approval.</u> | Amended wording in line with requirements. |

Matters for Discussions 4

Proposed by Board of Directors

Subject: The proposal of releasing TCFHC directors from non-compete restrictions as detailed in the appendix, is submitted for review and discussions.

Contents:

1. As set forth in Paragraph 1, Article 209 of the Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.
2. The conducts that TCFHC directors have undertaken for oneself or on behalf of another person that are within the scope of the company's business are detailed in the list as enclosed. It is herein to request the approval of releasing the persons from non-compete restrictions during their tenure of director in TCFHC.

Resolutions:

Taiwan Cooperative Financial Holding Co., Ltd.
List of the release of Non-Competition restriction

| Name of Director | Company | Concurrent Post |
|---|--|-----------------|
| Lin, Yen-Mao (Representative of Ministry of Finance, R.O.C.) | Taiwan Futures Exchange Co., Ltd. | Director |
| | United Taiwan Bank S.A | Chairperson |
| Su, Tso-Cheng (Representative of Ministry of Finance, R.O.C.) | Taiwan Financial Asset Service Corporation | Supervisor |
| Yang, Dong-Liang (Representative of National Farmers' Association, R.O.C.) | New Taipei City Farmers' Association | President |
| Chen, Chun-Hung (Representative of National Farmers' Association, R.O.C.) | Shalu District Farmers' Association | President |

Annex A

Taiwan Cooperative Financial Holding Co., Ltd.

Articles of Incorporation

Chapter I. General Provisions

Article 1

The Corporation has been formed under applicable law, including the Financial Holding Company Act and the Company Act, for the purpose of building operational synergy with increasing economies of scale and scope.

Article 2

The name of the Corporation is Taiwan Cooperative Financial Holding Co., Ltd. (the “Corporation”).

Article 3

The Corporation shall fix the location of the principal office of the Corporation in Taipei City, Republic of China. Additional branch offices may be established and maintained at any place within or outside the Republic of China for meeting business needs.

Article 4

Public announcements of the Corporation shall be made in accordance with applicable law, or shall be published on a printed newspaper or electronic news.

Chapter II. Shares

Article 5

The overall capital size of the company is set at NTD 200 billion, including 20 billion shares at a par value of NTD 10 per share that can be issued separately; the shares yet to be issued shall be issued per the resolution of the empowered Board of Directors.

Article 6

The Corporation may issue shares without printing share certificate(s), provided that these shares are registered with a Centralized Securities Depository Enterprise (CSDE).

Article 7

Registration of a seal specimen card shall be filed with the Corporation by all shareholders. The seal specimen card kept by the Corporation shall be the basis for collecting dividend or bonus or written exercise of shareholders’ rights or written communication by shareholders to the Corporation.

Article 8

Transfer of shares shall not be set up as a defense against the Corporation, unless the name/title and residence/domicile of the transferee have been recorded in the shareholders’ roster.

The entries in the shareholders’ roster referred to in the preceding paragraph shall not be altered within

sixty (60) days prior to the convening date of a regular meeting of shareholders, or within thirty (30) days prior to the convening date of a special meeting of shareholders, or within five (5) days prior to the target date fixed by the Corporation for distribution of dividend, bonus or other benefits.

Article 9

The Corporation shall handle share matters pursuant to applicable law or to the “Regulations Governing the Administration of Shareholder Services of Public Companies.”

Chapter III. Scope of Business

Article 10

The Corporation operates in the financial holding industry (Code: H801011).

Article 11

The business scope of the Corporation is as follows :

1. The Corporation shall invest in the following businesses :
 - (1) Financial holding business;
 - (2) Banking business ;
 - (3) Bills Finance business ;
 - (4) Credit card business ;
 - (5) Trust business ;
 - (6) Insurance business ;
 - (7) Securities business ;
 - (8) Futures business ;
 - (9) Venture capital business ;
 - (10) Investing in foreign financial institutions which are authorized by the competent authority;
and
 - (11) Conducting other financial related businesses which are authorized by the competent authority.
2. Managing the aforementioned business investments.
3. The Corporation shall apply to the competent authority for investing in businesses other than those mentioned above.
4. The Corporation may conduct other related businesses which are authorized by the competent authority.

Article 12

The Corporation is a company that specializes in investment, and shall make investments without governing by a paid-up capital cap of 40% on the investment amount, as set forth under Paragraph 2 of

Article 13 of the Company Act.

Chapter IV Meetings of Shareholders

Article 13

The shareholders' meeting of the Corporation includes the general meeting of shareholders and the special meeting of shareholders. A general meeting shall be held at least annually and called by the Board of Directors (the "Board") within six (6) months following the end of a fiscal year. A special meeting shall be convened whenever deemed necessary. The meeting of shareholders shall be called by the Board, unless otherwise specifically provided by the Company Act or by applicable law.

Article 14

Notice shall be sent to all shareholders for the convening of shareholders' meetings. For the general meeting of shareholders, any meeting notice shall be given at least thirty (30) days before the meeting date; and at least fifteen (15) days in advance for the special meeting. The notice shall specify the place, date, and the matters that the Board, at the time notice is given, intends to present for action by Directors.

For those shareholders each holding less than one thousand (1,000) registered shares, notice may be sent out by means of an announcement on the Market Observation Post System website.

