

Stock Code: 2885



Handbook for the 2026 Annual Shareholders Meeting

Time and Date: 9:00 a.m., Friday, June 12, 2026
Place: No.15, Ln. 168, Xingshan Rd., Neihu Dist.,
Taipei, Taiwan, R.O.C.
(Multi-functional Assembly Hall)

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Yuanta Financial Holding Co., Ltd.
2026 Annual Shareholders Meeting Procedure

- I. Meeting called to order
- II. Chairperson remarks
- III. Company reports
- IV. Proposals
- V. Discussion
- VI. Extemporaneous motions
- VII. Adjournment

Yuanta Financial Holding Co., Ltd.

2026 Annual Shareholders Meeting Agenda

Time and Date: 9:00 a.m., Friday, June 12, 2026

Place: No.15, Ln. 168, Xingshan Rd., Neihu Dist.,
Taipei, Taiwan, R.O.C. (Multi-functional Assembly Hall)

Method of Meeting: Physical Shareholders Meeting

I. Chairperson Remarks

II. Company Reports

- (I) The Company's 2025 Business Report
- (II) The Audit Committee's Review of the 2025 Business Report, Financial Statements, and Earnings Distribution Plan, and Audit Committee's Communication with the Head of Internal Audit
- (III) The Company's Distribution of Remuneration for Employees and Directors of the Board in 2025
- (IV) The Reasons for the Issuance of the Company's Unsecured Ordinary Corporate Bonds and the Related Matters
- (V) The Report on the Audit Committee's Review of the Fairness and Reasonableness of the Company's Merger and Acquisition Plan to Acquire Yuanta Securities Investment Trust Co., Ltd. (Yuanta Funds) as a Wholly-Owned Subsidiary through a Share Swap

III. Proposals

- (I) Adoption of the 2025 Business Report and Financial Statements

- (II) Adoption of the Proposal for the Distribution of 2025 Earnings

IV. Discussion

- (I) The Company's Issuing of New Shares from Converting Earnings to Increase Capital in 2025
- (II) Amendments to the Articles of Incorporation of Yuanta Financial Holding Co., Ltd.
- (III) Amendments to the Procedures for the Acquisition or Disposal of Assets of Yuanta Financial Holding Co., Ltd.
- (IV) Matters Related to the Company's Proposal to Acquire Yuanta Securities Investment Trust Co., Ltd. (Yuanta Funds) as a Wholly-Owned Subsidiary through a Share Swap and to Issue New Shares

V. Extemporary Motions

VI. Adjournment

Company Reports (I)

Motion: The Company's 2025 Business Report (Proposed by the Board of Directors)

Note: The Company's 2025 Business Report is attached as follows (on page 5).

Business Report

I. Domestic and International Financial Environment

Looking back at 2025, as global inflation gradually eased, major central banks steadily shifted toward accommodative monetary policies. However, uncertainties surrounding U.S. government tariffs and geopolitical risks continue to weigh on business and consumer confidence. Nevertheless, as the market gradually absorbs the impact and the demand in the artificial intelligence (AI) sector remains strong, the global economy continues to grow at a moderate pace. According to the latest report released by S&P Global in February 2026, global economic growth for 2025 was 2.9%. As for Taiwan, although it was affected by uncertainty surrounding U.S. trade policies, consumers have become more cautious about spending on durable goods, leading to a slowdown in private consumption growth. Yet, demand for emerging technologies such as AI stays vigorous, and driven by a recovery in demand for consumer electronics, exports of electronic components and information and communications technology (ICT) products have seen strong growth. Meanwhile, the domestic semiconductor industry and its related supply chains continue to expand their investments. According to the latest announcement by the Directorate-General of Budget, Accounting and Statistics (DGBAS), Executive Yuan in February 2026, in 2025 Taiwan's annual economic growth rate stood at 8.68%, the highest in nearly fifteen years.

Looking ahead to 2026, the global economic outlook continues to face numerous risks, with international economic and trade policies and the political landscape remaining uncertain. The resurgence of trade protectionism in various countries is likely to dampen global trade growth. Besides, with geopolitical issues persisting and China's domestic demand staying weak, some industries may face deflationary pressure. However, with the financial environment becoming more relaxed and the rapid development of AI-related industries, these factors are expected to provide fundamental support for the economy. According to S&P Global's February 2026 forecast, global economic growth for 2026 is projected to be 2.9%. In terms of Taiwan's economy, AI-related applications remain a key driver of steady growth in exports and investment, while wage increases and higher dividends are expected to boost private consumption. According to the forecast released by the DGBAS, Executive Yuan in February 2026, Taiwan's economic growth rate is projected to be 7.71% in 2026.

In the financial markets, the stock, foreign exchange, and bond markets experienced significant volatility in 2025. In the first half of the year, the Taiwan Stock Exchange (TAIEX) saw a marked correction due to the impact of reciprocal tariffs implemented by the U.S. In the second half of the year, driven by a wave of investment in the AI sector, the stock market repeatedly hit new highs, with Taiwan's weighted index breaking through the 28,000-point mark. The index rose 25.7% for the year, while average daily trading volume grew by 1.49% compared to last year, reaching approximately NT\$532.5 billion (all

figures in New Taiwan Dollars). Fueled by soaring stock prices and trading volumes in Taiwan, as well as strong performance across multiple business segments including proprietary trading and underwriting, Yuanta Securities reported earnings of NT\$24.421 billion in 2025, a year-on-year (YoY) increase of 15.4%, achieving a record high. In the banking sector, due to increased lending, widening interest rate spreads, and strong sales momentum for wealth management products, in 2025 Yuanta Bank generated a profit of NT\$10.668 billion, a 6.5% YoY growth, marking its best performance ever. In the life insurance sector, due to foreign exchange losses, hedging costs, and expenses resulting from strong business momentum, Yuanta Life incurred a loss of NT\$1.409 billion in 2025. Notwithstanding, continued growth in its core insurance business is expected to underpin Yuanta Life's long-term profitability. Yuanta Futures has benefited from rising average daily trading volume in domestic and international options markets as well as its position as the market leader in customer margin deposits, reaching a profit of NT\$2.655 billion in 2025, a YoY increase of 22.5%, creating another record. Yuanta Securities Investment Trust (YSIT) has accurately identified investors' needs, and the assets under management (AUM) for its Yuanta/P-shares Taiwan Top 50 ETF, surpassed NT\$1 trillion for the first time in 2025, setting a milestone for TAIEX ETFs. YSIT's total AUM (including actively and passively managed funds and discretionary (commission-based) business) also exceeded NT\$2.97 trillion, resulting in a profit of NT\$4.182 billion in 2025--a YoY growth of 5.9%--breaking historical records.

