

E.SUN Commercial Bank, Ltd.
Articles of Incorporation

Chapter One: General Provisions

Article 1

This bank is established according to the provisions of Banking Law and Company Law. The name of this bank is "E.SUN Commercial Bank Company Limited", abbreviated to "E.SUN Bank". The English name of this bank is E.SUN COMMERCIAL BANK, LTD. (abbreviated to E.SUN BANK, ESB).

Article 2

The objectives of this bank are to promote economic development, to co-operate with government financial policies, to enhance the prosperity of, to upgrade and internationalize business and industry, and to provide the public with quality financial services.

Article 3

The head office of this bank shall be located in Taipei. This bank may establish branch offices at proper locations inside or outside the R.O.C according to its business requirements. The establishment, closing, or change of branch offices shall be decided upon by the board of directors and approved by and registered with the regulatory agencies.

Article 4

Public announcements by this bank shall be made in a prominent section of a newspaper which is circulated in the place where this bank's head office is located.

Chapter Two: Shares

Article 5

The capital of this bank is NT\$129,929,000,000 divided into 12,992,900,000 shares of NT\$10 each, fully issued.

Article 6

The shares held by a single shareholder or single affiliated person of this bank shall be compliant with the provisions of Banking Law.

Article 7

The shares of this bank shall be registered, and signed or sealed by the chairman and two directors, and certified and issued according to law.

For the shares to be issued to the public by this bank, this bank may be exempted from printing any share certificate for the shares issued, or may print a consolidated share certificate representing the total number of the new shares to be issued at the same time of issue; however, such shares issued above shall be registered by or placed under the custody of a centralized securities custody enterprise.

Article 8

Every shareholder of this bank shall fill out a chop specimen card which shall be delivered to this bank for safekeeping. The said chop shall be used when the shareholder is collecting dividends or bonuses or exercising his/her rights in writing.

Article 9

The registration of transfer of shares shall be suspended during the sixty-day period prior to a shareholders general meeting, or during the thirty-day period prior to a shareholders extraordinary meeting, or during the five-day period prior to the decided base date on which dividends, bonuses or other benefits are to be distributed.

Article 10

This bank's share related matters shall be handled in accordance with the "Guidelines for Handling Share Related Matters of Public Listed Companies" and the "Guidelines for Handling Share Related Matters" prescribed by this bank.

Chapter Three: Scope of Business

Article 11

The scope of businesses of this bank covers H101021 Commerce Banking , H601011 Personal Insurance Agency, H601021 Property and Liability Insurance Agency, and H301011 Securities Brokerage.

Article 11-1

Scope of Business of Banks :

1. To accept various deposits (including checking deposits, demand deposits, time deposits, and savings deposits);
2. To issue Bank Debentures;
3. To extend loans (including short-, medium-, and long-term loans, loans secured by certificates of deposit, and consumer loans);
4. To discount bills and notes;
5. To invest in securities (including government bonds, short-term bills, corporate bonds, financial debentures, and equities);
6. To handle domestic remittances;
7. To accept commercial drafts;
8. To issue domestic Letters of Credit;
9. To guarantee the issuance of corporate bonds;
10. To guarantee domestic transactions;
11. To act as collecting and paying agent;
12. To underwrite securities (including government bonds, treasury bills, corporate bonds, and equities);
13. To conduct proprietary trading of corporate bonds, financial debentures, and government bonds;
14. To conduct brokerage, proprietary trading, certification, and underwriting of short-term bills;
15. To concurrently conduct securities investment consulting business;
16. To act as attester for the issuance of equities and bonds and to conduct certification of securities;

17. Trust of money, securities, movable property, and real estate;
18. To accept consignment for the custody of securities investment trust funds.
19. To concurrently conduct personal insurance and property insurance agent businesses;
20. To conduct credit card business;
21. To act as sale agent for and sell and buy gold bars, gold coins, and silver coins;
22. To conduct safe deposit box rental business;
23. To conduct other relevant businesses approved by the competent authority.

Chapter Four: Shareholders Meetings

Article 12

There are two types of shareholders meetings, general meetings and extraordinary meetings.

1. General meetings are held by the board of directors within six months after the end of each fiscal year.
2. If necessary, extraordinary meetings are convened according to the Company Act.

