

# 國泰世華商業銀行與利害關係人授信或交易管理準則

## Guidelines Governing Credit Extensions and Transactions other than Credit Extensions with Interested Parties, Cathay United Bank

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Responsible Unit: Compliance Department

### Chapter 1 General Provisions

#### Article 1 Legal Basis

The Guidelines is enacted pursuant to “The Banking Act”, “Financial Holding Company Act” (hereinafter referred to as “the FHC Act”), and relevant orders or letters issued by the competent authority (ies).

#### Article 2 Definition of Terminology

The terms as used in the Guidelines shall have the following meanings:

1. “Subsidiaries” shall mean subsidiaries as prescribed in Article 4 under “the FHC Act”;
2. “Majority shareholder” shall mean a natural or a juristic person holding 5% or more of the total outstanding voting shares or the total amount of capital stock of Cathay Financial Holdings (hereinafter referred to as “the Holdings”), or any of the Holdings’ subsidiaries or affiliates; if the major shareholder is a natural person, the number of shares held by his/her spouse and minor children shall be aggregated into the principal's shareholding; and
3. “Affiliate” shall mean an enterprise to which Articles 369-1 through 369-3, Article 369-9 and Article 369-11 of the “Company Law” apply.

#### Article 3 Scope of Application

Besides what are provided for in this Guidelines, in case where the applicable laws of the Bank, the Holdings and its subsidiaries or affiliates or the regulations of the competent authority (ies) otherwise provide regarding

the matters within the scope of interested parties, credit extensions, or transactions, the Bank shall comply with such laws or regulations.

#### **Article 4 Procedures for Acquisition and Disposal of Assets**

Transactions involving the scope of procedures for acquisition and disposal of assets promulgated by the Bank, the Holdings and its subsidiaries or affiliates, the Bank shall comply with such procedures.

## **Chapter 2 Credit Extensions**

#### **Article 5 Interested Parties of Credit Extensions**

The term “Interested parties” as used in this chapter shall include the following:

1. The Holdings and a responsible person and majority shareholders of the Holdings;
2. An enterprise solely invested in by or a partnership invested in by a responsible person or majority shareholders of the Holdings, or an enterprise or an organization in which such a responsible person or majority shareholders concurrently acts as the responsible person or representative(s);
3. Companies in which more than one half of the directors concurrently act as the directors of the Holdings or its subsidiaries;
4. The Holdings’ subsidiaries and responsible persons and majority shareholders of such subsidiaries;
5. Enterprises in which the Bank holds 3% or more of the total paid-in capital; the Bank’s responsible person, staff, majority shareholders, and any interested party (ies) of the Bank’s responsible person or of a staff member in charge of credit extensions.

The definition of “Responsible Persons” as used in the preceding paragraph shall be identified in accordance with relevant laws or regulations, and orders or letters of the competent authority (ies). The definition of “interested parties” shall include the following:

1. Spouse, relatives by blood within the third degree of kinship or relatives by marriage within the second degree of relationship of the responsible person of the Bank or of a staff member in charge of credit extensions of the Bank.
2. An enterprise solely invested in or a partnership invested in by a responsible person of the Bank, or by a staff member in charge of credit extensions of the Bank, or by an interested party stipulated in preceding subparagraph of this Paragraph.
3. An enterprise of which more than 10% of the total outstanding shares or the total amount of capital stock is solely or totally held by the responsible person of the Bank, by a staff member in charge of credit extensions of the Bank or by an interested party stipulated in Subparagraph 1 of this Paragraph.
4. An enterprise in which the responsible person, a staff member in charge of credit extensions of the Bank or an interested party stipulated in Subparagraph 1 of this Paragraph act as a director, supervisor or manager, but except those who concurrently hold these positions due to investment in such an enterprise after obtaining approval of the Central Competent Authority.
5. A juristic person or any other organizations in which the responsible person of the Bank, a staff member in charge of credit extensions of the Ban, or an interested party stipulated in Subparagraph 1 of this Paragraph acts as a representative or an administrator.