In 2026, financial markets remain highly volatile. Divergent monetary policies among central banks, uncertainties surrounding international economic and trade policies and political situations, China's slow economic recovery, and ongoing geopolitical tensions, could all contribute to increased volatility in global financial markets and consequently affect the performance of the Taiwan stock market. Furthermore, while the U.S. Federal Reserve's interest rate cut may help banks improve their foreign currency funding costs and injects foreign currency lending momentum, but how to continue optimizing the deposit-loan structure, maintaining the interest rate spreads, and sustaining the momentum of wealth management business, will be the key to banking operations. In the life insurance sector, thanks to measures including the new foreign exchange rate fluctuation reserve system and other exchange rate-related response measures, future profits and losses will be less susceptible to exchange rate fluctuations. However, under the new IFRS17 and ICS2.0 standards, the life insurance sector will encounter management issues such as contract service margin (CSM) and improving capital efficiency. In conclusion, financial markets in 2026 still present many uncertainties. Yuanta Financial Holding Company (FHC) will consistently uphold its strict risk control and management policy, and assess the circumstances and seize market opportunities to continue to create record performance.

II. Changes in Company Organization

The following are the major organizational changes at Yuanta FHC for the year 2025:

- (I) To facilitate direct oversight and promotion of Yuanta FHC's corporate governance matters by the head of corporate governance, the Board of Directors of Yuanta FHC resolved in June 2025 that the responsibility for "promoting corporate governance matters," which was previously under the purview of the Corporate Planning Department, will be transferred to the Secretariat Office. In addition, by establishing the "Channel Business Division," the division will oversee the planning, management, execution, and performance evaluation aimed at maximizing synergies across Yuanta FHC's channel-related operations. To facilitate the Group's further expansion into the South Korean market, the Board of Directors of Yuanta FHC resolved in July 2025 to acquired all shares of Yuanta Savings Bank Korea Co., Ltd., a wholly-owned subsidiary of Yuanta Commercial Bank Co., Ltd. The transaction was completed on November 3, 2025. In conjunction with the incorporation of Yuanta Savings Bank Korea Co., Ltd. as a direct overseas subsidiary of Yuanta FHC, in September 2025, the Board of Directors of Yuanta FHC approved amendments to the scope of responsibilities of the International Operations Division, adding the planning and execution of Yuanta FHC's international business operations (including major operational matters, management systems, and the implementation of major projects).

III. Business Achievements

Looking back at 2025, despite significant volatility in the financial markets, Yuanta FHC continued to adhere to prudent and stable management principles, adjusting the execution strategy in a timely manner in response to external exchanges. In 2025, Yuanta FHC generated a net income after tax of NT\$36.521 billion, with earnings per share (EPS) of NT\$2.74, ranking the fourth place among thirteen Taiwan Stock Exchange (TWSE)-listed financial holding companies.

While developing the financial business thoroughly and creating profit, Yuanta FHC has also integrated ESG (environment, society, and corporate governance) into its corporate culture and business strategies to establish a sustainable business management and service model. Yuanta FHC has been selected by the "DJSI World Index" of the Dow Jones Sustainability Indices (DJSI), and "DJSI Emerging Markets Index" for six consecutive years. Yuanta FHC was ranked number one (No. 1) for the third time in the S&P Global Corporate Sustainability Assessment (CSA) in the group of FBN Diversified Financial Services and Capital Markets. At the same time, Yuanta FHC has been selected by FTSE4Good Emerging Index for nine consecutive years, which has been recognized as one of the most sustainable companies in Taiwan.

As a member of the Coalition of Movers and Shakers on Sustainable Finance of Taiwan's Financial Supervisory Commission (FSC), Yuanta FHC has committed to taking more proactive actions in the five major areas of "green procurement," "funding and engagement," "information disclosure," "assistance and promotion," and "international outreach." At the same time,

Yuanta FHC and the Securities and Futures Institute (SFI) jointly acted as the convenors of the Empowerment and Certification Working Group of the FSC's Net-Zero Promotion Working Platform, dedicated to strengthening the sustainable talent development system and enhancing the financial sector's capacity for sustainable practices. Since 2024, Yuanta FHC has been promoting the sustainable finance certification system, and by the end of 2025, the number of people in Taiwan who have obtained the certificate of basic competency for sustainable finance has exceeded 45,000.

In 2025, Yuanta FHC won recognition from multiple external organizations for its ESG practices. For example, Yuanta FHC has made the Climate Change A List on the CDP (formerly Carbon Disclosure Project), a global environmental indicator, for six consecutive years and has been in the "Leadership Level" for eight consecutive years, achieving the best performance in the domestic financial industry. Yuanta FHC was awarded four times the Silver Award of the National Enterprise Environmental Protection Award from the Ministry of Environment, Executive Yuan, for its proactive efforts to reduce emissions, and this year Yuanta FHC was also presented with the "Honorary Environmental Protection Enterprise Trophy." Recognizing the importance of climate change, Yuanta FHC has been named as one of the Asia-Pacific Climate Leaders 2025 by *Financial Times* for two consecutive years. The Group also completed 100% verification of the five ISO management guidelines on the environmental aspect (ISO 14001 Environmental Management System, ISO 14064-1 Greenhouse Gas (GHG) Inventory Verification, ISO 14046 Water Footprint Inventory, ISO 50001 Energy Management System, and ISO 20400 Sustainable Procurement). Yuanta FHC's construction of a sustainable supply chain was recognized by the Executive Yuan for thirteen consecutive years for its outstanding performance in green procurement. Committed to creating a happy workplace, Yuanta FHC received the "Best Company to Work for in Asia" award from *HR Asia*, a leading Asian human resources magazine for the sixth time. Building a motherhood-friendly workplace environment, Yuanta FHC was awarded the "Friendly Childcare Business Award" by the Taipei City Government. Moreover, Yuanta FHC has been selected for *CommonWealth Magazine's* "Corporate Social Responsibility (CSR) Sustainable Citizenship Award" for six consecutive years, ranking third in Taiwan's financial industry, won the Exemplary Award of the "ESG Corporate Sustainability Award - Comprehensive Performance-Financial Insurance Industry" from *Global Views Monthly*, and was honored with the "Taiwan Top 100 Sustainable Model Enterprise Award (Service Industry Group)" by Taiwan Corporate Sustainability Awards (TCSA). Exerting sustainable impact, the Group's subsidiaries--Yuanta Securities, Yuanta Bank, and Yuanta Securities Investment Trust--were selected by the FSC among the top 25% of enterprises in the "Sustainable Finance Evaluation."