Notice of the date and place of a meeting shall be given to each shareholder, thirty days before in the case of a general meeting, and fifteen days before in the case of an extraordinary meeting.

Article 13:

When a shareholder appoints a proxy to attend a shareholders meeting on his behalf, he/she shall deliver to this bank a proxy printed by this bank, specifying the scope of authorization and affixed with the registered chop a specimen of which is kept by the bank, five days before the meeting is held. A shareholder shall be limited to issuing one proxy and appointing one proxy. In the event there is more than one proxy, the first proxy to reach the bank shall prevail; provided, however, this provision does not apply to a proxy which declares cancellation of the previous proxy.

When one person is appointed by more than two shareholders at the same time, the votes he/she represents shall not exceed 3% of the votes of total issued shares, and the voting right represented by the number of votes in excess thereof shall not be counted.

Article 14:

The chairman of the board shall preside at a shareholders meeting. If the chairman is on leave or for certain reasons cannot attend the meeting to exercise his office, he shall appoint one of the managing directors to represent him. In the event he has not appointed any representative, the managing directors shall elect one from among themselves to act as the representative.

Article 15:

Except in the case of no voting power as provided in the Article 179 of the Company Law, a shareholder of this bank shall have one voting power for every share that he/she holds.

A legal person may have more than one representatives, but he/she shall still exercise he/she voting right on the basis of the combined number of shares it holds; if there are two or more representatives, they must exercise their voting right jointly.

Article 16:

The functions of a shareholders meeting are as follows:

1. Amend the articles of incorporation of this bank.
2. Elect directors.
3. Examine documents and statements prepared by the board of directors and reports of the audit committee.
4. Resolve on the increase or reduction of capital.
5. Resolve on the distribution of earnings, dividends, and bonuses.
6. Resolve on any other important matters.

Article 17:

Unless otherwise provided by Company Law, a resolution of a shareholders meeting shall be adopted at a meeting attended by shareholders representing a majority of the total number of shares issued, and passed by a majority vote of the shareholders present at the meeting.

In the event the shareholders present at the meeting do not constitute the aforesaid quorum, but if the number of shareholders present at the meeting representing more than one-third of the total number of shares issued, a provisional resolution may be adopted by a majority of the votes held by those present at the meeting. Notice of the provisional resolution shall be given to each shareholder and another meeting shall be re-convened within one month.

If the aforesaid (subsequent) shareholders meeting is attended by shareholders representing more than one-third of the total number of shares issued, and the provisional resolution is adopted by a majority of the votes held by the shareholders present, the provisional resolution shall be deemed to be a resolution referred to in paragraph one of this article.

The provisional resolution referred to in the two preceding paragraphs does not apply to the election of directors, as well as other matters which require a special resolution as prescribed by the Company Law.

Article 18:

The resolutions of a shareholders meeting shall be recorded in the meeting minutes, and signed or sealed by the chairman of the meeting. Each shareholder shall receive a copy of the meeting minutes within twenty days after the meeting.

The meeting minutes shall record the date, place, name of the chairman, the method by which resolutions are adopted, a gist of the proceedings and the results.

The meeting minutes shall be safe kept with the shareholders attendance register and the proxies.

Article 18-1:

If a single incorporation holds all of the shares issued by this bank, the board of directors shall execute the rights of shareholders meeting.

Chapter Five: Board of Directors

Article 19:

This bank shall have nine to thirteen directors, forming a board of directors. The term of office of a director is three years, and a director may be re-elected. Directors shall be elected the person having legal capacity and a good conduct. According to the Regulations Governing Qualification Requirements and Concurrent Serving Restrictions and Matters for Compliance by the Responsible Persons of Banks promulgated by the FSC, at least a certain number of the directors shall possess the qualifications stated in the foregoing Guidelines.

The percentage of the total shares held by all the aforesaid directors shall not be less than the minimum percentage prescribed by the "Regulation Implementing and Auditing the Percentage of Shares Held by Directors and Supervisors of Public Listed Companies".

If a single incorporation holds all of the shares issued by this bank, this single incorporation shall assign the directors.

Article 19-1:

The independent directors appointed by this bank shall not be less than three (3) in number and not less than one-fifth (1/5) of the total number of directors. The candidate nomination system is adopted by this bank; and the shareholder shall elect the independent directors from among the nominees listed in the roster of independent director candidates.

