

# Taishin Securities Co., Ltd.

## Rules of Procedure for the Board of Directors' Meetings

Established on December 28, 2006

Amended on February 20, 2024

### Chapter I. General Provisions

- (Basis for the adoption of these rules)
- Article 1 These rules were established in accordance with Article 31 of the Corporate Governance Best-Practice Principles for Securities Firms and the Regulations Governing Procedure for Board of Directors Meetings of Public Companies issued by the competent authority to provide sound governance over the Company's board meetings, enhance the supervisory functions and strengthen management functions.
- Article 2 (Scope of these rules)  
Unless otherwise specified by laws and regulations or Articles of Incorporation, the Company shall proceed its board meetings according to the terms of these rules.

### Chapter II. Preparation Work for the Meeting

- (Convention and notice of board meetings)
- Article 3 The board meeting of the Company shall be convened at least once a month. Reasons for the convening of a board meeting shall be advised to all directors and supervisors at least seven days in advance. However, in the event of an emergency, the board meeting may be convened at any time.  
Subject to agreement by the receiving party, meeting notice in the preceding paragraph may also be delivered electronically.  
All matters listed in each item of Article 17, Paragraph 1 shall be listed in advance as part of the agenda and cannot be raised through a special motion.
- (Board meeting notice and information)
- Article 4 The Strategy and Planning Department has been designated as the meeting unit of all board meeting affairs.  
The meeting unit shall prepare the contents of the board meeting, provide sufficient meeting information, and notify all directors to attend the meeting at the time specified in the preceding Article, and invite the supervisors to attend the meeting.

Directors may request for supplemental information from the meeting unit if they consider the information presented to them to be inadequate. Directors may resolve to postpone certain agendas if they consider the information presented to them to be inadequate.

The contents of the board meeting affairs shall include matters in accordance with the “Regulations Governing Procedure for Board of Directors Meetings of Public Companies”.

(Preparation of attendance logs, documents, and directors' proxy attendance)

- Article 5 When a board meeting is convened, attendance logs shall be prepared for the attending directors to sign in. Members participating in meetings via video conferencing shall be deemed to have attended the meeting in person, and attendance cards may be presented to signify their presence at the meeting.
- 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.
- Each proxy in attendance may only represent one absent director.

(Principles of venue and time of board meetings)

- Article 6 The Company shall convene board meetings within its premises and during office hours. Provided that, for the purpose of business needs, the meeting may be held at such other place or times as may be convenient for the Directors to attend and which are suitable for the convening of the board meetings.

### Chapter III. Proceedings of the Meeting

(Convention of board meetings)

- Article 7 The Chairman may commence board meeting when the time is due with more than half of all directors present. However, if a majority of the directors are not present, the Chairman may postpone the meeting up to two times with announcement made on the day of the meeting. If, upon the expiration of the adjournment period, a majority of the directors are still not present, the Chairman shall adjourn the meeting, and no false resolution shall be made on the motion.
- After a meeting has been adjourned by the Chairman, the meeting may be reconvened in accordance with the procedures set forth in Article 3 before reconvention.

(Meeting Chairman and Acting Chairman)

Article 8 The Company's board meetings, when convened by the Chairman, shall be chaired by the Chairman. However, the first meeting of a newly-elected board of directors shall be convened by one of the representatives of the institutional directors designated by the parent company, and the meeting shall be chaired by such director. In accordance with Article 203, Paragraph 4 or Article 203-1, Paragraph 3 of the Company Act, if the board meeting is convened by a majority of the directors themselves, one of the directors shall elect from among themselves to act as the Chairman of the board meeting. If the Chairman is unable to perform such duties due to leave of absence or any reason, the Vice Chairman shall act on the Chairman's behalf. If the Vice Chairman is also unavailable or is non-existent, the Chairman may appoint one of the directors to act on the Chairman's behalf. If the Chairman does not appoint a delegate, one shall be elected among the directors to act on the Chairman's behalf.