For corporate governance, Yuanta FHC ranked in the top 5% of TWSE-listed companies and the top 11%~20% of TWSE/Taipei Exchange (TPEX)-listed companies engaged in financial insurance business in the eleventh Corporate Governance Evaluation organized by TWSE. Yuanta FHC also received the Best Chief Executive Officer, Best Chief Financial Officer, Best Corporate Social Responsibility, Best Investor Relations Manager, and Best Investor Relations awards in Asia, and the 2025 Sustainable Asia Award from

Corporate Governance Asia. Furthermore, Yuanta FHC passed “Outstanding Certification” by the Taiwan Corporate Governance Association’s “CG6014 (2023) Corporate Governance System Assessment” jointly with its subsidiaries including Yuanta Securities and Yuanta Bank, and continued its practices in improving stakeholders’ interests and rights, functions of the Board of Directors, corporate governance culture, and sustainable development and governance.

The business achievements of Yuanta FHC’s subsidiaries are as follows:

Yuanta Securities had 148 branches and brokerage departments as of the end of December 2025, with a brokerage market share of around 13.83% in 2025, growing by 4% from 2024 and maintaining the leading position in the industry. In recent years, Yuanta Securities has continuously developed multiple businesses domestically and overseas, driven by an enterprising culture of pursuing innovation and teamwork, and received recognition from domestic and international professional financial magazines, totaling 83 awards for the year, including securities-related awards by various international institutions such as the “Best Broker in Taiwan” and the “Best IPO in Taiwan” awards by *Finance Asia*, and the “Best Brokerage in Taiwan” award by *The Asset*. Honors from Taiwan’s competent authorities include “Top 25% Securities Dealers in Treating Customers Fairly Evaluation” from the FSC, and “Partnership Award - Securities Underwriters,” “Toward the Future Award-IPO Fund Raised,” “Toward the Future Award - IPO Market Cap,” “Innovation Promotion Award – Securities Underwriters,” “Market-Making Excellence Award,” and “Better Disclosure of Information List” of the Stewardship Principles Evaluation for Institutional Investors from TWSE; “Futures Proprietary Trading Volume Diamond Award,” “Futures Introducing Broker Trading Volume Diamond Award,” and “Market-Making Performance Diamond Award” from Taiwan Futures Exchange (TAIFEX); and “TPEX-Listed Stock Market-Makers Awards” and “Emerging Market Pre-Listing Tutorship Performance Award” from TPEX. Meanwhile, Yuanta Securities has also received the Golden Goblet Awards, held biennially by the Securities and Futures Institute (SFI), including “Outstanding Corporate Leadership Award,” “Outstanding Securities Talent Award,” “Outstanding Financial Innovation Award,” “Outstanding Talent Cultivation Award,” and “Outstanding Green Finance Award – Securities Industry,” as well as the National Brand Yushan Award’s “Outstanding Enterprise” and “Outstanding Products - Mr. Investor 2.0, Mr. Investor Total E-Counter, Ex-Right and Ex-Dividend Overview.” In particular, the “Outstanding Enterprise” and “Outstanding Product - Ex-Right and Ex-Dividend Overview” even won the National First Prize. All these awards have demonstrated that Yuanta Securities has been recognized for its efforts in expanding its business and fulfilling the rights and interests of its customers, while continuing to promote sustainability and ESG-related policies to realize its determination and goal of net-zero transformation and sustainable development.

Yuanta Bank’s various business segments saw steady growth in 2025, and its total assets exceeded NT\$2.3 trillion by year-end under prudent risk management, representing a 15% increase over the previous year. In terms of deposits, Yuanta Bank continued to promote various deposit projects and deepen local presence, effectively engaging customers, attracting new capital,

and expanding the payroll-to-bank-account customer base. In terms of lending, consumer banking has launched an organizational restructuring in response to business transformation, with a focus on wealth management-style mortgage loans and personal loans, while improving business efficiency by establishing regional centers. Corporate banking concentrated on enhancing lending to high-quality enterprises while driving growth in syndicated loans and foreign currency lending to increase interest rate spread and credit facility fees. The wealth management business maintained steady growth momentum driven by the continued expansion of its customer base and AUM. It is also committed to developing private banking business to satisfy the needs of high-net-worth customers, driving fee income to new highs. At the same time, by promoting cross-selling and upselling across business lines, Yuanta Bank effectively strengthened customer relationships. In addition, Yuanta Bank has long been committed to customer engagement, product innovation, digital finance, and promoting sustainable development, earning recognition from multiple professional organizations in 2025.

Under Yuanta FHC's overall growth and development strategy of "solidification of cores and driving of growth," Yuanta Life strengthened the marketing of "investment-linked products" and "traditional products" through the integration of Group resources. Yuanta Life's annual premium income in early 2025 grew by 298% compared to the previous year, demonstrating that Yuanta Life has been steadily expanding the scale of its business. Yuanta Life aims to increase its recurring yield, while implementing dynamically adjusted risk-hedging strategies to build up foreign exchange price reserves, optimize the balance between assets and liabilities as well as capital structure, and continue to improve the contribution to and importance within the Group.