#### **Article 6 Prohibitions of Credit Extensions**

Unless otherwise provided by laws or regulations, the Bank shall not extend unsecured credit to the interested parties as set forth in Paragraph 1 of the preceding Article. When extending secured credit, the Bank shall comply with Article 33 under the “Banking Act”.

The prohibitions on unsecured credit in the preceding paragraph shall not apply to consumer loans and government loans.

Any secured credit extended by the Bank shall meet the following requirements:

1. Such credit extension shall be fully secured and the terms and conditions shall not be more favorable than those offered to other same category counterparties. The terms and conditions of such credit extension include interest rates, a collateral and its appraisal of the value thereof, availability of guarantor(s), loan tenure, repayment methods of the principals and interests, etc. The same category counterparties refer to the person to whom the credits are extended within one year, for the same purpose, and under the same accounting item. When proposing a credit extension with the interested parties, the supporting documents shall be attached evidencing the terms and conditions of such credit extension are not more favorable than those offered to other same category counterparties;
2. If the credits extended to the same client, respectively or aggregately, reaches NT\$ 100 million or accounts for 1% of the Bank's net-worth, such credit extension shall be adopted in a resolution by at least three-quarters the directors present in a Board of Directors meeting attended by at least two-thirds all directors;
3. The aggregate amount of secured credit to the same juristic person shall not exceed 10% of the Bank's net worth;
4. The aggregate amount of secured credit to the same natural person shall not exceed 2% of the Bank's net worth; and
5. The aggregate amount of secured credit to an interested party of credit extension shall not exceed 1.5 times of the Bank's net worth.

The following credit extensions shall not be included in the amount of the aforesaid connected credit extension to each related party, and the aggregate amount of such credit extensions referred to in the preceding paragraph:

1. Such a credit extension under a special project approved by the Ministry of Finance (or the Financial Supervisory Commission), or credit extension through the special project refinancing of the Central Bank of the Republic of China (Taiwan) (hereinafter referred to as "the Central Bank"), in cooperation with government policies.
2. Such credit extensions granted to government agencies or public enterprises.
3. Such credit extensions under the collateral of government bonds, treasury bills, savings bonds issued by the Central Bank, negotiable certificates of deposit issued by the Central Bank, or deposits of the Bank.

### **Chapter 3 Transactions Other Than Credit Extensions**

#### **Article 7 Interested Parties of Transactions**

The term of "Interested parties" as used in this chapter shall include the following:

1. The Holdings and its responsible persons and majority shareholders;
2. Enterprises solely invested in or partnership invested in by responsible persons, or by majority shareholders of the Holdings; or enterprises in which such responsible persons concurrently act as responsible persons as set forth in Article 8 of the "Company Act" (Including those responsible persons and major shareholders who act as responsible persons of foreign institutions located in Taiwan in accordance with "Company Act"), or organizations in which such responsible persons or majority shareholders concurrently act as representatives;
3. The Holdings' affiliates, and responsible persons and majority shareholders of such affiliates;
4. The Holdings' subsidiaries and its responsible persons.

The scope of "Responsible Person" as used in the preceding paragraph shall be identified in accordance with relevant laws or regulations, and orders or letters of the competent authority (ies). When a juristic person shareholder is elected as a director or a supervisor in the capacity of a juristic person or an authorized

representative, the responsible persons shall include the juristic person and its Chairman, a natural person legally designated to perform the duties on behalf of the juristic person, and an authorized representative who is elected as a director or a supervisor on behalf of the juristic person.

Where the responsible person of the Holdings is a juristic person, who appoints a representative other than any of those prescribed in the preceding paragraph to be elected as a director or supervisor of another enterprise, the enterprise should not be one with its responsible person who also serves as the responsible person of the Holdings, as prescribed in Subparagraph 2 of Paragraph 1.