(Reference materials and participants of the board meetings)

Article 9 When convening a board meeting, the Strategy and Planning Department shall prepare adequate materials to be used by the participating directors. Depending on the contents of the resolutions, the board of directors shall notify the personnel of relevant departments to attend the meeting to report on the current business overview of the Company and answer questions from the directors in order to assist the directors in understanding the current situation of the Company and making appropriate resolutions. In addition, certified public accountants, lawyers, or other professionals may also be invited to participate in board meetings if necessary to provide expert advice for the board of directors' reference. However, they shall recuse themselves from taking part in the discussions and votes. The supervisors may participate in the discussion of resolutions when attending the board meetings to express their opinions. However, the supervisors do not have the right to vote on matters that are within the duties exclusive to the board of directors.

(Discussion of agenda items)

Article 10 In principle, resolutions discussed at the board meetings shall be proceeded according to the announced agenda; changes to the agenda are allowed only if agreed to by more than half of attending directors. In either of the preceding arrangements described above, the Chairman shall not dismiss the meeting while an agenda item (including special motions) is still in progress.

If the number of remaining directors falls to less than half of all those attended while the board meeting is in progress, the remaining directors may make proposal for the Chairman to suspend the meeting and proceed with Article 7 of these rules.

If the Chairman is unable to preside over the meeting due to any reason or fails to dismiss the meeting in accordance with Paragraph 2, the election of the Acting Chairman shall proceed in accordance with Article 8, Paragraph 3.

(Director's speech and Chairman's instructions on proceedings)

Article 11 Once a director has made a statement, the Chairman may answer personally or appoint any personnel of relevance to answer the query, or seek consultation from any professionals invited to the meeting. The Chairman may restrain directors from repetition of speeches on the same resolution or speaking outside the scope of the discussed agenda if it affects the speeches of other directors or impedes the meeting's proceeding.

(Voting I)

Article 12 The Chairman may announce to discontinue further discussions if the agenda is considered to have been sufficiently discussed to proceed with the voting.

A resolution is considered passed if the Chairman receives no objections from all the attending directors. This voting method is as effective as does the conventional ballot method, provided that the attending directors do not include directors who are prohibited to vote under Article 16 of these rules. Should anyone express objections after being inquired by the Chairman, the agenda will proceed to the voting process.

The Chairman may choose to proceed with voting in any of the following methods, but if there is any objection from any attendants, the Chairman shall proceed according to the opinion of the majority:

- I. Voting with a show of hands or using voting instruments.
- II. Vote by roll call.
- III. Ballot votes.

(Voting II and methods for vote monitoring and counting)

Article 13 Unless otherwise specified in laws and regulations or the Articles of Incorporation, all board resolutions shall be effected with the presence of more than half of the directors, and supported by more than half of those present at the meeting.

In cases where there are several amendments or alternative resolutions to a certain agenda item, the Chairman shall determine the order in which the new and original proposals are voted on. However, if any proposal is passed, all other proposals shall be deemed rejected and no further voting is necessary. If the voting

requires the appointment of a ballot examiner and a ballot counter, such personnel shall be appointed by the Chairman, provided that the ballot examiner shall have the status of directors.

The outcome of the vote shall be documented and announced on site. If any resolution of the board meetings is required by law and regulations or by the Taiwan Stock Exchange Corporation (Taipei Exchange) to be announced and reported, the meeting unit shall submit the resolution to the authorized unit of the Company to transmit the content to the information reporting website designated by the competent authority within the prescribed time.

#### Chapter IV. Meeting minutes and keeping

(Meeting minutes and acknowledgment)

- Article 14 The personnel of the board meeting shall compile minutes of the board meetings. The board meeting minutes shall include matters in accordance with the “Regulations Governing Procedure for Board of Directors Meetings of Public Companies”. If a director has an interest in a resolution, the name of the interested director, descriptions of the interests involved, the reasons why a recusal is required, whether or not the director recused himself/herself from the discussion, and any objections or qualified opinions expressed on record or in writing shall be clearly recorded in the meeting minutes of the Company. The meeting minutes shall be signed by the Chairman and the minute taker, and distributed to each director and supervisor within 20 days after the meeting. Meeting minutes may be prepared and delivered in electronic form. Meeting minutes and attendance logs of the board meetings shall be treated as part of the Company's key files and retained as such over the Company's existence.

