

Cathay United Bank Rules of Procedure for Board Meetings

Approved on 2004.02.06 during the 6th Meeting of the 10th-term Board of Directors
Amended on 2005.02.02 during the 4th Meeting of the 11th-term Board of Directors
Amended on 2006.11.20 during the 7th Special Meeting of the 11th-term Board of Directors
Amended on 2008.03.19 during the 3rd Meeting of the 12th-term Board of Directors
Amended on 2009.03.05 during the 7th Meeting of the 12th-term Board of Directors
Amended on 2009.04.29 during the 8th Meeting of the 12th-term Board of Directors
Amended on 2011.04.29 during the 4th Meeting of the 13th-term Board of Directors
Amended on 2012.03.16 during the 7th Meeting of the 13th-term Board of Directors
Amended on 2012.10.31 during the 10th Meeting of the 13th-term Board of Directors
Amended on 2016.04.28 during the 12th Meeting of the 14th-term Board of Directors
Amended on 2017.08.17 during the 5th Meeting of the 15th-term Board of Directors
Amended on 2018.11.02 during the 10th Meeting of the 15th-term Board of Directors
Authorized to be amended on 2019.09.01 by the Head of Department
Amended on 2019.11.13 during the 2nd Meeting of the 16th-term Board of Directors
Amended on 2020.03.11 during the 4th Meeting of the 16th-term Board of Directors
Amended on 2022.05.13 during the 18th Meeting of the 16th-term Board of Directors
Amended on 2022.11.10 during the 2nd Meeting of the 17th-term Board of Directors
Amended on 2024.03.05 during the 11th Meeting of the 17th-term Board of Directors
Authorized to be amended on 2025.07.10 by the Head of Department

Responsible Unit: Legal Affairs Department

Article 1 (Basis for Establishment)

These Rules were established in accordance with Article 26-3, Paragraph 8 of the Securities and Exchange Act (hereinafter referred to as the “Act”) and Article 2 of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies to provide guidance over Board meetings, and thereby establish a good governance system, improve the supervision function and strengthen the management function of the Board of Directors of the Company.

Article 2 (Scope of Regulation)

All issues relating to the Company's Board of Directors meetings, such as agendas, procedures, matters to be entered into minutes, announcements and other matters of compliance, etc., except as otherwise provided in regulations or bylaws, shall be conducted in accordance with these Rules.

Article 3 (Convention and Meeting Notice of Board Meetings)

Board meetings of the Company shall be convened at least once every quarter and at least six times a year. Convention of a Board meeting shall be sent to all directors with detailed agenda at least seven days in advance. However, meetings can be held at any time in case of emergency.

Notifications of the aforementioned Board meetings, including meeting materials, may be made in writing and/or electronically.

The following matters shall be discussed in Board meetings. They shall be listed in advance as part of the agenda and cannot be raised through extemporary motions.

- I. The Company’s business plan.
- II. Annual and semiannual financial statements.
- III. Establishment of or amendment to internal control systems and the review of its effectiveness.

- IV. Establishment of or amendment to the procedures regarding major financial or operational actions such as acquisition or disposition of assets, engaging in derivatives trading.
- V. Review of trading of material assets or derivatives.
- VI. The appointment or dismissal of the Chairman if there are no managing directors on the Board of Directors.
- VII. The appointment and dismissal of financial, accounting, risk management, head office compliance and internal audit supervisors.
- VIII. Review of matters involving personal interests of directors.
- IX. Review of appointment, discharge, or remuneration of a certified public accountant.
- X. Offering, issuing, or private placement of equity-type securities.
- XI. A donation to a related party or a major donation to a non-related party. However, public-interest donations for the relief of major natural disasters may be submitted to the next Board meeting for ratification.
- XII. Other matters requiring resolutions of shareholders' meetings or the Board of Directors according to laws and regulations or material matters designated by the competent authority.

The related parties mentioned in Subparagraph 11 of the preceding Paragraph shall refer to related parties defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. Major donations to non-related parties shall refer to any single donation or accumulated donations in a year to the same party that amount to NT\$100 million or more, or amount to more than 1% of net revenue or 5% of paid-up capital, as shown in the latest audited financial statements.

The one-year period mentioned above shall begin from one year prior to the date of this Board meeting. Amounts that have already been approved in Board meetings shall be excluded from the calculation.