## **Article 8 Transactions**

The term “Transactions” as used in the Guidelines shall include the following:

1. Investment in or purchase of securities issued by any of the interested parties as set forth in each Subparagraph, Paragraph 1 of the preceding Article, except for the shares of reinvestments held by the Holdings or its subsidiaries in accordance with Article 36 and 37 of the “FHC Act” or provided in other laws;
2. Purchase of real estate or other assets from any of interested parties as set forth in each Subparagraph, Paragraph 1 of the preceding Article;
3. Sale of securities, real estate or other assets to any of the interested parties as set forth in each Subparagraph, Paragraph 1 of the preceding Article;
4. Entering into agreements regarding payment of money or provision of services with any of the interested parties as set forth in each Subparagraph, Paragraph 1 of the preceding Article;
5. Arrangements involving any of the interested parties as set forth in each Subparagraph, Paragraph 1 of the preceding Article as an agent or broker of the Holdings or of its subsidiary (ies) or providing other services which charge commissions or fees;
6. Engaging in transactions with third parties having interested relationship with any of the persons as set forth in each subparagraph of Paragraph 1 of the preceding Article, or engaging in transactions with third parties in which transaction and persons mentioned in each subparagraph of Paragraph 1 of the preceding Article.

The scope of third parties having relationship as mentioned in Subparagraphs 6 of the preceding paragraph:

- (1) Spouses and relatives by blood within the second degree of kinship of any of the persons as set forth in subparagraph 1~4 of Paragraph 1 of Article 7, enterprises in which any of the interested parties or their spouses act as directors, supervisors, or presidents, as well as act as managerial officers with the equivalent functionality of president for branches of foreign institutions located in Taiwan. The scope of “interested parties” is limited to natural persons.
- (2) The Bank’s transactions of exchange-listed and OTC-listed securities issued by interested third parties on the centralized securities exchange market and the GreTai Securities Market are not applicable to Article 45 of the FHC Act.

The term “securities” as used in Subparagraphs 1 and 3 of the paragraph 1 shall not include negotiable certificates of deposit issued by the subsidiaries of “the Holdings”.

Engaging in transactions with third parties having a relationship with any of the interested parties as set forth in Subparagraph 6 of Paragraph 1 shall exclude the following transactions:

1. A subsidiary of the Holdings respectively serves as a custodian institution and a sales agent of the same security investment trust fund, and the contractual parties and agreed matters of both agreements of securities investment trust funds and sales agent are free from involving other interested parties.
2. The Holdings or its subsidiary engages in transactions of financial derivative with third parties while the custodian institution is the interested party as set forth in Paragraph 1 of the preceding Article.
3. The Holdings or its subsidiaries merchandise ordinary corporate bonds issued by third parties in the secondary market when the custodian institution is the interested party as set forth in Paragraph 1 of the preceding Article.
4. A subsidiary of the Holdings serves as a co-organized underwriter of international IPO, and any of the interested party as set forth in Paragraph 1 of the preceding Article subscribes to the securities with equity characteristics of the international IPO from underwriter or other co-organized underwriter.

#### **Article 9 Resolution Procedure**

When the Bank or its subsidiaries engage in transactions with interested parties, the terms and conditions of such transactions shall not be more favorable than those offered to the same counterparties, and such transactions shall be adopted in a resolution by at least three-quarters of the directors present in a Board of Directors meeting attended by at least two-thirds of all directors. When the Bank engages in such transactions with interested parties, it may draw up internal operational rules with the concurrence of at least three-quarters of all directors present in the Board of Directors meeting attended by at least two-thirds of all directors to give the management department general authorization according to the relevant operational rules and the Delegation of Authority Matrix.

#### **Article 10 Transaction Limits of the Bank**

When the Bank engages in transactions with interested parties, the amount of such transactions with any single interested party shall not exceed 10% of the net worth of the Bank, and the aggregate amount of transactions with all interested parties shall not exceed 20% of the net worth of the Bank. The term "All interested parties" shall include the interested parties as set forth in each Subparagraph, Paragraph 1 of Article 5, Paragraph 1 of Article 7, and the third parties having interested relationships mentioned in Subparagraph 6, Paragraph 1 of Article 8 of the Guidelines.

The Bank's transactions with National Development Fund of the Executive Yuan are transactions other than the credit extension prescribed in Paragraph 2 of Article 45 of the FHC Act, which are not restricted by the limits mentioned in the preceding paragraph.

