

E.Sun FHC Stakeholder Transaction Policy

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Chapter I General Provisions

Article 1 Purpose

This Stakeholder Transaction Policy (referred to as the Policy below) has been established to ensure the fairness of transactions of the Company and its subsidiaries with stakeholders, and thereby improve the stability of the Company's operations.

Article 2 Definitions

The term "stakeholder" mentioned in the Policy shall refer to stakeholders defined according to Articles 44 and 45 of the Financial Holding Company Act and relevant decrees.

The term "transaction" mentioned in the Policy shall refer to credit and non-credit transactions defined according to Articles 44 and 45 of the Financial Holding Company Act and relevant decrees.

Chapter II Code of Conduct

Article 3 Principle of utmost good faith

Stakeholders must not be offered terms that are more favorable than other similar counterparties in any transaction with the Company and its subsidiaries. Staff of all levels of the Company and its subsidiaries are expected to handle corporate affairs in the utmost honesty and morality.

An honest conduct is an action taken without fraud, deception and concealment.

A moral conduct is an action taken in compliance with professional standards, and handling conflict of interest in a fair manner.

Article 4 Principles of Priority

Staff of all levels of the Company and its subsidiaries must put the interests of the Company and its subsidiaries in the first priority when

transacting with stakeholders. Staff shall also avoid making biased decisions due to involvement of personal interest, and refrain from abusing their vested authorities for own gains at the expense of the Company and its subsidiaries. Conflict of interest should be avoided whenever possible.

Article 5 Duty of Confidentiality

Unless authorized, regulated or instructed otherwise by the competent authority, staff of all levels of the Company and its subsidiaries are obligated to maintain the secrecy of any information gained from handling stakeholder transactions.

Article 6 Compliance with Laws and Regulations

Staff of all levels of the Company and its subsidiaries shall comply with "E.Sun Employee Service Code of Conduct and Behavior Standards," the relevant laws and policies when handling stakeholder transactions.

Article 7 Fair Trade

Staff of all levels of the Company and its subsidiaries must refrain from the following conducts when handling stakeholder transactions:

- I. Accepting or offering inappropriate gains, such as kickbacks.
- II. Spreading false or inappropriate comments.
- III. Intentionally making false comments or providing false information.
- IV. Manipulating, concealing or abusing information gained in relation to job duty for unfair trade advantage and illegitimate gains.

Chapter III Preventing Conflicts of Interest

Article 8 Preventing Conflicts of Interest

Staff of all levels of the Company and its subsidiaries shall uphold the principle of fairness in handling stakeholder transactions to prevent the following conflicts of interest that occur when personal interest intervenes or is likely to intervene in the overall interest of the company:

- I. Unable to perform their duties in an objective and efficient manner.
- II. When a person in such a position takes advantage of their position in the company to obtain improper benefits.

Staff of all levels of the Company and its subsidiaries shall take the initiative to describe any potential conflicts of interest with the Company when handling stakeholder transactions. In a case with which a staff member has a personal interest, the staff member shall recuse himself/herself from participating in the discussion and voting.

Article 9 Avoidance of Improper Gains

Staff of all levels of the Company and its subsidiaries shall prevent the occurrence of the following matters to protect the reasonable and proper benefits that can be obtained by the Company when handling stakeholder transactions:

- I. Seeking an opportunity to pursue personal gain by using company resources or information or taking advantage of their positions.
- II. Competing with the Company to engage in activities within the scope of the Company's business for him/herself or on behalf of another person.

Chapter IV Processing Procedures

Article 10 Stakeholder Identity Control Procedures and Database Supplement

The Company and its subsidiaries shall assign a dedicated department for the maintenance of stakeholders information system. This department is responsible for the accuracy of information maintained, so that inquiries and control measures can be taken during stakeholder transactions.

Staff of all levels of the Company and its subsidiaries should remain highly vigilant about transaction with stakeholders, and shall take the initiative to check if the counterparty is a stakeholder. Any discrepancy found in the database must be verified with the stakeholder. If database omission is discovered, employees shall ask stakeholders to provide the relevant information and notify the accountable department to make supplementary entries to the stakeholders database.

Article 11 Control Procedures for Stakeholder Transactions

Before the Company and its subsidiaries commence a transaction with a counterparty, employees are required to check if the counterparty is a stakeholder, and retain relevant inquiry records for future reference. The above requirements may be superseded by other internal policies or control mechanisms introduced by various departments and subsidiaries.

All departments and subsidiaries of the Company are required to maintain complete records on file for future reference when transacting with stakeholders. Information such as transaction details or amount need to be reported to the accountable department to facilitate limit control. This excludes situations where the department or subsidiary has adopted alternative control measures, as described in the preceding paragraph.

Article 12 Board Reporting Procedures

If a stakeholder transaction of all departments and subsidiaries of the Company requires approval of the Board of Directors, the proposing department shall submit a written proposal explaining the details of the transaction, the stakeholder's identity, the credit/trade terms involved, and whether the credit/trade terms are not favorable than those offered to other similar counterparties. The above information will be used to assist in the Board's decisions.

When the Board convenes its meeting, the proposing department shall have relevant information ready for use at directors' request.