Article 4 (Agenda of the Board Meeting)

The agenda of regular Board meetings shall at least include the following matters:

- I. Matters to be reported:
 - (I) Minutes and status of execution of the last meeting.
 - (II) Reports on key financial and business matters.
 - (III) Reports on internal audit matters.
 - (IV) Reports on other important matters.
- II. Matters to be discussed:
 - (I) Items discussed and deferred from the last meeting.
 - (II) Items for discussion at this meeting.
- III. Extemporaneous motions.

Article 5 (Agenda Working Group and Meeting Materials)

The designated agenda working group responsible for the Board meetings of this Company shall be the Legal Affairs Department.

The agendas of Board meeting are prepared by each unit of the Company according to its authority with sufficient reference materials attached. The aforesaid are then collected by the agenda working group, presented for the Chairman's approval and delivered along with the meeting notices.

Directors may request supplemental information from the agenda working group should they consider

the existing meeting materials to be insufficient. Directors may resolve to postpone certain agendas by Board resolution if they consider the information presented to them to be inadequate.

Article 6 (Preparation of Documents such as Attendance Logs, etc. and Directors' Proxy Attendance)

Attendance logs shall be provided during Board meetings and signed by all directors present at the meeting for inspection and future reference.

Directors are required to attend Board meetings in person. Those who are unable to attend in person may seek proxy attendance by another director in accordance with the Articles of Association of the Company. Directors who participate in meetings via video conferencing shall be deemed to have attended the meeting in person.

If a director wishes to seek proxy attendance by another director, a new proxy form shall be issued for each Board meeting, and the extent of delegated authority shall be specified for each agenda.

The proxy mentioned in Paragraph 2 may act as the proxy for one person only.

At least one independent director of the Company shall attend the Board meeting in person; with regard to matters specified in Article 3, Paragraph 4 to be discussed in Board meetings, all independent directors shall attend the Board meeting; if an independent director cannot attend in person, he/she shall seek proxy attendance by another independent director. Any dissenting opinions or qualified opinions expressed by independent directors shall be recorded in Board meeting minutes. If an independent director is unable to express dissenting or qualified opinions in person at the Board meeting, the opinion shall be raised in writing in advance unless there is justifiable reason not to do so. Such opinions shall also be recorded in Board meeting minutes.

Article 7 (Venue and Time of Board Meetings)

Board meetings shall be convened at the location of the Company and during business hours or at any other time and place convenient for directors' attendance and suitable for the convention of Board meetings.

Article 8 (Meeting Chairperson and Acting Chairperson)

The Chairman shall be the chairperson of the Board meeting when the meeting is convened by the Chairman. However, with respect to the first Board meeting of each term convened by the director that received votes representing the largest portion of the voting rights in shareholder's meeting in which the directors were elected, such director shall be the chairperson. If there are two or more directors entitled to convene the meeting, they shall elect from among themselves one director to chair the meeting.

If the shareholders of the Company consist of only one institutional shareholder, the institutional shareholder shall appoint a director to call the first Board meeting in each term of office as mentioned in the preceding paragraph and serve as the chairperson of the Board meeting.

Where a Board meeting is convened by a majority of the directors on their own in accordance with Article 203, Paragraph 4 or Article 203-1, Paragraph 3 of the Company Act, the directors shall elect from among themselves one director to chair the meeting.

If the Chairman is unable to perform such duties due to leave of absence or any other reason, the Vice Chairman shall act on the Chairman's behalf. If the Vice Chairman does not exist or is also unable to perform such duties due to leave of absence or any other reason, the Chairman shall appoint one of the managing directors to act on his or her behalf. If the managing director does not exist, the Chairman shall appoint one of the directors to act on his or her behalf. If the Chairman did not appoint a representative, a representative shall be elected by and from among the managing directors or directors.

Article 9 (Non-voting Attendance at Board Meetings)

When holding a Board meeting, the Company may, based on the contents of the agenda, advise personnel of relevant departments or subsidiaries to attend the meeting as non-voting participants.

Certified public accountants, lawyers or other professionals may also be invited to attend and present at Board meetings if necessary. However, these professionals shall leave the meeting when discussion or voting takes place.

When meetings of managing directors of the Company are held to discuss credit extensions, supervisors of the internal audit, risk management and credit examination units shall be invited to attend as non-voting participants.