Article 15

In the event any shareholder cannot attend a shareholders' meeting in person for any reason, he/she shall designate a proxy to attend on behalf thereof by presenting a proxy statement and specifying the scope of authorization. A shareholder shall file solely one proxy statement and designate solely one representative or proxy for any given meeting. Said proxy statement shall be delivered to the Corporation five (5) days prior to the convocation of the shareholders' meeting.

Except for trust business or shareholder services agent approved by the competent securities authority, if one person is designated simultaneously by two (2) or more shareholders, with respect to the voting rights so represented, the portion of the voting rights in excess of 3% of the voting rights represented by the total outstanding shares shall not be counted.

Other matters pertaining to the exercise and limitation of the proxy statement shall be pursuant to the Regulations Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies or to applicable law.

Article 15-1

The Corporation's shareholders' meeting can be held by means of visual communication network or other methods promulgated by the central competent authority.

Article 16

Unless specified otherwise in law or rule, the Chairperson of the Corporation shall preside over

shareholders' meetings. In the event the Chairperson is on leave or absent or unable to attend the meeting in person, a Board Director shall be designated to act on the behalf of the Chairperson at the meeting. In the absence of such a designation, the Directors of the Board shall elect from among themselves an acting chairperson.

Article 17

The shareholders' meeting shall resolve and implement the following matters:

1. The formulation and amendment of the Corporation's Articles of Incorporation;
2. The election and dismissal of the Directors of the Board;
3. The ratification of the books and statements prepared and submitted by the Board as well as the reports by the Audit Committee;
4. The augment or reduction of capital;
5. The appropriation of earnings, dividend and bonus.
6. Other matters that shall be resolved by the shareholders' meeting in accordance with applicable law.

Article 18

Unless specified otherwise in law or rule, each shareholder shall have one vote on each matter presented to meetings for action.

Unless otherwise specifically provided by the Financial Holding Company Act or by the Company Act or by applicable law, the resolution of shareholders' meetings shall be adopted if it is approved by the vote of a majority of the shareholders present at a meeting at which a quorum of more than one-half (1/2) of the total outstanding shares held by attending shareholders is met.

Article 19

Minutes shall be kept to record resolutions adopted at shareholders' meetings, affixed with the signature or personal seal of the chairperson, and sent out to each shareholder within twenty (20) days following the meeting.

Said minutes may be sent out by means of an announcement on the Market Observation Post System website.

Article 20

To the fullest extent allowed by the Corporation's Articles of Incorporation and except as specified otherwise in law, matters concerning with the shareholders' meeting shall be conducted in accordance with the Corporation's Rules of Procedure for Shareholders' Meetings.

Chapter V. Board of Directors and Functional Committees

Article 21

The Board shall consist of fifteen (15) to twenty-one (21) Directors. The duration of term for all

Directors is three (3) years. All Directors are entitled to be re-elected, except Directors who are assumed or appointed by government agencies or institutional investors and could be replaced by substitutes to fulfill the remaining term of office when changes of duties take place.

Starting from 2024, the Corporation's Board of Directors shall have no fewer than one Director of the opposite sex. Board members whose term has not expired in 2024 may not be affected until the expiration of their term.

From 2021 onward, TCFHC will adopt a candidate nomination process for the election of directors, with which shareholders shall elect directors from a nominee list. Methods for nomination and election shall be processed by relevant laws and regulations including Company Act and Securities Exchange Act.

The Corporation shall purchase and maintain insurance to the fullest extent permitted by law on behalf of its Directors to cover any liability asserted against or incurred by any Director from the exercising of duties. In the wake of taking out such liability insurance or insurance renewal, the corporation shall submit to the next meeting of Board of Directors the important information concerning the insurance including premium, coverage, and premium rate.

Article 22

Three (3) or more Independent Directors have been appointed by the Corporation since the election of the second term of Directors. The exact authorized number of Independent Directors shall be in no event less than one-fifth (1/5) of the total number of Directors in the Board. Starting from 2024, Independent Directors shall constitute no less than one-third of the Board members. However, Directors whose term has not expired in 2024 may not be affected until the expiration of their term as set forth under Article 14-2 of the Securities and Exchange Act.

Starting from 2027, the Corporation's Independent Directors shall not serve more than three consecutive terms. However, Directors who hold office till that time may not be affected before the expiration of their term.

A candidate nomination system is adopted by the Corporation for selecting Independent Directors; shareholders shall select Independent Directors from among a list of candidates. Regulations governing professional qualifications, shareholdings and restrictions on concurrent positions held, assessment of independence, method of nomination, and other matters for compliance with respect to the selection of Independent Directors shall be prescribed by the competent authority.

Article 22-1

Subject to Article 14-4 of the Securities and Exchange Act, the Corporation shall establish an Audit Committee after the election of the second term of Board Directors.

The provisions regarding Supervisors in the Company Act, in the Securities and Exchange Act, and in applicable law shall apply mutatis mutandis to the Audit Committee.

The Audit Committee shall be composed of the entire number of Independent Directors of the Board. The Committee shall consist of more than three (3) members, one of whom is convener, and at least one (1) member shall have accounting or financial expertise.

A resolution of the Audit Committee shall obtain the concurrence of half (1/2) or more of all members. The exercise of power by Audit Committee and its members as well as the handling of matters related to the Committee shall be in accordance with the Corporation's Articles of Incorporation, the Securities and Exchange Act, or applicable law. The Board shall set forth by resolution(s) the requirements applicable for developing committee bylaws.