Regulations governing the professional qualifications, restrictions on shareholdings and concurrent positions held, method of nomination and election, and other matters for compliance with respect to independent directors shall be prescribed by the competent authority.

If a single incorporation holds all of the shares issued by this bank, this single incorporation shall assign the independent directors.

Article 20:

When one-third of the seats of directors are vacant, an extraordinary shareholders meeting shall be held by board of directors within 60 days to elect new directors to fill the vacant seats. The term of a replacement director is limited to the remaining term of the original director he/she has replaced.

Article 21:

A meeting of the board of directors attended by more than two-thirds of the directors shall, with the consent of a majority of the directors present, elect three to four managing directors from among themselves, at least two of which shall possess one of the qualifications stated in the first paragraph of Article 19. The chairman of the board shall be elected from among the managing directors at a board meeting attended by more than two-thirds of the managing directors with the consent of the majority of managing directors present at the meeting.

The chairman shall possess one of the qualifications stated in the first paragraph of Article 19.

The chairman of the board of directors shall be the chairman of the shareholders meetings, board meetings and managing directors meetings, and shall represent the bank externally. If the chairman of the board is on leave or is unable to exercise his powers and duties for any reason, he may designate one of the managing directors to represent him. If the chairman of the board has not designated a representative, the managing directors shall elect one from among themselves as the representative.

Article 22:

This bank may take out liability insurance policy for its directors and key employees with the resolution of the board of directors.

The board of directors is authorized to determine the remuneration (including the ratio and thereafter adjustment) of chairman and directors in consideration

of their participation and contribution to the business operation of this bank and in reference to the industrial standard.

Article 23:

The board of directors shall have the following powers and duties:

1. Examine and approve important businesses and their plans.
2. Decide upon the increase or reduction of capital.
3. Decide upon the establishment, closing, or change of local or overseas branch offices.
4. Examine and approve important contracts.
5. Compile final financial statements.
6. Decide upon the buying, selling, renting, leasing, or disposal of major immovable properties.
7. Decide upon the distribution of earnings.
8. Appoint and remove the president, senior executive vice president, executive vice president, general manager.
9. Establish the functional Ad hoc committee.
10. Exercise other powers or duties granted to it by laws and regulations or resolutions of a shareholders meeting.

If item 6 in the preceding paragraph is an item prescribed by Article 185 of the Company Law, it shall be carried out as a special resolution of a shareholders meeting.

Article 24:

The Board of Directors shall meet at least four times one year. Unless stated otherwise in the Company Law, a meeting of the board shall be convened by the chairman of the board.

In calling a meeting of the board of directors, a notice setting forth therein the subject(s) to be discussed at the meeting shall be given to each director no later than seven (7) days prior to the scheduled meeting date. In emergency circumstances, however, the meeting may be convened at any time.

The notice shall be affected by means of mail, deliver in person, fax, telex, telegram, wire, e-mail, or other forms of electronic transmission.

Article 25:

Directors shall attend a board meeting in person. If a director is unable to attend a meeting, he may appoint another director as his representative by a power of attorney specifying the scope of authorization.

The representation referred to in the preceding paragraph is limited to the appointment by only one director.

Article 26:

Unless otherwise prescribed by the Company Law, a resolution of the board of directors shall be adopted by a majority vote of the directors present at a meeting attended by a majority of the directors.

Article 27:

During the period of adjournment of the board of directors, the managing directors shall from time to time exercise the powers and duties of the board of directors in accordance with the laws and regulations, these articles of incorporation and the resolutions of shareholders and board meetings by way of a meeting convened and presided over by the chairman of the board. The chairman of the board shall preside at every meeting. If the chairman of the board is on leave or cannot convene a meeting for any reason, he shall designate a managing director to represent him. In the event he has not designated a representative, the managing directors shall elect a representative from among themselves.

Article 28:

Unless otherwise prescribed by the Company Law, a resolution of the board of managing directors shall be resolved by a majority of the managing directors present at a meeting attended by a majority of the managing directors.

Article 29:

Resolutions of meetings of the board of directors and the board of managing directors shall be recorded in meeting minutes, which shall be signed or sealed

by the chairman of the meeting, and delivered to each director and managing director within twenty days after the meeting.