Article 10 (Preservation of Video or Audio Recordings of Board Meetings)

The Company shall record on audio or videotape the entire proceedings of Board meetings, and preserve the recordings for at least five years. The preservation can be done in electronic form.

If, before the end of the preservation period referred to in the preceding paragraph, any litigation arises in connection with a resolution of a Board of Directors meeting, the relevant audio or video recordings shall continue to be preserved until such litigation is concluded.

Where Board meetings are held by way of video conferencing, the recorded video and audio shall be treated as part of the meeting minutes and kept properly during the existence of the Company.

Article 11 (Commencement of Board Meetings)

The chairperson shall commence the Board meeting when the time is due with more than half of all directors present. If the meeting is due to convene but less than half of all directors are present, the chairperson may announce to postpone the meeting on the day for up to two times. If the number of attendees remains insufficient after two postponements, the chairperson may re-convene the meeting according to Article 3, Paragraph 2 of these Rules.

The term "all directors" mentioned above and in Article 17, Paragraph 2, Subparagraph 2 of these Rules shall refer to those who currently hold those positions.

Article 12 (Proceeding of the Meeting)

The Board meetings shall proceed as scheduled in the meeting notice. However, changes can be made with the consent of more than half of all attending directors.

The chairperson may not dismiss the meeting without the consent of more than half of all attending directors.

If the number of remaining directors falls to less than half of all attending directors while the Board meeting is in progress, the chairperson shall suspend the meeting upon the motion of remaining directors and proceed according to Article 11, Paragraph 1.

If at any time during the proceeding of a board of directors meeting, the chairperson is unable to chair the meeting for any reason or fails to accord with the provisions prescribed in Paragraph 2 to arbitrarily declare to adjourn the meeting, Paragraph 4 of Article 8 shall apply for the election of the acting chairperson.

Article 13 (Directors' Statements)

Once a director has made a statement, the chairperson may answer in person, appoint any personnel of relevance to answer or seek consultation from any professionals invited to attend the meeting as non-voting participants for relevant and necessary information. The chairperson may restrain directors from making repetitive statements on the same resolution and statements outside the scope of the agenda if such statements affect other directors' right to speech or the proceeding of the meeting.

Article 14 (Voting Method)

The chairperson may declare discontinuation of further discussion and proceed with the voting if he or she thinks the agenda of the Board meeting has been sufficiently discussed.

A resolution is considered passed if the chairperson receives no objection from all attending directors. Voting shall be proceeded unless all attending directors approve unanimously without objection.

The chairperson may choose to proceed with voting using any of the following methods, but if there is objection from any attending director, the method shall be decided by more than half of all attending directors:

- I. Voting with a show of hands or using voting instruments.
- II. Voting by roll call.
- III. Voting by ballot.
- IV. Any other voting method approved in a Board meeting.

The chairperson may appoint ballot scrutineer(s) and ballot counter(s) if such persons are required for voting proceedings for the resolution; ballot scrutineer(s) however must be director(s).

The voting results shall be announced by the chairperson on the spot and shall be entered in the meeting minutes.

The all attending directors mentioned in Paragraph 2 do not include directors who are prohibited from voting under Article 16, Paragraph 1.

Article 15 (Method for Adopting Resolutions)

Unless otherwise specified in applicable laws or the Articles of Incorporation of the Company, all Board resolutions shall be adopted with the presence of more than half of the directors at the Board and approved by more than half of all attending directors.

In cases where there are several amendments or alternative resolutions to a certain resolution, the chairperson shall determine the order in which the new and original resolutions are voted on. However,

if one of these resolutions is passed, all other resolutions shall be deemed rejected and no further voting is necessary.

Article 16 (Explanation of Conflicts of Interest and Director Recusal)

If any director or a juristic person represented by a director is an interested party with respect to any agenda item, the director shall explain the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interests of the Company, the director may not participate in discussion or voting on that item, shall furthermore recuse him or herself during discussion and voting on that item, and may not act as another director's proxy to exercise voting rights on that matter.

Where the spouse, a blood relative within the second degree of kinship of a director, or any company with which the director has a controlling or subordinate relation, has interests in the matters under discussion in the meeting as described in the preceding paragraph, such director shall be deemed to have a personal interest in the matter.