In 2025, Yuanta Futures adhered to its operational goal of steady growth and continued to strengthen the momentum of each business and achieve steady growth. In terms of business performance, Yuanta Futures' domestic futures brokerage market share was 22.80%, options brokerage market share 13.09%, and foreign futures market share 24.06%. Its overall business performance led the industry. With regard to financial performance, Yuanta Futures generated a net income after tax of NT\$2.655 billion, ranking the first place among fourteen professional futures firms in Taiwan, a new historical high, with an EPS after tax of NT\$8.45 and a rate of return (ROE) after tax of 15.02%, in 2025, demonstrating its excellent business performance. Yuanta Futures has been actively strengthening various operational indicators and is committed to corporate governance through prudent risk management, and was recognized by domestic/international competent authorities and professional financial institutions for its performance in various areas. For example, it has been included in the "Top 5% of TWSE/TPEX-listed Companies" of the Corporate Governance Evaluation by TWSE for eleven consecutive years. Yuanta Futures also won the "Futures Diamond Award" from TAIFEX, the National Brand Yushan Award's "Outstanding Enterprise" and "Best Product" awards, and the "First Place for Special Award" in the first Futures Traders Anti-Fraud Governance Evaluation. Yuanta Futures has likewise been honored for its sustainable business performance in the eighteenth Golden Goblet Awards with the "Outstanding Green Finance Award," in the TCSA, and in the "Green Net-

Zero Financial Award” from *Commercial Times*. Furthermore, it was granted the long-term credit rating “AA-(tw),” with a “stable” outlook by Fitch Ratings. In the future, Yuanta Futures will continue to develop business at home and abroad, optimize all indicators, and move towards becoming an international futures dealer in Asia.

Yuanta Securities Investment Trust’s AUM amounted to NT\$2.9721 trillion as of the end of 2025, growing by NT\$747.1 billion from 2024, a YoY growth by 34%. The AUM growth rate has attained more than 20% for three consecutive years. The net income after tax was NT\$4.182 billion, a YoY growth by 5.9%, and EPS NT\$18.43, in 2025. Since Yuanta Securities Investment Trust was incorporated, it has adhered to the management philosophy stressing “stability, integrity, service, and innovation” and “devoted entirely to managing your wealth,” and has been dedicated to engaging in the diversified investment and wealth management areas as the investment trust company with the largest publicly offered fund scale and market share in Taiwan. The publicly offered funds amounted to NT\$2.9309 trillion and were affirmed by more than 6.05 million beneficiaries, stably occupying the first place in the market. Yuanta Securities Investment Trust owns the strongest and largest-scale research team dedicated to helping investors gain access to international trends and related financial products in a timely manner and also providing diversified investment solutions, in order to satisfy investors’ wealth management and retirement needs. In past years, Yuanta Securities Investment Trust’s domestic/overseas funds have pursued stable performance and growth rate. Yuanta Securities Investment Trust also won multiple awards and patents from domestic/overseas professional organizations, with respect to the three indicators including product, brand, and talent, establishing a leading position in the industry.

In implementing their respective 2025 business plans, Yuanta FHC's subsidiaries posted the following results:

Item		Total assets (NT\$1,000)	Net income (NT\$1,000)	EPS (NT\$)
Yuanta Securities	2025	905,019,558	24,421,205	3.70
	2024	692,161,451	21,157,892	3.21
Yuanta Bank	2025	2,364,115,586	10,668,193	1.22
	2024	2,051,940,102	10,015,301	1.15
Yuanta Life	2025	483,464,552	(1,409,260)	(0.51)
	2024	456,510,317	1,922,588	0.77
Yuanta Futures	2025	179,941,483	2,655,445	8.45
	2024	158,712,471	2,166,896	7.47
Yuanta Securities Investment Trust	2025	10,461,691	4,182,074	18.43
	2024	10,030,544	3,947,571	17.40
Yuanta Savings Bank (Korea)	2025	16,252,913	(9,301)	(0.69)
	2024	15,256,741	64,432	4.77
Yuanta Asset Management	2025	4,426,753	327,045	0.98
	2024	4,509,207	320,682	0.96
Yuanta Venture Capital	2025	3,271,456	275,719	1.02
	2024	3,651,472	701,067	2.58
Yuanta Securities Investment Consulting	2025	379,579	12,405	1.24
	2024	372,251	2,134	0.21

IV. Credit Ratings' Dates and Results

Domestic and international credit rating organizations have recognized Yuanta FHC's stable asset quality and business achievements. Taiwan Ratings confirmed on January 22, 2026 that Yuanta FHC's outlook should remain "stable," reflecting Yuanta Group's leading position in the relevant securities markets in Taiwan, including a solid business foundation, operating performance that exceeds industry averages, and Yuanta Group's strong capitalization on a consolidated basis. Fitch Ratings confirmed on November 3, 2025 that Yuanta FHC's outlook should remain as "stable," recognizing Yuanta Group's stable position in the domestic market. The increasing synergy between the securities and banking businesses, coupled with Yuanta FHC's ongoing shift from a securities-trading-oriented business model to a customer-asset-oriented one, has strengthened the overall business performance by enhancing customer loyalty and profit quality. At the same time, the steady growth of the banking business has helped the diversification of funding sources and revenue streams.

Yuanta FHC's most recent credit rating results are summarized below:

Rating category	Rating agency	Credit rating		Outlook	Effective date
		Long-term	Short-term		
International rating	Fitch Ratings	BBB+	F2	Stable	2025/11/3
Domestic rating	Fitch Ratings	AA-(tw)	F1+(tw)	Stable	2025/11/3
	Taiwan Ratings	twAA-	twA-1+	Stable	2026/1/22

V. Future Development Strategies of Yuanta FHC

Yuanta FHC has always aimed to grow stably and upgrade shareholders' value. Looking back on the development history in recent years, the integration and voluntary growth, exercise of the consolidated effects of merger and acquisition (M&A) and consolidation, integration of the securities businesses overseas and efforts used in growing the business of various business entities, have driven the significant increase in the entire business scale. As a result, Yuanta FHC owning the five major profit engines, including Yuanta Securities, Yuanta Bank, Yuanta Life, Yuanta Securities Investment Trust, and Yuanta Futures, was incorporated. Meanwhile, the differentiated services and products drove the mutual growth of Yuanta Group's five major business entities.