Article 23

The Chairperson of the Board of Directors shall be elected from among the Directors by a majority vote at a meeting attended by over two-thirds (2/3) of Directors.

The Chairperson shall internally preside both the shareholders' meeting and the Board meeting; and shall externally represent the Corporation. In the event the Chairperson is on leave or absent or unable to exercise his power and authority for any cause, he/she shall designate a Board Director to act on his/her behalf. In the absence of such a designation, the Directors of the Board shall elect from among themselves an acting chairperson.

The compensation paid to Directors (excluding the Chairperson) for their services shall be determined by the Board with recommendations from the Remuneration Committee and consideration of the Directors' participation in and devotion to the operation of the Corporation and the Corporation's operating performance as well as with reference to the common practical standards.

The Chairperson's compensation is set to be 1.25 times that of the President of the Corporation. The retirement payment payable to the Chairperson shall be the amount set forth in the Corporation's internal rules for governing labor pensions and severance.

Article 24

The role of the Board in the governance of the Corporation and its programs shall be as follows:

1. Establishing broad institutional policies and associated plans;
2. Approving the budgets and closing of books;
3. Approving all major rules and guidelines;
4. Preparing proposals regarding the augment or reduction of capital as well as approving securities issuance;
5. Preparing proposals regarding the distribution of earnings;
6. Approval of the issuance of corporate bonds;
7. Approving share repurchase programs;
8. Approving the acquisition or disposal of major assets;

9. Approving all major contracts;
10. Approving the selection and the process regarding the retention and evaluation of the heads of management unit and audit office;
11. Approving all construction projects or sale/purchase of operational lands and buildings;
12. Determining the convening date of the general/special meeting of shareholders;
13. Implementing resolutions adopted at shareholders' meetings;
14. Approving the appointment, removal, and remuneration of Certified Public Accountants(CPAs);
15. Appointments to Directors and Supervisors of subsidiaries;
16. Approval of compensation payment for employees; and
17. Approval of other important matters that are required by law or authorized at shareholders' meetings.

Article 25

The Board of Directors' meeting shall be convened at least once a month. Unless otherwise specified by law, the chairperson shall be the convener.

Reasons for convening a Board of Directors' meeting should be specified and made known to each director at least seven days prior to the meeting. In case of emergency, however, the Board of Directors' meeting may be called at any time.

A Board of Directors' meeting may be called for in writing or by fax. With the permission of the counterparty, however, it may be called for electronically.

Article 26

The Directors of the Board shall attend Board meetings in person. In the event a Director is unable to present at a meeting, he/she shall designate another Director to act on his/her behalf by presenting a director's proxy and specifying the scope of authorization. A Director may accept the designation to act as the acting director for one other Director only. In the event a meeting of the Board is convened through use of electronic video screen communication, the Directors taking part in such a meeting shall be deemed to have attended the meeting in person.

Unless otherwise specifically provided by the Financial Holding Company Act or by the Company Act or by applicable law, the resolution of Board meetings shall be adopted if voted for by a majority of Directors present at a meeting attended by more than one-half (1/2) of Directors.

The rules of procedure for Board meetings shall be prescribed by the Board, and shall submit it to the meeting of shareholders.

Article 27

The Board shall create an Audit Office along with a General Auditor who follows the resolution of Board meetings to oversee overall functions of the Corporation. The appointment and dismissal of the

General Auditor should be subject to consent of the Board and approval of the competent authority.

Article 28

The Corporation shall create a Remuneration Committee and any number of functional committees. The Board shall set forth, by resolution(s), the requirements applicable for developing committee bylaws.

Article 29

(Omitted)

Article 30

(Omitted)

Article 31

Directors of the Board of the Corporation shall concurrently serve as Directors and Supervisors of subsidiaries pursuant to applicable law.

Chapter VI. Officers

Article 32

The company has one President that presides over the company's operations based on the resolution reached by the Board of Directors; the designation and dismissal of the President shall require a motion filed by the Chairperson that is supported by a majority of the directors present in the Board of Directors' meeting attended by more than half of the total number of directors. There are several Executive Vice Presidents and one Chief Compliance Officer to assist the President in handling the tasks; their designation and dismissal shall require a motion filed by the President that is supported by a majority of the directors present in the Board of Directors' meeting attended by more than half of the total number of directors attending the Board of Directors' meeting.

Article 33

In the event the President is unable to exercise his power and authority for any cause, the Chairperson of the Corporation shall designate one of the Executive-Vice-Presidents to act on his/her behalf.

Chapter VII Closing of Books and Distribution of Earnings

Article 34

The Corporation's fiscal year shall be from January 1 of each year to December 31 of the same calendar year.

Article 35

The end of each calendar year shall mark the closing of the Corporation's books. The Board of the Corporation shall prepare the following documents and submit the same to the shareholders' meeting

for certification after submitting such documents for review in accordance with applicable law:

1. Business report;
2. Financial statements; and
3. Proposals regarding the distribution of earnings or compensation of losses.

Documents required in the preceding paragraph shall be reported and published pursuant to relevant laws and regulations prescribed by the competent authority, after certified by shareholders.

Article 35-1

In case of a profit, the Company shall set aside 1 to 8 out of 10,000 of the profits to be compensations for employees, including employees of affiliated companies meeting specific criteria, and no more than 1% to be remunerations for board directors, depending on the profits. If there are accumulated losses, the value to make up for the losses should be set aside first.