The date, place, name of the chairman, method by which resolutions are adopted, a gist of the proceedings and the results shall be duly recorded in the meeting minutes.

The meeting minutes shall be safekept with the attendance register and the proxies.

The distribution of minutes of the meetings in first paragraph of this article may be effected by means of electronic transmission.

Article 30:

When the board of directors and the board of managing directors are in session, head(s) of certain divisions in relation to the motions may be invited to attend the meetings without any right to vote.

Chapter Six: Audit Committee and Functional Committees

Article 31:

The audit committee shall be composed of the entire number of independent directors. It shall not be fewer than three persons in number, one of whom shall be convener, and at least one of whom shall have accounting or financial expertise.

If a single incorporation holds all of the shares issued by this bank, this single incorporation assigns the independent directors.

Article 32:

The implementation of duties and powers of the audit committee and other compliance matters shall follow the relevant regulations or internal rules of this bank.

Article 33:

The Bank may set up other functional committees under the Board of Directors, with the numbers of members and their tenures and duties and powers to be spelled out in their respective organizational regulations.

Chapter Seven: Managers

Article 34:

This bank shall have one president and one chief auditor who shall be nominated by the chairman of the board, and appointed or removed by majority consent of the attendance directors of majority directors. There shall be corporate banking CEO, individual banking CEO, several senior executive vice presidents, executive vice presidents and general managers who shall be nominated by the president, and appointed or removed by majority consent of the attendance directors of majority directors.

Article 35:

The managers of this bank shall possess good conduct and image and capability of leadership and effective bank business operation, and shall meet one of the requirements provided in Paragraph 1 of respective Article 4, 5 and 6 of the Regulations Governing Qualification Requirements and Concurrent Serving Restrictions and Matters for Compliance by the Responsible Persons of Banks.

Article 36:

The president shall, in accordance with the resolutions of the board of directors, manage all the business affairs of this bank and may be authorized by the board of directors to represent this bank on performing its business operation.

Article 37:

If the president of the bank takes the leave of absence, or is unable to perform his duties for any reason, the chairman of the board shall designate one out of the position of the senior executive vice presidents or above to be delegated to perform the president's duties.

Chapter Eight: Accounting

Article 38:

The fiscal year of this bank is from the first of January every year to the thirty first of December in the same year. A final accounting shall be done at the end of each fiscal year.

Article 39:

The board of directors shall prepare the following reports and statements at the end of each fiscal year. The reports and statements shall be delivered to the general shareholders meeting for approval in accordance with statutory procedure.

1. Operation report.
2. Financial statements
3. Resolutions relating to distribution of profit or compensation for loss.

The aforesaid final accounting statements shall be submitted to the regulatory agency in accordance with the provisions of the Company Law, Securities Exchange Law, Banking Law, and any other related laws and regulations, and publicly announced according to regulations.

Article 40:

The earnings of the Bank in a given year (pretax profit before deduction of compensation for employees and directors) shall be reserved to cover the losses accumulated from previous years. Three percent of the balance from the above shall be allocated as compensation for employees and not more than 0.6%, compensation for directors.

Recipients of employee bonuses shall include employees of affiliate companies who meet certain preset conditions. Motions on employee bonuses and director compensation shall be presented before shareholders' meetings.

Article 40-1:

If this bank final accounting shows any profit, after having paid all taxes and dues, it shall first cover the losses accumulated in the past years, and then appropriate the remaining amount as a legal reserve and a special reserve in accordance with the laws. If necessary, a special reserve may also be appropriated. Next, the distribution of the remaining profits together with the reversal of special reserve as well as the retained earning accumulated from previous years shall be proposed by the board of directors and submitted for the resolution of shareholders' meetings.

In order to achieve the goal of sound financial structure, this bank shall maintain adequate regulatory capital according to The Banking Act and authority's regulation, and plan distribution of cash and stock dividend based on operation condition. If the legal reserve is less than total capital, the amount of dividend distribution shall not exceed the regulatory limit.

The distribution of dividends shall be based on the shareholdings of the shareholders as recorded in the shareholders register on the dividend distribution base date.

Chapter Nine Appendix

Article 41:

The promoters of this bank shall not have any special benefits and emoluments. Payment of the expenses for establishing the bank shall be handled in accordance with the Rules for Handling the Income and Expenditure of the Bank during the Preparatory Period.