Yuanta FHC will continue to adopt the overall growth and development strategy valuing "solidification of cores and driving of growth," with emphasis on "focusing on Taiwan's capital market" and "expanding overseas profit engines." Under the balance of the three core philosophies of "stable profitability," "risk control and management," and "sustainable development," Yuanta FHC operates businesses, markets, and customer segments with growth potential, leveraging the growth benefits of Yuanta Group's cross-industry and cross-border integration to effectively stabilize and improve earnings levels, and steadily progresses toward the two goals of "best financial services provider in Asia Pacific" and "international benchmark enterprise for sustainability."

The development strategies of the Yuanta Group for 2026 are summarized as follows:

- (I) Yuanta Securities: Consolidate domestic market position and enhance profit contribution from overseas subsidiaries.

In terms of domestic operations, the brokerage business integrates physical channels with online platforms to simultaneously grow both traffic and recurring revenue. Yuanta Securities also uses data analysis to segment and categorize its extensive customer base, providing customers with tailored investment services. The wealth management business offers expert advice on asset allocation, taxation, and estate planning to satisfy customers' diverse financial planning needs. The proprietary trading business stays abreast of market trends, adjusts investment portfolios and strategies as needed, and implements risk control and management to seek profits with a prudent approach. The investment banking business

continues to identify high-quality companies, pursue landmark cases, and provides differentiated services to corporate customers through cross-departmental, cross-subsidiary, and cross-border collaborations.

Overseas subsidiaries focus on cross-border integration and optimizing profit structures, while those in South Korea and Hong Kong develop regional corporate business. The Southeast Asian market is strengthening product and revenue diversification, while the Singapore subsidiary continues to apply for business-related licenses. And, the Taiwan parent company is replicating the successful “Mr. Investor” APP at the overseas subsidiaries to enhance their various digital service capabilities.

- (II) Yuanta Bank: Strengthen asset restructuring to enhance profitability and capital efficiency.

Yuanta Bank will steadily expand the scale of deposit, lending, and wealth management businesses, while enhancing overall profitability and return on equity (ROE) through adjustments to its asset and liability structure. Regarding deposit, Yuanta Bank will continue to strengthen deposit mobilization and prioritize foreign currency deposit growth, aiming to increase deposit through special deposit programs, deepening local market penetration, cash flow services, and capital retention strategies. In lending, the corporate banking business will expand its foreign currency lending business to increase interest rate spreads. The consumer banking business will pursue both pricing and volume strategies, boosting the momentum of wealth management-oriented mortgages and expand the customer base for credit products, while increasing the volume of loans via online, telephone, and in-person channels. With regard to financial investments, Yuanta Bank will maintain flexibility in its investment strategy, taking into full account liquidity risk, credit risk, and returns in order to carefully select investment targets. The wealth management business will adhere to the principle of balancing quality and quantity, expand the size of its business team, strengthen cross-selling efforts, and collaborate with the deposit and remittance, corporate banking, and consumer banking departments to market high-quality products. At the same time, Yuanta Bank will improve the private banking business through pilot programs conducted by the Asia Asset Management Center, delivering the best possible experience to high-net-worth customers through innovative financial services and exclusive wealth management products.

- (III) Yuanta Life: With “digital empowerment,” “steady progress” and “comprehensive development” as business strategies, Yuanta Life continues to focus its product development on the dual pillars of “investment-linked products” and “traditional products,” while actively strengthening the management of its core distribution channels.

In light of the turbulent international political and economic landscape and the high level of uncertainty in financial markets, asset and liability management and investment operations are guided by the principles of prudence and stability. Product development focuses on two main pillars--

“investment-linked products” and “traditional products”—with an emphasis on the protection-type products of the high-net-worth customers, promotes investment-linked products on an ongoing basis, and adapts to new trends in the financial market environment as appropriate to expand Yuanta Life’s product offerings, in order to satisfy customers’ needs for insurance protection and retirement planning, thereby achieving Yuanta Life’s overall financial and business objectives.

The channel strategy aims to expand into diverse channels, strengthen the competitive edge of Yuanta Life’s products and services, consolidate the business capacity of internal channel operations, and actively deepen partnerships with external banks and brokerage firms to enhance the breadth and depth of channel operations and increase premium revenue and scale.

In addition, in preparation for the implementation of the IFRS17 and ICS2.0 systems, system development and parallel closing were completed in 2025. Yuanta Life also submitted a plan for transitional measures in accordance with the competent authority’s timeline. For Yuanta Life as a whole, by the end of each year from 2023 to 2025, after reinsurance, the RBC capital adequacy ratios remained consistently above 200%, and the net worth ratio was also above 3%. Specifically, the RBC capital adequacy ratio at the end of 2025 stood at 376.43%, and the net worth ratio was 7.37%, indicating that Yuanta Life maintains a strong capital position. The latest ratings released by Taiwan Ratings also reveal that Yuanta Life has a strong capital and profitability rating. It is expected that upon the official alignment with the international standards in 2026, Yuanta Life will be able to smoothly adapt to the new circumstances and will spare no effort to ensure financial stability and achieve the goal of sustainable operation.

(IV) Yuanta Futures: Focus on core business and build a global trading platform.

Yuanta Futures takes “cross-domain integration and smart navigation” as the main strategic axis, and develops its futures brokerage business with sound financial indicators, continuously optimized IT infrastructure, a complete front and back office team as the basis of operation, and strict risk control and compliance as the core of operation, making steady profits. Yuanta Futures not only continues to increase its brokerage market share, gross margin, and proprietary trading performance, but also strives to optimize its trading platform and strengthen its information security system to uphold the principles of fair customer treatment and preventing fraud. Yuanta Futures provides a wide range of products and services. At the same time, it deeply pursues the concept of sustainable management and is committed to implementing ESG objectives, taking into account Yuanta Futures’ business development and outlook for corporate sustainability.

In terms of international layout, Yuanta Global (Singapore) Pte. Ltd. officially opened in 2025 and is currently actively building its team and engaging in business development. In the future, Yuanta Futures will combine the resources of its head office, Hong Kong, and Singapore to expand potential customers in Southeast Asian countries, deepen Yuanta Futures’ presence in international markets, promote the sharing of internal

resources and cross-border collaboration within the Group, and move towards the goal of becoming a large-scale international futures trader.