The profits indicated in the preceding paragraph refer to the pre-tax interest before employee compensation and board director remunerations are subtracted; employee compensation and board director remunerations are to be assigned at once.

Employee compensations are assigned in the form of stocks or cash; the decision is to be made by the Board of Directors in its meeting attended by two-thirds (2/3) of all directors with the consent from a majority of the attending directors and shall be presented in the shareholders' meeting.

Article 36

In order to continue expanding its scale and increase profitability and to take care of applicable laws and regulations, the company adopts the residual dividend policy.

In cases of after-tax earnings with annual accounts of the company, cumulative losses from prior years should be filled before the legal reserve is appropriated and the special reserve may be set aside or reversed as required by law and to meet operational needs. For the remainder along with earnings from the previous fiscal year yet to be distributed, as available earnings for distribution. Proposing the appropriation ranging from 30% to 100% of the available earnings for distribution, the Board of Directors shall prepare the earnings distribution proposal and submit it in the shareholders' meeting for a decision on whether to assign dividends to shareholders or to keep the remainder and the earnings.

For the assignment of dividends for shareholders indicated in the preceding paragraph, cash dividends may not be lower than 10% and the remainder shall be stock dividends. If it is short of 0.1 for the cash dividend to be assigned per share, no assignment will be done unless it is decided otherwise in the shareholders' meeting.

Chapter VIII Supplementary Provisions

Article 37

Rules governing the organization of the Corporation as well as other important bylaws shall be

prescribed separately.

Article 38

Matters not stipulated herein shall be governed by the Financial Holding Company Act, by the Company Act, and by applicable law.

Article 39

This Articles of Incorporation enters into force after the approval of the shareholders' meeting. The same procedure applies to the amendment of the Articles.

Article 40

This Articles of Incorporation was agreed upon and signed on June 24, 2011.

First amended on June 22, 2012;

Second amended on June 21, 2013;

Third amended on June 20, 2014;

Forth amended on June 24, 2016;

Fifth amended on June 16, 2017;

Sixth amended on June 21, 2019;

Seventh amended on June 24, 2020;

Eighth amended on June 17, 2022;

Ninth amended on June 16, 2023;

Tenth amended on June 21, 2024.

Disclaimer: This document is a translation from the Chinese version. In the case for any discrepancy the original document shall supersede this version.

Annex B

Taiwan Cooperative Financial Holding Co., Ltd. Rules of Procedure for Shareholders' Meeting

Effective on June 24, 2011
First amended on June 22, 2012
Second amended on June 21, 2013
Third amended on June 20, 2014
Fourth amended on June 21, 2019
Fifth amended on June 24, 2020
Sixth amended on July 20, 2021
Seventh amended on June 17, 2022
Eighth amended on June 21, 2024

Article 1

Pursuant to the Corporate Governance Best-Practice Principles for both TWSE/GTSM Listed Companies and Financial Holding Companies, these Rules of Procedure for Shareholders' Meetings (the "Rules") which are set forth herein shall be adopted for the purposes of establishing a strong corporate governance system, building sound supervisory capabilities and strengthening management capabilities.

Article 2

Unless otherwise specifically provided by the Articles of Incorporation of Taiwan Cooperative Financial Holding Co., Ltd. (the "Corporation") or by applicable law, the meeting of shareholders (the "Meeting") shall be conducted in accordance with the Rules set forth below.

Article 3

Unless otherwise specified in law or rule, the Meeting shall be convened by the Board of Directors (the "Board").

Convening a shareholders' meeting with video conferencing shall require the Board's approval in a resolution adopted by a majority vote at a board meeting attended by at least two-thirds of the total number of directors.

Changes to how the Corporation convenes the Meeting shall be resolved by the Board, and shall be made no later than mailing of the Meeting notice.

Notice of any general meeting of shareholders shall be given at least thirty (30) days before the annual meeting date; and at least fifteen (15) days prior to an extraordinary meeting date. For those shareholders who hold less than one thousand (1,000) registered shares, notice may be posted as an announcement on the Market Observation Post System website.

The Corporation shall prepare electronic versions of the Meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, Meeting agenda, supplemental meeting materials and upload them to the Market Observation Post System (MOPS) before thirty(30) days before the date of a regular shareholders meeting or before fifteen(15) days before the date of a special shareholders meeting. In addition, before fifteen(15) days before the date of the Meeting, the Corporation shall also have prepared the Meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Corporation and the professional shareholder services agent designated thereby.

The Corporation shall make the meeting agenda and supplemental meeting materials in the preceding

paragraph available to shareholders for review in the following manner on the date of the shareholders meeting:

1. For physical Meetings, to be distributed on-site at the meeting.
2. For hybrid Meetings, to be distributed on-site at the meeting and shared on the virtual Meeting platform.
3. For virtual-only Meetings, electronic files shall be shared on the virtual meeting platform.

Both notice and announcement shall specify the reasons for convening the meetings and the contents of the meetings. With prior consents of the corresponding persons, notice may be delivered via electronic means.

Matters pertaining to election or dismissal of Directors, alteration of the Corporation's Articles of Incorporation, capital reduction, application for the withdrawal of an IPO, permit on Directors for participation in competitive business, capitalization of profits, capital surplus transferred to capital, dissolution, merger, spin-off, or any matters as set forth under Paragraph I of Article 185 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act, and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, shall be specified and elaborated in the notice of the reasons for convening the Meeting. None of the above shall be raised by an extraordinary motion.