Article 42:

This bank's rules of organization, the division of powers and duties between the board of directors and managers, levels of responsibility and other regulations shall be prescribed separately.

Article 43

If the Bank or the responsible person thereof suffers from any rumor or fraud to the extent of damaging its/his reputation, the responsible person of the Bank shall immediately file a complaint with law enforcement authorities in accordance with applicable provisions of the Criminal Code.

Article 44:

Matters not dealt with by these articles of incorporation shall be dealt with in accordance with the provisions of the Banking Law, Company Law, and other related laws and regulations.

Article 45:

These articles of incorporation will be implemented after being reported to and registered with the regulatory agency. The same rule applies to any amendment hereof.

Article 46:

These articles of incorporation were prescribed on 18th September 1990 at the first meeting of promoters.

First revision made on 16th December 1991 at the establishment meeting.
Second revision made on 27th April 1993 at the shareholders meeting.
Third revision made on 17th April 1995 at the shareholders meeting.
Fourth revision made on 7th May 1996 at the shareholders meeting.
Fifth revision made on 30th April 1997 at the shareholders meeting.
Sixth revision made on 23rd March 1998 at the shareholders meeting.
Seventh revision made on 15th April 1999 at the shareholders meeting.
Eighth revision made on 18th April 2000 at the shareholders meeting.
Ninth revision made on 19th April 2001 at the shareholders meeting.
Tenth revision made on 27th February 2002 at the board of directors meeting.
Eleventh revision made on 20th June 2002 at the board of directors meeting.
Twelfth revision made on 27th April 2004 at the board of directors meeting.
Thirteenth revision made on 21st October 2004 at the board of directors meeting.
Fourteenth revision made on 14th February 2005 at the board of directors meeting.
Fifteenth revision made on 17th August 2005 at the board of directors meeting.
Sixteenth revision made on 29th December 2005 at the board of directors meeting.
Seventeenth revision made on 16th February 2006 at the board of directors meeting.
Eighteenth revision made on 14th April 2006 at the board of directors meeting.
Nineteenth revision made on 25th August 2006 at the board of directors meeting.
Twenty revision made on 26th April 2007 at the board of directors meeting.
Twenty first revision made on 13nd June 2008 at the board of directors meeting.
Twenty second revision made on 8th May 2009 at the board of directors meeting.
Twenty third revision made on 12th November 2009 at the board of directors meeting.
Twenty fourth revision made on 30th April 2010 at the board of directors meeting.
Twenty fifth revision made on 20th August 2010 at the board of directors meeting.
Twenty sixth revision made on 6th May 2011 at the board of directors meeting
Twenty seventh revision made on 29th July 2011 at the board of directors meeting.
Twenty eighth revision made on 11th November 2011 at the board of directors meeting.
Twenty Ninth revision made on 4th May 2012 at the board of directors meeting.

Thirtieth revision made on 16th November 2012 at the board of directors meeting.

Thirty first revision made on 2nd May 2013 at the board of directors meeting.

Thirty second revision made on 24th January 2014 at the board of directors meeting.

Thirty third revision made on 25th April 2014 at the board of directors meeting.

Thirty fourth revision made on 20th June 2014 at the board of directors meeting.

Thirty fifth revision made on 24th April 2015 at the board of directors meeting.

Thirty sixth revision made on 21st August 2015 at the board of directors meeting.

Thirty seventh revision made on 8th January 2016 at the board of directors meeting.

Thirty eighth revision made on 29th January 2016 at the board of directors meeting.

Thirty ninth revision made on 27th April 2016 at the board of directors meeting.

Fortieth revision made on 28th April 2017 at the board of directors meeting.

Forty first revision made on 23rd June 2017 at the board of directors meeting.

Forty second revision made on 25th April 2018 at the board of directors meeting.

Forty third revision made on 24th April 2019 at the board of directors meeting.

Forty fourth revision made on 24th April 2020 at the board of directors meeting.

Forty fifth revision made on 21st July 2020 at the board of directors meeting.

Forty sixth revision made on 23rd April 2021 at the board of directors meeting.

Forty seventh revision made on 22nd April 2022 at the board of directors meeting.

Forty eighth revision made on 21st April 2023 at the board of directors meeting.

Forty ninth revision made on 19th April 2024 at the board of directors meeting.