The transaction limits prescribed in Paragraph 1 shall be calculated based on the balances and compliant with the following requirements:

1. Where the Bank engages in transactions other than credit extension with the Holdings or an enterprise of the Holdings invested in accordance with Subparagraphs 1 to 8, Paragraph 2, Article 36 of the "FHC Act", only the following amounts shall be included:
  - (1) For buying, selling and leasing real estate, and establishment of superficies, the acquisition costs shall be included, but except for the proviso of the preceding Article;
  - (2) For self-owned securities, the acquisition costs shall be included, but except for the proviso of the preceding Article, or the equity transaction arising from the adjustment of the organization or shareholding structure as set forth in Article 31 of the "FHC Act".
2. Where the Bank engages in transactions with the Holdings or interested parties other than the enterprise invested by the Holdings in accordance with Subparagraphs 1 to 8, Paragraph 2, Article 36 of the "FHC Act", the amounts of transactions shall be included in the transaction limits, except for the following transactions:

- (1) Any transaction meets the requirement of the general authorized transactions described in Paragraph 2 of the preceding Article; or
- (2) Any equity trading arising from the adjustments of the organization or shareholding structure as set forth in Article 31 of the “FHC Act”.
3. The calculation method of the transaction limits in the preceding two Subparagraphs:
  - (1) Asset related transactions (including real property, personal property right-of-use assets, securities, etc.):
    - A. The limits shall be calculated based on balance amount; the acquisition cost shall be added into the calculation without considering depreciation. Limits may be deducted when such assets are sold.
    - B. Sales of unsound credit assets may be respectively deducted from the limits upon the extinction of such unsound credit assets bought by counterparties.
  - (2) Liability related transactions (including debt securities issued by the primary markets, e.g. financial bonds): The calculation method is subject to asset transaction, which shall be calculated based on the balance amount.
  - (3) Profit and loss related transactions (including charging or paying handling fees, and specifying lease payments in accordance to recognized lease exemptions under the “IFRS 16”, and such payments shall be recognized as expenses within leasing tenure): Annual income and expenses are combined into the total transaction amount, and it will be calculated as zero in the next year.
4. When the Bank engages in financial derivatives, the calculation method of transaction limits shall not be less than the future potential exposure amount prescribed in the “Description and Table for Formula for Calculating the Equity Capital and Risk Assets of a Bank” nor the “Description and Table for Formula for Calculating the Equity Capital and Risk Assets of a Bills Finance Company”.
5. [The calculation for the outstanding balance of the Bank’s transactions on short-term bills and bonds is reference to Article 7 of the “Standards for Bills Houses to Trade Short-Term Bills or Bonds Issued by Certain Designated Enterprises”. The calculation is based on the proprietary position of the inventory plus the book value of the short-term bills and bonds sold under the repurchase agreement.](#)

## Chapter 4 Controlled Matters

### Article 11 Controls of the Information of Interested Parties

The Bank shall file the data of interested parties with the information system for inquiry and internal control.

The relevant matters on the data filing and maintenance of the Bank’s interested parties are implemented in accordance with the Function Distribution Table for the Bank’s Interested Parties Filing and Maintenance (as the attachment). Each data maintenance unit shall appoint designated personnel who are responsible for such information updating and maintenance.

Any changes in the information of the Bank’s interested parties shall be subject to the following requirements:

1. Where any changes occur in the Bank’s investee enterprises, the Bank’s responsible person, staff and any interested parties of the Bank’s responsible person or of a staff member in charge of credit extensions, each data maintenance unit shall immediately update such information.
2. Regular updates and maintenance:  
Before the end of February, May, August, and November of each year, the responsible units and designated personnel shall print all the interested party files on an account by account basis, the interested persons and a staff member in charge of credit extensions shall sign and confirm the accuracy of the relevant information afterwards. The responsible unit and designated personnel shall, upon receiving the written documents, immediately update and maintain the relevant information of the

system. The above procedure shall also apply to the maintenance of the information of investee enterprises.

3. Irregular updates and maintenance:

(1) The responsible units and designated personnel shall, since the date of knowledge of a newly-appointed interested person or a new staff member in charge of credit extensions, notify the interested party or the staff member in charge of credit extensions in writing within two days to declare of the information of his/her interested parties. The responsible units and the designated personnel shall keep track of whether the declaration process has been completed within five days after the delivery of notice, or immediately file the information into the system while receiving the written documents.