In the event that a re-election for all directors is cited as the reason for convening the shareholders' meeting along with the inauguration date being clearly set out, once the re-election is accomplished in the shareholders' meeting, there shall be no ad hoc motions or other methods being raised for altering the inauguration date in the same meeting.

Any shareholder holding more than one percent (1%) of the total number of outstanding shares may submit to the Corporation a written proposal, to call for action at a regular meeting of shareholders and is limited to call for one action only, and no proposal containing more than one action shall be included in the meeting agenda. In addition, any proposal put forward by shareholders that meets any of the condition specified by paragraph 4 under Article 172-1 of the Company Act, shall not be listed in the agenda by the board of directors. Shareholders shall raise proposals of suggestive nature with the purpose of urging the company to contribute to public interests or to better fulfil her social responsibilities. The number of item contained in a proposal is restricted to one only according to Article 172-1 of the Company Act. Any proposal containing more than 1 item of issue shall be excluded from the agenda.

Prior to the book closing date that precedes an annual general shareholders' meeting, the Corporation shall publicly announce acceptance of shareholder proposals, accepting and processing methods, and period and venue of accepting such a proposal. Especially, the proposal submission period shall be set no less than ten (10) days.

The shareholder proposal shall be limited to no more than three hundred (300) words. The shareholder who submits a proposal shall attend the general meeting of shareholders, either in person or by proxy, and take part in discussion of his/her proposal.

Prior to issue a notice of the Meeting, the Corporation shall inform the shareholder who submits a proposal with regard to the document-based screening result of his/her proposal; and the Corporation shall list in the meeting notice the proposals conforming to the provisions of this Article (Article 3). At the Meeting, the Board shall explain the reasons for not including particular proposal(s) in the agenda.

Article 4

For each meeting of shareholders, any shareholder may appoint a proxy to attend the Meeting and vote

on his/her behalf by presenting a proxy statement and specifying the scope of authorization.

A shareholder shall file solely one proxy statement and designate solely one representative for any given meeting. Said proxy statement shall be delivered to the Corporation five (5) days prior to the convocation of the Meeting. When duplicate proxy statements are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After having submitted a proxy statement to the Corporation, the shareholder, who changes his/her mind and would like to attend the Meeting in person or to exercise his/her voting rights through use of post ballot or electronic transmission, shall file a written notice with the Corporation for proxy cancellation two (2) days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the Meeting by the proxy shall prevail.

In the event a shareholder who has exercised his/her voting right by post or electronic means intends to attend the Meeting in person or online, he/she shall revoke his/her electronic vote following the procedure for exercising a voting right two (2) days prior to the scheduled meeting date. If the revocation received after that time, the voting by post or electronic ballot shall prevail.

If, after a proxy form is delivered to the Corporation, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to this Corporation two(2) business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Other than stated in the Rules, the procedure for and the limitation of conducting a proxy statement shall pursuant to the Rules Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies and to applicable law.

Article 5

The place to be used as the venue of the Meeting shall be located in the area where the principal office of the Corporation is located or in a nearby province. The Meeting shall be convened no earlier than nine (9) o'clock in the morning or no later than three (3) o'clock in the afternoon. Full consideration shall be given to the opinions of Independent Directors with respect to the place and time of the Meeting.

The restrictions on the place of the meeting shall not apply when the Corporation convenes a virtual-only shareholders meeting.

Article 6

The Corporation shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.

The registration shall begin at least thirty (30) minutes before the meeting begins. Also, the check-in counter at the meeting location shall be clearly marked and shall have sufficient staff available for checking in shareholders. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform thirty (30) minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person. Shareholders and proxies are required to bring their attendees' passes, sign-in cards, or other attendance certifications to the Meeting. In addition to certificates required for shareholders to attend the meeting as aforementioned, the Corporation shall not request shareholders to provide other certificates without justifiable reasons. Solicitors who solicit proxy statements shall also bring identification documents for verification.

The Corporation shall prepare an attendance book for shareholders to sign-in for the Meeting, or attending shareholders may hand in a sign-in card in lieu of signing in.

The Corporation shall provide each attending shareholder with a meeting handbook, an annual report,

an attendee pass, a speakers' slip, a voting slip, and other relevant documents. Where there is an election of Board Directors, a ballot paper shall also be provided to each attending shareholder.

In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with the Corporation two days before the meeting date.

In the event of a virtual shareholders meeting, this Corporation shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least thirty (30) minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

Article 6-1

To convene a virtual shareholders meeting, this Corporation shall include the follow particulars in the shareholders meeting notice:

1. How shareholders attend the virtual meeting and exercise their rights.
2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
 - (1) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
 - (2) Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.
 - (3) In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.
 - (4) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.
3. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified. Except in the circumstances set out in Article 44-9, paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Corporation shall at least provide the shareholders with connection equipment and necessary assistance, and specify the period during which shareholders may submit an application to the company as well as other related matters requiring attention.

Article 7

If the Meeting is convened by the Board, the Chairperson of the Board shall preside the Meeting. In the event the Chairperson is on leave or absent or unable to attend the Meeting in person, he/she shall designate a Director to act on his/her behalf at the Meeting. In the absence of such a designation, the

Board Directors shall elect from among themselves an acting chairperson.

Said acting chairperson shall be a Board Director who has held his/her office for six (6) months or more and who understands the Corporation's financial and business conditions. The provision above applies mutatis mutandis to cases where the Meeting is convened by the representative of a juristic person shareholder.

