CTBC Bank Co., Ltd.
Audit Committee Charter

Article 1 To enhance the corporate governance of CTBC Financial Holding Co., Ltd. (hereinafter, the "Company") and strengthen the function of the Board of Directors, this Charter is hereby adopted for the establishment of the Audit Committee (hereinafter, the "Committee") pursuant to the relevant provisions of Article 14-4 of the Securities and Exchange Act as well as the Corporate Governance Best Practice Principles for Banks, Regulations Governing the Exercise of Powers by Audit Committees of Public Companies, Regulations Governing the Establishment and Related Matters of Special Committees of Public Companies for Merger/Consolidation and Acquisition, and the Articles of Incorporation of the Company.

Article 2 The headcount, term of office, powers, and rules of procedure of the Committee as well as the resources to be provided to it by the Company when exercising its powers shall be subject to the provisions of this Charter.

Article 3 The terms of reference of the Committee comprise the

1. fair presentation of Company financial statements;

2. appointment and dismissal, independence, and performance of certified public accountants;

3. effective implementation of internal Company controls;

4. appropriateness of the procedures and plans for complying with internal Company regulations;

5. control of existing or potential risks to the Company; and

6. deliberation on merger and acquisition-related matters.

Article 4 The Committee is comprised completely of independent directors. It shall have no fewer than three members, at least one of whom shall possess accounting or financial expertise. One person shall be jointly appointed by and from among all Committee members to serve as convener and represent the Committee externally.

The term of office of Committee members is three years, and they may be re-elected and reappointed. If a dismissal made for any reason causes an insufficient number of members as required by the preceding paragraph or other regulation, or all members are dismissed, the member shall be replaced by the parent company.

Article 5 The Committee shall exercise supervisory powers pursuant to the Securities and Exchange Act, Company Act, Corporate Governance Best Practice Principles for Banks, and other laws, excluding those prescribed in paragraph 4 of Article 14-4 of the Securities and Exchange Act.

The provisions of paragraph 4 of Article 14-4 of the Securities and Exchange Act regarding the conduct of supervisors or company representatives as stipulated in the Company Act apply mutatis mutandis to the Committee members who are independent directors.

Pursuant to the Regulations Governing the Establishment and Related Matters of Special Committees of Public Companies for Merger/Consolidation and Acquisition, the powers exercised by the Mergers and Acquisitions Special Committee shall be specified by the Committee; and deliberation on merger and acquisition-related matters shall be handled according to the provisions of Committee resolutions and the special provisions of the aforementioned regulations.

The term "special provisions of such Rules" in the preceding paragraph includes but is not limited to those regarding member composition and independence, the appointment and independence of independent experts, the announcement of reports detailing deliberation

results, the in-person meeting attendance by members without entrusting a proxy or waiving their vote, and the audio or video recordings of all proceedings.

Article 6 The powers of the Committee are as follows:

1. Formulate and amend an internal control system pursuant to the provisions of Article 14-1 of the Securities and Exchange Act.

2. Assess the effectiveness of the internal control system.

3. Formulate and amend, pursuant to the provisions of Article 36-1 of the Securities and Exchange Act, handling procedures for acquiring and disposing of assets, engaging in derivatives transactions, and handling significant financial business actions.

4. Review matters in which a director is an interested party.

5. Review transactions involving an interested party pursuant to the law.

6. Review material assets and derivatives transactions.

7. Review the raising, issuing, and private placement of negotiable equity-type securities.

8. Review the appointment, dismissal, and remuneration of certified public accountants, and assess their independence and performance.

9. Review the appointment and dismissal of financial, accounting, and internal auditing supervisors.

10. Review the annual and semiannual financial reports.

11. Deliberate on merger and acquisition-related matters.

12. Review other significant matters as stipulated by the Company or the competent authority.

The matters in each subparagraph of the preceding paragraph shall be subject to approval by at least half of all Committee members and proposed at a Board meeting for a resolution. The voting results shall be reported on the spot and a record thereof made.

Regarding the matters in each subparagraph of the first paragraph, excluding subparagraph 10, if they are not approved by at least half of all Committee members, they may be approved by at least two-thirds of all Board directors without being limited by the stipulations in the preceding paragraph. Committee resolutions shall be noted in the Board meeting minute book.

“All directors”, as used herein, refers to incumbents actually in office at the given time.

Article 7 The Committee shall convene at least once every quarter and may convene at any time as necessary.

A notice of the reasons for convening a meeting shall be specified upon convocation and given to each Committee member at least seven days in advance of the meeting. In emergency circumstances, however, a meeting may be called on shorter notice. The convening notice may be delivered via post, email, or fax.

The convener shall be responsible for convening Committee meetings and acting as the meeting chairperson. If the convener is on leave or otherwise unable to convene a meeting, he or she shall appoint another member as acting convener. If the convener does not make such an appointment, one person shall be jointly appointed by and from among all Committee members as acting convener.