- (V) Yuanta Securities Investment Trust: Stable growth in asset management scale with innovative and diversified product lines.

Yuanta Securities Investment Trust's (YSIT) business objective is to achieve stable growth in the size of AUM and profitability. With "deepened investment research, high-quality products, a balanced approach to active and passive funds, rigorous risk control, and customer service" as the core of development, YSIT, as a leader of the product research and development center, not only continues to introduce innovative products that are in line with market conditions, but also meets the diversified financial needs of customers by taking advantage of its multiple product lines (stocks, bonds, commodities, foreign exchange, and leveraged inverse trading) under the changes in the financial market. YSIT also actively promotes active and passive funds for regular fixing, in order to realize financial inclusion. In addition, YSIT refines its digital financial services, implements its responsibility for sustainable development, strengthens its information security resilience, and enhances the quality of its services in terms of investor education and customer satisfaction.

Yuanta FHC's corporate governance plan and sustainable development strategy for the year 2026 are highlighted below:

In terms of the corporate governance plan, Yuanta FHC continues to pay attention to the development trend of corporate governance at home and abroad, and in response to the FSC's "Sustainable Development Action Plans for TWSE/TPEX-listed Companies (2023)" and "Roadmap for Taiwan to Align with IFRS Sustainability Disclosure Standards," Yuanta FHC's corporate governance plan is introduced in a timely manner and is revised annually in line with the execution status to achieve effective implementation. The corporate governance plan and specific measures for the year 2026 include enhancing the transparency of audit quality (regularly evaluating the independence and appropriateness of appointed accountants by referring to the Audit Quality Indicators (AQIs) each year); proactively communicating with shareholders and stakeholders (uploading the materials of shareholders meeting and annual reports in both Chinese and English in advance, and formulating the "Corporate Value Enhancement Plan," submitting it to the Board of Directors for approval, and disclosing it on the Market Observation Post System (MOPS)); and improving the quality of the sustainability information (submitting the sustainability (ESG) report to the Board of Directors for approval; the annual report disclosing in a dedicated chapter the sustainability-related financial information prepared in accordance with IFRS Sustainability Disclosure Standards, and submitting it to the Board of Directors for approval), and commissioning the Taiwan Corporate Governance Association to conduct the corporate governance system assessment and certification.

With regard to sustainable development strategy, Yuanta FHC actively aligns with the global net-zero trends, establishes climate governance mechanisms in accordance with international standards and initiatives such as

the Science Based Targets (SBT), and gradually improves carbon accounting for its own operations and investment and financing assets, as well as climate risk and opportunity management. And, by leveraging an internal carbon pricing (ICP) mechanism, Yuanta FHC embeds climate risk management principles into the core of operations, thus fulfilling Yuanta FHC's sustainability responsibility in the financial industry. As a member of the "Coalition of Movers and Shakers on Sustainable Finance" of the FSC, Yuanta FHC will continue to keep pace with the government and international standards, and join hands with shareholders, customers, employees, and other stakeholders to utilize the peer-to-peer effect, to drive the industry and society toward the goal of sustainable development, and to reach the best state of sustainability and common good.

Looking to the future, Yuanta FHC will persist in using the power of capital, commodities, and engagement of financial institutions to guide domestic industries toward sustainable transformation, and all of the staff will work together to promote sustainable development in this spirit.

Company Reports (II)

Motion: The Audit Committee's Review of the 2025 Business Report, Financial Statements, and Earnings Distribution Plan, and Audit Committee's Communication with the Head of Internal Audit (Proposed by the Audit Committee)

Note:

- I. The Audit Report of the Company's Audit Committee on the 2025 Business Report, Financial Statements, and Earnings Distribution Plan is attached as follows (on page 19).
- II. The 2025 Summary of Communication between the Audit Committee and the Head of Internal Audit is attached as follows (on page 20).

Audit Committee's Report on the Latest Financial Statements

Yuanta Financial Holding Co., Ltd.

Audit Report from the Audit Committee

Yuanta Financial Holdings' Financial Statements 2025, together with the Business Report and Earnings Distribution Plan, were submitted to the Committee for audit. The Statements were audited by independent auditors, Puo-Ju Kuo and Chien-Hung Chou, of PricewaterhouseCoopers Certified Public Accountants, who issued the Unqualified Opinions.

The Audit Committee, after completing the audit of said reports and statements, believes that they are free of material misstatement, and thus has produced this report according to Article 14-4 of *Securities and Exchange Act* and Article 219 of the *Company Act* after obtaining the consent of all Audit Committee members.

Respectfully submitted to the 2026 Annual General Meeting of Shareholders of Yuanta Financial Holding Co., Ltd.,

Sharon Sheau-Wen Yang
Convener
Audit Committee
Yuanta Financial Holding Co., Ltd.
March 13, 2026

Summary of Communication between the Audit Committee and the Head of Internal Audit

Date	Way of Communication	Object of Communication	Communication Focus	Communication Results
January 16, 2025	Audit Committee	Auditor-General	Audit business report of December 2024 of the Company and its direct affiliates.	Received and acknowledged; transferred to report to the board of directors.
February 18, 2025	Audit Committee	Auditor-General	Audit business report of January 2025 of the Company and its direct affiliates.	Received and acknowledged; transferred to report to the board of directors.
March 18, 2025	Audit Committee	Auditor-General	<ol style="list-style-type: none"> 1. Audit business report of February 2025 of the Company and its direct affiliates. 2. 2024 Statement of the Internal Control System. 	<ol style="list-style-type: none"> 1. Received and acknowledged; transferred to report to the board of directors. 2. Passed; reported to the board of directors for decision.
April 22, 2025	Audit Committee	Auditor-General	Audit business report of March 2025 of the Company and its direct affiliates.	Received and acknowledged; transferred to report to the board of directors.
May 20, 2025	Audit Committee	Auditor-General	Audit business report of April 2025 of the Company and its direct affiliates.	Received and acknowledged; transferred to report to the board of directors.
June 25, 2025	Audit Committee	Auditor-General	Audit business report of May 2025 of the Company and its direct affiliates.	Received and acknowledged; transferred to report to the board of directors.
July 15, 2025	Audit Committee	Auditor-General	Audit business report of June 2025 of the Company and its direct affiliates.	Received and acknowledged; transferred to report to the board of directors.