A general meeting convened by the Board of Directors is advised to be presided over by the chairperson and to be attended by more than half (1/2) of the total number of Board Directors (including at least one independent director), convener of the Audit Committee himself/herself, and at least one representative from other committees with different functions. The attendance record shall be listed in the minute of the general meeting.

In addition, the Meeting may be convened by some other duly authorized person, other than the Chairperson, to convene such Meeting. When there are two (2) or more such person(s), they shall elect from among themselves a chairperson of the Meeting.

The Corporation may appoint its counsels, accountants, or associated persons to attend the Meeting when appropriate.

Article 8

The Corporation shall videotape and record the whole process of the Meeting continuously, including the attendee check-in process and the voting and counting of votes.

Said video cassettes and record tapes shall be retained for at least one (1) year. However, the Corporation shall retain these video cassettes and record tapes until the conclusion of the litigation in the event a shareholder files a lawsuit according to Article 189 of the Company Act.

Where a shareholders meeting is held online, the Corporation shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Corporation, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.

The information and audio and video recording in the preceding paragraph shall be properly kept by the Corporation during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

Article 9

Number of share is taken as the basis for calculating the attendance to the meeting. Calculating the number of shares attending the meeting shall take account of attendance book, sign-in cards, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by post or electronic transmission.

It is the duty of the chairperson to call the Meeting to order at the appointed time and announce such an information as number of non-voting shares and attending shares. In the event the attending shareholders do not represent a majority of the total number of issued shares, the chairperson shall announce a postponement of the Meeting, provided that no more than two (2) such postponements, for a combined total of no more than one (1) hour, may be made. If a quorum is not met after two postponements and the attending shareholders still represent less than one-third (1/3) of the total number of issued shares, the chairperson shall announce the adjournment of the Meeting. In the event of a virtual shareholders meeting, the Corporation shall also declare the meeting adjourned at the virtual meeting platform.

If attending shareholders represent one-third (1/3) or more of the total number of issued shares, but a quorum is not met after two postponements as referred to in the preceding paragraph, a tentative resolution shall be adopted pursuant to Paragraph 1 of Article 175 of the Company Act. All shareholders shall be notified of any tentative resolution, and another meeting shall be held within one

(1) month period. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to the Corporation in accordance with Article 6.

In the event the number of shares possessed by attending shareholders reaches a majority of the total number of issued shares before the conclusion of the Meeting, the chairperson shall re-submit the tentative resolution for a vote at the Meeting pursuant to Article 174 of the Company Act.

Article 10

The Board Director sets an agenda for the Meeting when such Meeting is convened by the Board. The Meeting shall proceed in the order set, and which shall not be altered without a resolution of shareholders.

The provisions of the preceding paragraph apply mutatis mutandis to the Meeting convened by some other duly authorized person, other than the Chairperson of the Board.

Except by a resolution, the chairperson shall not announce the adjournment of the Meeting prior to the completion of each agenda item (including an extraordinary motion) of the preceding two paragraphs. In the event the chairperson violates the Rules by announcing the Meeting is adjourned, the other Directors of the Board shall promptly assist attending shareholders in electing a new chairperson in accordance with statutory procedures, by the concurrence of a majority of all the attending shareholders-elect, and then continue the Meeting.

The chairperson shall provide the opportunities for full discussions and explanations on amendment proposals or ad hoc motions raised by shareholders or in the agenda, and shall announce to stop discussions by resorting to vote if the discussions have reached the point for a decision. A proper length of time shall be arranged for the vote.

Article 11

Any attending shareholder shall specify a speaking subject, the shareholders' account name and number (or attendance card number) on his/her speaking slip before speaking at the Meeting. The sequence of speeches by shareholders shall be determined by the chairperson.

Any shareholder, who submits his/her slip for a speech but does not speak at the Meeting, shall be deemed to have not giving a speech. In the event the content of the speech does not correspond to the subject given on the speakers' slip, the spoken content shall prevail.

Unless otherwise permitted by the chairperson, a shareholder shall not speak more than twice on the same proposal, and a single speech shall not exceed five (5) minutes. In the event a speech given at the Meeting violates the Rules or exceeds the scope of the proposal, the chairperson may terminate that speech.

Unless otherwise permitted by both the chairperson and the shareholder in speaking, no shareholder shall interrupt the speeches of the other shareholders. Any violation of this provision shall be stopped by the chairperson.

In the event two (2) or more representatives are appointed to act on the behalf of a juristic person shareholder at the Meeting, solely one representative shall speak for each proposal.

The chairperson shall respond in person or direct relevant personnel to reply to a speech given at the Meeting.

Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chairperson declaring the meeting open until the chairperson declaring the meeting adjourned. No more than two(2) questions for the same proposal may be raised. Each question shall contain no more than two hundred (200) words. The regulations in paragraphs 1 to 5 do not apply.

Article 12

Counting of votes at the Meeting shall be based on the number of shares.

With respect to a resolution passed on a poll taken at the Meeting, the number of shares held by shareholders who have no voting rights shall not be counted as part of the total number of issued shares.

For the shareholder who is an interested party in relation to an agenda item and would therefore likely to harm the interest of the Corporation, he/she shall not vote on that item. Said shareholder shall not exercise a voting right as a proxy on behalf of any other shareholder.