Article 13 Resolution by Board of Directors (I)

The Boards of Directors of the Company and its subsidiaries are required to conduct independent and prudent assessments to ensure the fairness of stakeholder transactions submitted for approval.

For transactions that present potential conflict of interest with a certain director, the Board shall make its decision in compliance with laws, with particular regards to the avoidance of involvement by the concerned director and the calculation of votes. The remaining directors, who are free of conflicting interest, shall ensure that the decision is made without compromising the safety and stability of the Company and its subsidiaries, and free of violation against directors' duty of loyalty.

According to Article 5 of the Company's bylaws of Audit & Risk Management Committee, transactions that concern directors' personal interests are subject to the consent of more than half of Audit & Risk Management Committee members, and require the approval of the Board.

Article 14 Resolution by Board of Directors (II)

Before the Boards of Directors of the Company and its subsidiaries make the final resolution on a stakeholder transaction, the Boards are required to disclose to all directors all existing or potential conflict of interest. Directors who exhibit potential conflict interest must disclose all facts relevant to the transaction, which need to be recorded in Board of Directors meeting minutes.

Article 15 Avoidance of Conflicting Interests

When the Board of Directors of the Company and its subsidiaries perform review on stakeholder transaction, the directors shall recuse themselves when the following matters are being reviewed:

- I. When a director has a personal interest in the transaction, which may impair the interest of the Company.
- II. When a director deems him/herself as being involved in the situation described in the preceding paragraph.
- III. When the Board of Directors resolves that a director is involved in the situation described in the first subparagraph.

The recused director may not vote during the final resolution and may not vote on behalf of another director. However, the recused director is counted as one of the attending directors.

Article 16 Blanket Transaction Authorization

The Boards of Directors of the Company and its subsidiaries are permitted under Article 45 of the Financial Holding Company Act to grant the management departments a blanket authorization to approve transactions according to internal policies. The authorized departments shall pay particular attention not to grant stakeholders more favorable terms than those offered to other similar counterparties, and shall proceed in strict accordance with the abovementioned rules and the Company's "E.Sun Financial Holding Co., Ltd. and Subsidiaries Internal Operating Rules for Article 45 of Financial Holding Company Act."

Article 17 Parties that Hold Actual Stakes in the Company

The relevant provisions of the Policy shall apply to transactions with parties that hold actual stakes in the Company conducted by staff of all levels of the Company.

The following parties are deemed to hold actual stakes in the Company as prescribed in the preceding paragraph:

- I. The Company and its subsidiaries, and sub-subsidiaries whose 50 percent or more of paid-in capital is indirectly owned by the Company; or companies or institutions whose paid-in capital does not reach 50% but who are listed as affiliated companies or institutions in information published or printed by the Company.
- II. Any director, supervisor, president, or vice president of the Company and subsidiaries whose paid-in capital is wholly owned by the Company, or spouses thereof, and enterprises in which they serve as a director, supervisor, or president, and enterprises in which the aforementioned enterprises serve as a director or supervisor.
- III. Any enterprise in which any director, supervisor, president, or vice president of the Company and subsidiaries whose paid-in capital is wholly owned by the Company, or a spouse thereof, serves as a director, supervisor or president, while itself also serves as a guarantor, check debtor, or collateral provider for borrowers of the Bank's subsidiaries.
- IV. Any director, supervisor, president, or vice president of the Company and its subsidiaries, or spouses and blood relatives within two

degrees of kinship thereof serving as a guarantor, check debtor, or collateral provider of a financial institution.

- V. The directors, supervisors, presidents, vice presidents, and the spouses of the aforementioned personnel of the Company and its subsidiaries holding more than 10% of the total issued shares or total capital.
- VI. Any foundation whose donation amount received from the Company and subsidiaries whose paid-in capital is wholly owned by the Company exceeds one third of its full fund.
- VII. Not falling under the preceding six categories, but where a designated unit of the Company determines on a case-by-case basis that one of the following circumstances exists, and submits a relevant assessment report with the consent of the unit's supervisor:
 - (i) Enterprises with close ties to the Company, capable of directly or indirectly controlling its personnel, finances, or business operations.
 - (ii) Natural persons with close economic or controlling relationships with the Company's and its subsidiaries' directors, supervisors, general managers, and deputy general managers.
- VIII. Parties that are recognized holding actual stakes in the Company as required in the competent authority's official letter.

The percentage of total paid-in capital of a sub-subsidiary indirectly held as used in the Article refers to the percentage of total paid-in capital directly contributed to the subsidiary by the parent company to be multiplied by the total percentage of paid-in capital invested in the sub-subsidiary by the said subsidiary.

Chapter V Supplementary Provisions

Article 18 Punishment

Staff of all levels of the Company are required to report to the Chief Auditor immediately any violation against the Policy while handling stakeholder transactions. These incidents must be raised to the Chairman and the President, and may be escalated to the Board of Directors and Audit & Risk Management Committee in situations of high severity.

Employees who violate the Policy will be held accountable for their actions; the Company and its subsidiaries may also take appropriate legal actions depending on the severity of the violation.

Article 19 Principles concerning execution of the Policy shall be covered in a separate document. Any matters that are not addressed in this Policy shall be governed by the Financial Holding Company Act and relevant regulations.

Article 20 The Policy shall become effective upon approval of the Board of Directors.