Based on Article 206, Paragraph 4 of the Company Act, the provisions of Article 180, Paragraph 2 of the same Act shall apply mutatis mutandis to resolutions of Board of Directors meetings when a director is prohibited by the preceding two paragraphs from exercising voting rights.

Article 17 (Meeting Minutes and Its Signing)

Proceedings of the Board meeting shall be entered into the meeting minutes, which shall include the following items in detail:

- I. The meeting session (or year), time and venue.
- II. The name of the chairperson.
- III. Status of attendance of directors, including the number and names of those who have attended, asked for leave or been absent.
- IV. The names and titles of the attendees.
- V. The name of the minute taker.
- VI. Reported matters.
- VII. Matters discussed: The method of resolution and outcome for each agenda; summary of statements of directors, experts and other personnel; the names of interested directors in Paragraph 1 of the preceding article; descriptions of important aspects of the interested relationship; the reasons why a recusal is required or not; whether the director recused himself/herself; any dissenting or qualified opinions expressed on record or in writing; and independent directors' written opinions raised according to Article 6, Paragraph 5.
- VIII. Extemporaneous motions: The name of the person who raised the motion; the method of resolution and result of each motion; summary of statements of directors, experts and other personnel; the names of interested directors in Paragraph 1 of the preceding article; descriptions of important aspects of the interested relationship; the reasons why a recusal is required or not; whether the director recused himself/herself; any dissenting or qualified opinions expressed on record or in writing.
- IX. Other matters that shall be recorded.

If the Board resolution involves any of the following matters, the details of such matters shall be entered into the meeting minutes and reported to the information reporting website designated by the competent

authority within two days from the date of Board meeting:

- I. Dissenting or qualified opinions expressed by independent directors on record or in writing.
- II. Any issues that are not approved by the Audit Committee but approved by two-thirds or more of all directors.

The attendance log constitutes an integral part of the Board meeting minutes, and therefore shall be kept properly during the existence of the Company.

The meeting minutes shall be signed or stamped by the chairperson and the minute taker, distributed to all directors within 20 days after the meeting, and treated as part of the Company's key files and retained as such during the existence of the Company.

The making and distribution of meeting minutes mentioned in the first paragraph may be conducted electronically.

Article 18 (Rules of Procedure for Meetings of Managing Directors)

In the event the Company has appointed managing directors, the meetings of managing directors shall be conducted in accordance with Article 2, Article 3, Paragraph 2, Article 5, Article 6, Paragraphs 1 to 4, Article 7, and Articles 9 to the preceding article. The provisions of Article 3, Paragraph 4 shall apply to appointment or dismissal of the Chairman. However, if a meeting of managing directors is scheduled to be convened within 7 days, the notice to each managing director may be made 2 days in advance.

Article 19 (Authorization during the Recess of the Board of Directors)

Matters to be executed by the Board of managing directors or Chairman when the Board is in recess as authorized by the Board in accordance with the Articles of Association of the Company are specified as below:

- I. Approvals for authorization limits such as lending, guarantees, money markets of NTD and foreign currency, spot foreign exchange markets and financial transaction limits, and approvals for cases exceeding authorization limits.
- II. Disposition of non-material assets.
- III. Approvals for charge-offs.
- IV. Establishment, relocation or closing of a non-business office location.
- V. Decisions pertaining to the establishment, removal or alteration of overseas branches.
- VI. Changes of managerial personnel other than new appointments in domestic and overseas branches.
- VII. Inspections of the Company's legal compliance.
- VIII. Other matters provided in the Company's Regulations of Business Operation and Vertical Delegation of Responsibilities and Articles of Association.

The Chairman may, based on the nature of business, separately designate a table of vertical delegation of responsibilities to decide the level of approval. If further amendment is needed, the amendment shall be approved by the chief officer of the level higher than the highest level of approval involved; if the amendment involves authorization by the President or above, it shall be approved by the Chairman.

The Board may, in response to changes in financial conditions and execution of major businesses and policies, authorize the Chairman to designate one director to be the executive director when necessary, to supervise the execution of operational affairs and Board resolutions of the Bank.

Article 20 (Annex)

The establishment, amendment or abolishment of these Rules shall be approved by the Board of Directors.

Article 21 (Implementation)

These Rules shall be effective and enforceable from the date of establishment. The same shall apply to all future amendments or abolishment. However, the amendments made on 2006.11.20 shall come into force on 2007.1.1.