The number of shares for which voting rights may not be exercised, as referred to in the preceding paragraph, shall not be counted as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as a proxy by two (2) or more shareholders, the voting rights represented by that person shall not exceed three percent (3%) of the voting rights represented by the total number of issued shares. The voting right in excess of that percentage shall not be counted.

Any Board Director who pledges over half (1/2) of the number of shares with which he/she was elected shall have no right to vote at the Meeting. In addition, the exceeded share shall not be counted as part of the number of the voting shares held by shareholders attending the Meeting.

Article 13

A shareholder shall be entitled to one vote for each share held, unless otherwise restricted by law or deemed non-voting shares.

Unless otherwise specified by the Corporation's Articles of Incorporation or applicable law, the resolution of the Meeting shall require an affirmative vote of over half (1/2) of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chairperson or a person designated by the chairperson shall announce the total number of voting rights represented by attending shareholders.

If no objection is voiced after solicitation by the chairperson, a resolution shall be deemed adopted and shall have the same effect as being approved by vote. In the case of objection, a vote shall be adopted by referring to voting method in the preceding paragraph.

In the event there is an amendment or an alternative to a proposal, the chairperson shall present the amendment or alternative together with the original proposal, and shall determine the sequence of voting. If any one of them has been adopted, the others shall be deemed vetoed and no further voting is necessary.

The chairperson of the Meeting shall appoint vote monitoring and counting personnel for the vote. All monitoring personnel shall be shareholders of the Corporation.

Counting vote on a proposal or for an election shall be conducted in public at the venue of the Meeting. The result of the vote, including the statistical tallies of the numbers of votes, shall be announced on-site following the completion of vote counting and placed on record.

When the Corporation convenes a virtual shareholders meeting, after the chairperson declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chairperson announces the voting session ends or will be deemed abstained from voting.

In the event of a virtual shareholders meeting, votes shall be counted at once after the chairperson announces the voting session ends, and results of votes and elections shall be announced immediately.

Shareholders may exercise their voting rights through voting at the Meeting, use of postal ballot, or use

of electronic transmission. In the event voting rights may be exercised by post or electronic means, the method of such exercise shall be specified in the meeting notice.

A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting.

When this Corporation convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two(2) days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

Article 14

The election of Board Directors at the Meeting shall be held in accordance with the Corporation's procedure for conducting election of the Directors of the Board and with applicable law. The result of the election shall be announced on-site, including the names of those elected as Directors, the number of votes with which they were elected, the list of failing-to-be-elected and the votes that each of the defeated has gained.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and be kept in proper custody for at least one (1) year. However, the Corporation shall retain these ballots until the conclusion of the litigation in the event a shareholder files a lawsuit based on Article 189 of the Company Act.

Article 15

Matters pertaining to resolutions of the Meeting shall be recorded in the minutes. Said minutes shall be signed or sealed by the chairperson of the Meeting, and a copy shall be distributed to each shareholder within twenty (20) days after the conclusion of the Meeting. Minutes may be produced and distributed in an electronic format.

The minutes referred to in the preceding paragraph shall be published by the Corporation on the Market Observation Post System website.

The meeting minutes shall be recorded by fact with the date, month, year, venue, name of the chair, resolution method, summary of the proceedings, and outcome of the vote of the meeting (including the number of voting rights as calculated), when an election of directors is held, the number of voting rights that each candidate has received shall be disclosed and shall be retained for the duration of the existence of the Corporation.

For the resolution method referred to in the preceding paragraph, a resolution shall be recorded as "the resolution is adopted based on the unanimous concurrence of shareholders" if no objection is voiced after solicitation by the chairperson. In the case of objection, the voting approach and the number of votes with which such resolution was put into a vote and the percentage of shareholding shall be specified in the resolution method.

Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the third paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chairperson's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be

included in the minutes.

When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, this Corporation shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online

Article 16

On the day of the Meeting, the Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation as well as the number of shares represented by proxies, the number of shares represented by shareholders attending the meeting by correspondence or electronic means and shall make a disclosure of the same at the place of the Meeting. In the event a virtual shareholders meeting, the Corporation shall upload the above meeting materials to the virtual meeting platform before the meeting starts.

During the Corporation's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

Any resolution constitutes material information under applicable law or under regulations prescribed by the Taiwan Stock Exchange Corporation shall be uploaded onto the Market Observation Post System website within the prescribed time period.

Article 17

Staffs who deal with administrative items of the Meeting shall wear a name badge or arm band.

The chairperson shall direct proctors or security guards to maintain order at the Meeting. Said proctors or security guards shall wear name badges or arm bands marked the word "Proctor" for identification purpose.

For the meeting place equipped with a public address system, attending shareholders shall speak using such device setup by the Corporation. Any violation of this provision shall be stopped by the chairperson.

In the case a shareholder violates the Rules and defies the chairperson's correction, and hence obstructs the progress of the Meeting and refuses to heed calls to stop, the chairperson shall direct proctors or security guards to escort that shareholder out of the Meeting.

Article 18

The chairperson shall, at his discretion, set time for intermission during the Meeting. In case a force majeure event occurs, the chairperson shall declare the Meeting temporarily suspended and announce a time when, in view of the circumstances, the Meeting will be resumed.

Shareholders shall adopt a resolution to resume the Meeting at another venue in the event the meeting venue is no longer available for continued use and not all agenda items (including extraordinary motions) have been addressed.

A resolution may be adopted at the Meeting to defer or resume the Meeting within five (5) days in accordance with Article 182 of the Company Act.