August 19, 2025	Audit Committee	Auditor-General	Audit business report of July 2025 of the Company and its direct affiliates.	Received and acknowledged; transferred to report to the board of directors.
September 16, 2025	Audit Committee	Auditor-General	Audit business report of August 2025 of the Company and its direct affiliates.	Received and acknowledged; transferred to report to the board of directors.
October 21, 2025	Audit Committee	Auditor-General	Audit business report of September 2025 of the Company and its direct affiliates.	Received and acknowledged; transferred to report to the board of directors.
November 18, 2025	Audit Committee	Auditor-General	<ol style="list-style-type: none"> 1. Audit business report of October 2025 of the Company and its direct affiliates. 2. The results of the Company's assessment of its subsidiaries' internal auditing operations. 	<ol style="list-style-type: none"> 1. Received and acknowledged; transferred to report to the board of directors. 2. Received and acknowledged; transferred to report to the board of directors.
November 21, 2025	Audit Committee and Internal Auditing Department Communication Meeting	Auditor-General and Audit Colleagues	Internal auditing communication.	Proceeded in accordance with the recommendations.
December 16, 2025	Audit Committee	Auditor-General	<ol style="list-style-type: none"> 1. Audit business report of November 2025 of the Company and its direct affiliates. 2. The Company's 2025 annual audit plan 	<ol style="list-style-type: none"> 1. Received and acknowledged; transferred to report to the board of directors. 2. Passed; reported to the board of directors for decision.

Company Reports (III)

Motion: The Company's Distribution of Remuneration for Employees and Directors of the Board in 2025 (Proposed by the Board of Directors)

Note:

- I. This motion shall be handled in accordance with Article 33 of the Articles of Incorporation of Yuanta Financial Holding Co., Ltd.
- II. The Company's pre-tax income in 2025 before deductions from employee remuneration and directors' remuneration is NT\$ 37,078,807,172. The remuneration of employees by cash distribution was NT\$ 5,111,066 and the remuneration of directors was NT\$ 295,816,810.
- III. This motion was approved by the thirteenth (13th) meeting of the tenth (10th) Board of Directors of the Company.

Company Reports (IV)

Motion: The Reasons for the Issuance of the Company's Unsecured Ordinary Corporate Bonds and the Related Matters (Proposed by the Board of Directors)

Note:

- I. According to Article 246 of the *Company Act*, after the Board of Directors resolves to raise corporate bonds, the Company must report the reasons for raising corporate bonds and related matters to the Shareholders Meeting.
- II. On December 3, 2025, the Company completed the second unsecured ordinary corporate bond issuance for the year 2025 to repay bank loans and the commercial paper issued for operational purposes. The actual amount raised is NT\$8 billion, and the capital utilization plan has been fully executed in the fourth quarter of 2025.
- III. For the issuance plan of the Company's "Second Issuance of Unsecured Ordinary Corporate Bonds for the Year 2025," please refer to the prospectus. The main conditions of the issuance are summarized below:
 - (I) Issuance date: December 3, 2025
 - (II) Total issuance amount: NT\$8 billion in total issuance amount, and the bonds are classified

into two types, i.e., A Bonds and B Bonds, depending on the conditions of issuance. The issuance amount of Bond A is NT\$5 billion and the issuance amount of Bond B is NT\$3 billion.

- (III) Issuance price: Issued at full face value.
- (IV) Issuance period: The maturities of the Company's Bonds A and B are five (5) years and seven (7) years, respectively, and the issuance periods are as follows:
 - Bond A: Issuance commenced on December 3, 2025 and will mature on December 3, 2030;
 - Bond B: Issuance commenced on December 3, 2025 and will mature on December 3, 2032.
- (V) Coupon rate: The coupon rate of Bond A is fixed at 1.57% per annum; the coupon rate of Bond B is fixed at 1.60% per annum.
- (VI) Principal repayment and interest payment: Each bond is repayable in one installment on maturity from the date of issuance. Interest is payable annually in simple interest at par value from the date of issuance.

Company Reports (V)

Motion: The Report on the Audit Committee's Review of the Fairness and Reasonableness of the Company's Merger and Acquisition Plan to Acquire Yuanta Securities Investment Trust Co., Ltd. (Yuanta Funds) as a Wholly-Owned Subsidiary through a Share Swap (Proposed by the Audit Committee)

Note:

- I. This is handled in accordance with Article 6 of the *Business Mergers and Acquisitions Act*.
- II. The Company's Audit Committee has issued a report on the review of the fairness and reasonableness of the Company's merger and acquisition plan to acquire Yuanta Securities Investment Trust Co., Ltd. as a wholly-owned subsidiary through a share swap. Please refer to the attachment.

Yuanta Financial Holding Co., Ltd.

Report on the Audit Committee's Review Regarding the Share Swap Proposal

The Committee's review results regarding the share swap proposal between the Company and Yuanta Securities Investment Trust Co., Ltd. (hereinafter referred to as "Yuanta Funds") are as follows:

- I. Pursuant to Article 6 of the *Business Mergers and Acquisitions Act* and Articles 2 and 6 of the *Regulations Governing the Establishment and Related Matters of Special Committees of Public Companies for Merger/Consolidation and Acquisition*, this Committee shall exercise the powers and duties of the Special Committee for Merger/Consolidation and Acquisition.
- II. In accordance with the aforementioned provisions, the Committee has appointed Shu-Cheng Chang, a certified public accountant (CPA) at BDO Taiwan, to issue a report on the reasonableness of the common share swap ratio for this share swap proposal. CPA Shu-Cheng Chang has also issued a statement of independence.
- III. Based on the assessment and analysis by the independent expert, it is reasonable to proceed with the transaction using the swap ratio range of 4.6840 to 5.7731 shares of the Company's common stock for each share of Yuanta Funds' common stock.
- IV. The proposed swap ratio for this share swap is 5.2583 shares of the Company's stock for each common share of Yuanta Funds. As this swap ratio falls within the range determined by the independent expert's valuation, the Committee considers the swap ratio to be reasonable. Upon review of the share swap agreement, it was found to have been drafted in accordance with relevant legal provisions, and the swap ratio and conditions are consistent with the principle of fairness.
- V. The Committee reviewed the fairness and reasonableness of this share swap plan and transaction. All committee members present unanimously approved the plan and submitted the results of the review to the Company's Board of Directors and Shareholders Meeting.