(Video and audio recording in board meetings)

- Article 15 The board meetings shall be video or audio recorded and kept for at least five years. The recordings may be kept in electronic form. Should any litigation arise with respect to a specific board meeting resolution before the above mentioned expiry, the relevant video or audio recordings shall be retained, and the five-year minimum retention requirement shall not apply. Where meetings are held by way of video conferencing, the audio or video recordings shall be treated as part of the meeting minutes and shall be permanently kept.

## Chapter V. Powers of the board of directors

(Recusal system of directors for conflict of interests)

Article 16 A director may offer his/her opinion and answer questions on the following matters under consideration, but is prohibited from participating in discussion of or voting on such matters. A director is required to abstain from discussion and voting and are prohibited from exercising their voting rights on behalf of other directors in respect of such matters under consideration:

- I. If a director is considered an interested party in the discussed agenda, a full disclosure is required during the current meeting session. The director shall recuse himself/herself from all discussions and voting if it is in conflict against the Company's interests. In which case, the director shall not exercise voting rights on behalf of other directors.
- II. Where the spouse, a blood relative within the second degree of kinship of a director, or any company which has a controlling or subordinate relation with a director has interests in the matters under discussion in the meeting, such director shall be deemed to have a personal interest in the matter.
- III. The directors believe that they shall recuse themselves from the matters.
- IV. Where the board of directors resolves that a recusal should be made.

The Company's shareholders, directors, and other interested parties may apply for a director's recusal of a specific resolution in accordance with the following procedures:

- I. Applicant: Limited to the Company's shareholders, directors, and interested parties related to a specific resolution.
- II. Application procedures: The applicant of the preceding paragraph shall submit an application in writing or by electronic means with the reasons for the director's recusal three days prior to the date of the board meeting.
- III. Review procedures: The board of directors shall vote on the application prior to the discussion of the specific resolution, provided that the director who submits the application and the director who has been requested to recuse himself/herself from the resolution shall not be permitted to participate in the vote.
- IV. Deadline and method of reply: The meeting unit shall reply to the applicant in writing or by electronic means with the review result within 20 days after the meeting.

(Issues subject to discussion in board meetings)

- Article 17 The following issues shall be raised for discussion in board meetings:
- I. The company's operating plans and budgets.
  - II. Annual and semi-annual financial reports.
  - III. Establishment or amendments to the internal control system according to Article 14-1 of the Securities and Exchange Act, and appraisal of the effectiveness of the internal control system.
  - IV. Establishment or amendments to asset acquisition/disposal procedures, derivative trading procedures, procedures on loans to others, endorsement and guarantee procedures, and other procedures of major financial consequences as specified in Article 36-1 of the Securities and Exchange Act.
  - V. Offering, issuance, or private placement of securities with equity characteristics.
  - VI. If the board of directors does not have a managing director, the election or dismissal of the Chairman of the board of directors.
  - VII. Appointment and removal of the financial, accounting, or internal auditing officers.
  - VIII. Donations to related parties or major donations to non-related parties. However, in the occurrence of a major natural disaster, emergency aids of charitable nature can be made first and acknowledged later during the next board meeting.
  - IX. Decisions that shall be resolved through a shareholders' meeting or a board meeting according to Article 14-3 of the Securities and Exchange Act, other laws and regulations, or any major issues prompted by the competent authority.
  - X. Issues that need to be resolved through a board meeting within the area of responsibility of the Company and in accordance with other rules and regulations.

The related parties mentioned in Subparagraph 8 of the preceding paragraph shall refer to the related parties defined in Regulations Governing the Preparation of Financial Reports by Securities Issuers. Major donations to non-related parties shall refer to any single or cumulative donations that amount to NTD 100 million or above in a year to the same party, or amounts that accumulate 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 refer to the one year dating back from the current board meeting. Amounts that have already been passed in board meetings may be excluded from calculation. At least one independent director shall attend the meeting in person. With respect to the matters which must be approved by resolutions at a board meeting as provided in the first paragraph, any and all independent directors shall attend the meeting. Where an independent director is unable to attend the meeting, that independent director shall appoint another independent director to

attend the meeting as proxy. Any objections or qualified opinions expressed by independent directors shall be recorded in meeting minutes. If an independent director is unable to express objections or qualified opinions personally 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.

## Chapter VI. Appendices

(Formulation and amendment of the rules of procedure)

**Article 18** Establishment of these rules and any subsequent amendments thereof are subject to approval by the board of directors.

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