Article 19

In the event of a virtual shareholders meeting, the Corporation shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations.

Article 20

When the Corporation convenes a virtual-only shareholders meeting, both the chairperson and

secretary shall be in the same location, and the chairperson shall declare the address of their location when the meeting is called to order.

Article 21

In the event of a virtual shareholders meeting, when declaring the meeting open, the chairperson shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chairperson has announced the meeting adjourned, and the obstruction continues for more than thirty(30) minutes, the meeting shall be postponed to or resumed on another date within five(5) days, in which case Article 182 of the Company Act that the date shall be resolved by the shareholders' meeting shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.

For a meeting to be postponed or resumed under the first paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders meeting held under the first paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors.

When the Corporation convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in first paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the first paragraph is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

When postponing in five days or resuming a meeting according to the first paragraph,

Under the first paragraph, the meeting shall be postponed to or resumed on another date within five(5) days is not apply in Paragraph 3 of Article 165, Paragraph 3 of Article 172, Article 172-1, Paragraph 3 and 4 of Article 177, Paragraph 1 and 2 of Article 177-2, Paragraph 2 of Article 177-3, Article 192-1 and Article 216-1 of the Company Act, Article 41, Article 44-3, Paragraph 1 of Article 44-5 and Article 44-6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, Article 7, front part of Article 12, Paragraph 1 of Article 13 and Article 13-1 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, Article 23 of Regulations Governing Information to be Published in Annual Reports of Public Companies, Article 5 and 6 of Regulations Governing Content and Compliance Requirements for Shareholders' Meeting Agenda Handbooks of Public Companies, Article 4 and Article 6, paragraph 2 of Regulations Governing the Operation of and Compliance Requirements for Split Voting by Shareholders of Public Companies remains unchanged, the Corporation shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements.

Under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, this Corporations hall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the first paragraph.

Article 22

When convening a virtual-only shareholders meeting, the Corporation shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online. Except in the circumstances set out in Article 44-9, paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Corporation shall at least provide the shareholders with connection equipment and necessary assistance.

Article 23

These Rules enter into force after the approval of the shareholders' meeting. The same procedure applies to the amendment of these Rules.

Disclaimer: this document is a translation from the Chinese version. In the case for any discrepancy the original document shall supersede this version

Annex C

TCFHC's 5th Directors' Shareholdings Statistics

1. TCFHC has a paid-in capital reached NT\$152,242,105,960 with 15,224,210,596 shares issued in total.
2. Under Article 26 of the Securities and Exchange Act, the allowed minimum number of shareholdings for all board members is 160,000,000 shares.
3. The numbers of individual director's and of all directors' shareholdings as of the book closure date of the general meeting of shareholders (dated on April 22 2025 are provided as follows:

| Title | Name | Representative shareholder | Shareholdings (shares) | Shareholding ratio |
|----------------------|------------------------------|---|------------------------|--------------------|
| Chairperson | Lin, Yen-Mao | Ministry of Finance, R.O.C. | 3,968,075,591 | 26.06% |
| Director | Su, Tso-Cheng | Ministry of Finance, R.O.C. | 3,968,075,591 | 26.06% |
| Director | Chiang, Jui-Tang | Ministry of Finance, R.O.C. | 3,968,075,591 | 26.06% |
| Director | Den, Yen-Dar | Ministry of Finance, R.O.C. | 3,968,075,591 | 26.06% |
| Director | Lee, Chung-Yung | Ministry of Finance, R.O.C. | 3,968,075,591 | 26.06% |
| Director | Tsai, Kuo-Tai | Ministry of Finance, R.O.C. | 3,968,075,591 | 26.06% |
| Director | Yang, Dong-Liang | National Farmers' Association, R.O.C. | 235,839,433 | 1.55% |
| Director | Chen, Chun-Hung | National Farmers' Association, R.O.C. | 235,839,433 | 1.55% |
| Director | Mai, Shen-Gang | The National Federation of Credit Co-operatives, R.O.C. | 5,892,916 | 0.04% |
| Director | Shiu, Jia-Hau | Taiwan Cooperative Bank Labor Union | 4,385,043 | 0.03% |
| Independent Director | Lin, Hsuan-Chu | | 0 | 0% |
| Independent Director | Shay, Arthur | | 0 | 0% |
| Independent Director | Lin, Hann-Chy | | 0 | 0% |
| Independent Director | Chang, Min-Chu | | 0 | 0% |
| Independent Director | Liu, Beatrice | | 0 | 0% |
| Subtotal | Shares held by all directors | | 4,214,192,983 | 27.68% |

Annex D

Exercise of proposal rights by shareholders

Review results of proposals from shareholders:

- I. Pursuant to Article 172-1 of the Company Act, TCFHC's accept shareholder proposals for the 2025 General Shareholders' Meeting from April 13, 2025 to April 23, 2025.
- II. Shareholder who made the proposal: Account number: 1578591, Lu ○○.
- III. The shareholder's proposal above was reviewed in the 23rd meeting of the 5th-term Board of Directors on April 28, 2025. As the number of shares held by the shareholder who made the proposal did not reach 1% of the Company's outstanding shares as of the book closure date, and the matter proposed was not a matter that may be resolved by the shareholders' meeting, it was not included as an agenda item in the TCFHC's 2025 General Shareholders' Meeting as it did not comply with Article 172-1 of the Company Act.