The Committee may invite management-level personnel of relevant departments, internal auditors, accountants, legal consultants, or other Company personnel to attend a meeting and provide necessary information; however, they shall be absent during discussion and voting. The expenses arising from their attendance shall be borne by the Company.

When a Committee meeting is convened, relevant materials shall be prepared and provided to attending Committee members for their reference.

Article 8 When a Committee meeting is convened, the Company shall provide an attendance book for attending members to sign for future reference.

Members shall attend Committee meetings in person; a member who cannot attend in person may entrust another member to attend on his or her behalf. A member participating in a meeting through videoconferencing shall be deemed to be attending in person.

When entrusting another member to act as a proxy to attend a Committee meeting, a Committee member shall on every occasion issue the proxy with power of attorney and list the scope of authority regarding the items on the meeting agenda. A proxy is limited to entrustment by one person.

When there is good cause not to hold a Committee meeting, matters on the meeting agenda shall be adopted with the consent of at least two-thirds of all Board directors. However, approval shall be obtained from the members of the Committee for matters prescribed in subparagraph 10 of paragraph 1 of Article 6 hereof.

Article 9 The proceedings of Committee meetings shall be recorded in the meeting minutes, which shall specify the following in detail:

1. Meeting session, time, and location

2. Name of meeting chairperson

3. Member attendance, including the names and numbers of members in attendance, on leave, or absent

4. Names and titles of those attending the meeting as non-voting participants

5. Name of minute taker

6. Report items

7. Agenda items: for each proposal, the resolution method and outcome; a summary of the comments expressed by the Committee members, experts, and other persons present at the meeting; and the names of any Committee members who are interested parties regarding a given agenda item, as addressed in paragraph 1 of Article 11 hereof, with details of the material aspects of their interests, their reasons for recusing or not recusing themselves, and any objections or reservations expressed

8. Extraordinary motions: for each extraordinary motion, the name of the proposer; the resolution method and outcome; a summary of the comments expressed by the Committee members, experts, and other persons present at the meeting; and the names of any Committee members who are interested parties regarding a given agenda item, as addressed in paragraph 1 of Article 11 hereof, with details of the material aspects of their interests, their reasons for recusing or not recusing themselves, and any objections or reservations expressed

9. Other matters required to be recorded

The attendance book constitutes a part of the meeting minutes and shall be preserved for the duration of the Company. The meeting minutes shall be signed or sealed by the meeting chairperson and the minute taker, and a copy thereof shall be distributed to each Committee member within 20 days of the meeting. They shall be deemed important Company records and preserved for the duration of the Company. The minutes may be produced, distributed, and preserved in electronic form.

Article 9-1 Committee meetings shall be recorded in full in audio or video and these recordings shall be preserved for at least five years. The recordings may be in electronic form.

In the event that litigation involving a matter concerning the Committee is initiated before the preservation period mentioned in the preceding paragraph expires, the minutes shall be preserved until the conclusion of the litigation.

For any Committee meeting participated in via videoconferencing, the audio and video recordings thereof shall also constitute a part of the meeting minutes and shall be preserved for the duration of the Company.

Article 10 Committee meeting agendas shall be drafted by the convener; other members may also submit proposals for discussion by the Committee.

The administrative operations of the Committee are handled by the Office of Chairman, which is responsible for assisting the Committee in planning agendas, distributing convocation notices, conducting proceedings, recording meeting minutes, and other related matters.

Article 11 If any Committee member is an interested party regarding an agenda item, he or she shall report the relationship. When such a relationship conflicts with the interests of the Company, the member may not deliberate or vote on the item and shall recuse himself or herself from these proceedings without engaging a proxy.

Where the spouse or a blood relative within the second degree of kinship of the member is an interested party with respect to an agenda item as described in the preceding paragraph, such member shall be deemed to be an interested party with respect to that agenda item.

Where a matter is unable to be resolved at a committee meeting for the reason stated in paragraph 1, the fact shall be reported to the board of directors and the matter shall be resolved by the board instead.

Article 12 The Committee may retain the services of lawyers, accountants, or other professionals to conduct a review of or provide consultation on the exercise of the Committee's powers. The expenses incurred therefrom shall be borne by the Company.

Article 13 Committee members shall exercise the due care of good administrators and faithfully perform the duties prescribed in this Charter. They are accountable to the Board of Directors, to whom they shall submit their proposals for approval.

Article 14 The Committee shall regularly review matters related to this Charter and recommend amendments to the Board of Directors.

The convener of the Committee and its other members may delegate the performance of tasks relating to resolutions adopted by the Committee. Written or verbal progress reports are to be presented to the Committee during the implementation period. When necessary, a matter shall be presented for ratification or a report made at the next Committee meeting.

Article 15 This Charter, and any amendments hereto, shall take effect after approval by the Board of Directors.

Amended at the Board of Directors meeting of June 24, 2009

Amended at the Board of Directors meeting of June 28, 2013

Amended at the Board of Directors meeting of March 29, 2016

Amended at the Board of Directors meeting of August 30, 2017

Amended at the Board of Directors meeting of March 27, 2020