(2) The responsible units and the designated personnel shall immediately update the information of the system since the date of knowledge of any changes in job transfer of the related persons or a staff member in charge of credit extensions.

4. When a interested person concurrently serves as the responsible person of two companies or more, the responsible units of the companies holding concurrent positions shall mutually coordinate one of those companies to take the responsibility of filing the initial declared information and maintaining such information as set forth in the preceding paragraph (in principle, the company which has a larger scope of information reporting according to the laws shall take such the responsibility).

**Article 11-1 Provision of the Information of interested Parties**

The Interested persons or a staff member in charge of credit extensions shall proactively and instantly provide the change of information related to the himself/herself and his/her interested parties (e.g. relatives by marriage, relatives by blood, new appointment or resignation of a company’s responsible person) for the Holdings and its subsidiaries to keep instantly updated with the information of interested parties and maintain the accuracy of the data.

**Article 12 Control of Credit Extension**

The credit extension proposal units of the Bank shall look into interested parties of credit extensions’ files before submitting a proposal of credit extension, and shall meet the requirements of Article 6. The unit shall also disclose the existing or potential conflicts of interest to all directors prior to the resolution adopted by the Board of Directors.

The matters relating to the credit extensions and such transactions engaged with interested parties shall be filed on a case by case basis, and the information shall be preserved in order to periodically report the statistics to the Holdings and rapidly provide such information to the Holdings or the competent authority (ies) for audit purpose.

**Article 13 Transaction Control**

When engaging in any transaction, the Bank shall appoint the designated personnel to look into the file of interested parties before every single transaction and verify whether a counterparty is an interested party.

If a counterparty is an interested party, unless otherwise specified, the following requirements shall be strictly implemented:

1. The transaction units shall provide the documents evidencing the terms and conditions of such transactions are not more favorable than those offered to other same category counterparties and obtain approval in accordance with the Delegation of Authority Matrix. However, when the transactions meet the conditions specified in Paragraph 5, Article 8 of the “Policy of Governing Credit Extensions and Transactions other than Credit extensions with Interested Parties”, aforementioned documents may be exempted.

2. The transactions shall be conducted after a resolution adopted by the Board of Directors in accordance with the procedure as set forth in Article 9 of the Guidelines. Any existing or potential conflict of interest shall be disclosed to all directors prior to the resolution decided by the Board of Directors.
3. The transaction units shall file the matters relating transactions on a case by case basis and preserve such transaction information in order to rapidly provide it to the Holdings or the competent authority (ies) for audit purpose.
4. If there is any amendment in the final content of a case after obtaining the approval, transaction units shall correct the information which has been filed and preserved regarding the preceding subparagraph.

The Bank may properly adjust the transactional control procedures in the preceding Paragraph based on its organizational structure, functions, and operational processes.

## **Chapter 5 Additional Provisions**

### **Article 14 Operating Procedure for Reporting Transactions with interested parties to the Board of Directors**

The following examination procedures shall be implemented on transactions with interested parties between the Holdings and its subsidiaries or among the subsidiaries prior to concurrences of the Board of Directors. Otherwise, the proposals of such transactions shall not be submitted to the Board of Directors.

1. Transaction unit (s) and counterparty (ies):
  - (1) When signing off on the relevant transaction case, the handling staff member(s) of transaction unit (s) shall immediately notify the relevant party (ies) via phone or e-mail for reporting such case to the Board of Directors .
  - (2) The compliance officer(s) (staff) of the transaction units shall sign in the “Compliance Items” field of the proposal to confirm that such a case is one of “Transactions with interested parties.”
  - (3) Upon obtaining the approval for the case, the handling staff member (s) of the transaction units shall complete the “Transactions with interested Parties Reporting Form” and notify the counterparty (ies) after obtaining the approval of the belonging Heads of Departments/Regional Centers/Branches.
  - (4) Upon receiving the reporting form and confirming the accuracy of the information provided therein, the handling staff member (s) of the counterparty (ies) shall instantly draft the specific contents for submitting to or elaborate the reasons for not submitting to the Board of Directors in the field of “Description of the Content of Proposal” regarding the information filled in the such field by the counterparty (ies), and shall reply to the transaction units after obtaining the approval of the Heads of Departments/Divisions/Branches.
  - (5) The transaction units and the counterparty (ies) shall attach the completed reporting forms when submitting a proposal to the handling unit of the Board of Directors meeting of their companies.
  - (6) Every single reporting form shall be provided for one transaction only.
2. The handling units of the Board of Directors meeting of the transaction units and the counterparty (ies):
  - (1) Upon receiving the “Transactions with interested Parties Reporting Form” as mentioned above, the proposal units of both transactional parties shall ensure the consistency in the two sides of proposal information and verify the list of Directors requiring interest avoidance. After obtaining the approvals form the Heads of both proposal units, the reporting forms shall be reconfirmed by the handling units of the Board of Directors meeting of their belonging companies, and then sent to the transaction units for reference.
  - (2) When arranging the agendas of the Board of Directors meeting, the handling units of both the transaction units and the counterparty (ies) shall cross check the consistency in proposal information of transactions with interested parties.

### **Article 15 Internal Controls and Penalties**

The provisions prescribed in the Guidelines shall be included as crucial criteria of internal control and compliance system for each department. Any relevant personnel found in violation of the Guidelines shall be punished in accordance with the regulations of personnel affairs.

Audit unit of the Bank shall inspect on whether the internal operating rules meet the procedures and relevant regulatory requirements, and shall spot check whether the terms and conditions of the general authorized transactions are not more favorable than those offered to other same category counterparty when conducting the routine audit.

**Article 16 Management Guidelines for Engaging in Credit Extensions or Transactions other than Credit Extensions between the Subsidiaries and Interested Parties**

The subsidiaries of the Bank shall establish the guidelines for managing credit extensions and transactions with interested parties depending on its industrial status and category and scope of the transaction, which shall be adopted in a resolution by the Board of Directors and submitted to the Bank for approval afterwards. The same shall apply for future amendments.

**Article 17 Applicable Regulations**

Other matters not provided in the Guidelines shall be subject to the provisions under “the Banking Act”, the “FHC Act”, and other relevant laws and regulations.

**Article 18 Amendment and Implementation**

The promulgation, amendment, or abolishment of the Guidelines shall be adopted in a resolution by the Audit Committee, submitted to the board of directors for consent, granted by the Chairman, and then reported to the Holdings for final approval afterwards.

The Guidelines shall take into effect from the date of its promulgation. In the case of amendment or repeal of the Guidelines, the requirement of this Article also apply.

**Attachment:** Function Distribution Table for the Bank’s Interest Parties Filing and Maintenance

| Objects Whom Should Be Filed<br>(Interested parties of the Bank)   | Unit Code | Data Entry and Maintenance Units                                     | Remarks  |
|--|-----------|--|--|
| <ul style="list-style-type: none"> <li>● Director (s) of the Bank and his/her/their interested parties</li> </ul>  | 00002     | Legal Affairs Department Secretary Section                           |  |
| <ul style="list-style-type: none"> <li>● Investee enterprise (s) of the Bank</li> <li>● Majority shareholder (s) of the Bank</li> </ul>  | 00012     | Finance Accounting Department  |  |
| <ul style="list-style-type: none"> <li>● President</li> <li>● Supervisory Head (s) of the Bank and his/her/ their interested parties</li> </ul>  | 00013     | Human Resources Department   |  |
| All staff members of the Bank  | 00013     | Human Resources Department   |  |
| <ul style="list-style-type: none"> <li>● Unit Head</li> <li>● a staff member in charge of credit extensions</li> </ul> <p>of each Department/Regional Center/Branch of the Bank and his/her/their interested parties</p> |           | Departments/Regional Centers/Branches (including the overseas units) | The information of the overseas units’ interested parties shall be filed and maintained into the system by the Human Resources Department (H.O.) following the notification of the overseas units.               |
| The responsible person (s) of the overseas subsidiary (ies) and his/her/their interested party (ies)   | 00013     | Human Resources Department   | The information of the overseas subsidiaries’ interested parties shall be filed and maintained into the system by the Human Resources Department (H.O.) following the notification of the overseas subsidiaries. |