Respectfully submitted to the 2026 Annual General Meeting of Shareholders,

Sharon Sheau-Wen Yang
Convener
Audit Committee
Yuanta Financial Holding Co., Ltd.
March 25, 2026

Proposals (I)

Motion: Adoption of the 2025 Business Report and Financial Statements (Proposed by the Board of Directors)

Note:

- I. The 2025 Financial Statements were audited by independent auditors, Puo-Ju Kuo and Chien-Hung Chou of PricewaterhouseCoopers Certified Public Accountants, who issued unqualified opinions. The Financial Statements indicated above and the 2025 Business Report have been audited by the Audit Committee and considered correct, and the Audit Report (on page 19) is issued by the Committee.
- II. Adoption of the Business Report (on page 5), Independent Auditors' Report (on page 28), and the Financial Statements (on page 35).

Resolution:

Independent Auditors' Report

PWCR25000356

To the Board of Directors and Shareholders of Yuanta Financial Holding Co., Ltd.

Opinion

We have audited the accompanying consolidated balance sheets of Yuanta Financial Holding Co., Ltd. (the "Company") and its subsidiaries (collectively "Yuanta Group") as at December 31, 2025 and 2024, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of Yuanta Group as at December 31, 2025 and 2024, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Financial Holding Companies, Regulations Governing the Preparation of Financial Reports by Securities Issuers, Regulations Governing the Preparation of Financial Reports by Public Banks, Regulations Governing the Preparation of Financial Reports by Securities Firms, Regulations Governing the Preparation of Financial Reports by Futures Commission Merchants, Regulations Governing the Preparation of Financial Reports by Insurance Enterprises, and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants, Jin-Guan-Yin-Fa-Zi Letter No.10802731571 and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the *Auditors' responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of Yuanta Group in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters.

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T: +886 (2) 2729 6666, F: +886 (2) 2729 6686

Key audit matters for the Yuanta Group's consolidated financial statements of the current period are stated as follows:

Impairment evaluation of bills discounted and loans

Description

For the accounting policy of the impairment evaluation of bills discounted and loans, please refer to Note 4(10); for the critical accounting estimates and assumption uncertainty of expected credit loss on bills discounted and loans, please refer to Note 5; for the details on bills discounted and loans, please refer to Notes 6(9) and 12(3). Total bills discounted and loans (including adjustment for premium or discount) and the allowance for credit losses, arising from Yuanta Commercial Bank Co., Ltd. of Yuanta Group, as at December 31, 2025 were NTD 1,476,964,965 thousand and NTD 17,207,294 thousand, respectively.

The impairment evaluation of bills discounted and loans arising from Yuanta Commercial Bank Co., Ltd. is conducted in accordance with IFRS 9, 'Financial Instruments', "Regulations Governing the Procedures for Banking Institutions to Evaluate Assets and Deal with Non-performing/Non-accrual Loans" and relevant regulations. The management's considerations on bills discounted and loans impairment appropriation are primarily based on reasonable and supportable information about past events, current conditions, and forecasts of future economics. At each financial reporting date, bills discounted and loans are categorized into one of the following three stages based on whether there has been significant increase in credit risk since initial recognition: no significant increase in credit risk or low credit risk at balance sheet date; significant increase in credit risk; and credit-impaired; and considered relevant laws and regulations in providing for the allowance for credit losses. Because the amount of bills discounted and loans is material with respect to the total consolidated assets and impairment evaluation involves management's professional judgment and is highly uncertain, we have thus included the impairment evaluation of bills discounted and loans as one of the key audit matters.

How our audit addressed the matter

We obtained and gained an understanding of Yuanta Commercial Bank Co., Ltd.'s policies, internal controls, and operation procedures in relation to the credit risk management and the impairment evaluation of bills discounted and loans and performed sample tests. We conducted the following procedures on the impairment evaluation of bills discounted and loans as at December 31, 2025: sample examined the stage classification for expected credit losses; sample tested the calculation of the probability of default, loss given default, and exposure at default; sample examined documents regarding management's individual evaluation of future cash flows and collateral value; and evaluated whether the provision for impairment loss amount complied with the competent authority's related regulations.

Fair value valuation of unlisted stocks

Description

For the accounting policy of unlisted stocks (accounted under financial assets at fair value through other comprehensive income), please refer to Note 4(7); for the critical accounting estimates and assumption uncertainty of the fair value of unlisted stocks, please refer to Note 5; for the details on unlisted stocks, please refer to Notes 6(4) and 12(2). The carrying amount of the financial assets at fair value through other comprehensive income – unlisted stocks as at December 31, 2025 was NTD 44,969,328 thousand.

Because there are no active market quoted prices for the financial assets at fair value through other comprehensive income – unlisted stocks held by Yuanta Group, the management uses valuation techniques and the assistance of experts to estimate the fair value. The primary valuation technique used by Yuanta Group is the discounted cash flow method, which mainly assumes the financial forecasts of the unlisted companies to obtain their related parameters as a reference for calculations. Because models and parameters used in valuation techniques are made by management's professional judgments and estimates, such accounting judgments and estimates are highly uncertain; we have thus included the fair value valuation of unlisted stocks as one of the key audit matters.

How our audit addressed the matter

We obtained and gained an understanding of management's valuation procedures for unlisted equity securities. We sample tested the management authorization procedures for the fair value valuation reports of unlisted equity securities.

In addition, we and our valuation experts discussed with management and sample tested Yuanta Group's valuation data for unlisted stocks, including the valuation documents provided by the management's experts, evaluated whether the valuation methods used by management were commonly used, and sample tested related supporting documents regarding the parameters used in the valuation.

Impairment assessment of goodwill

Description

For the accounting policy of the impairment assessment of goodwill (intangible assets), please refer to Notes 4(12) and 4(19); for the critical accounting estimates and assumption uncertainty of impairment assessment of goodwill, please refer to Note 5; for the details on goodwill, please refer to Note 6(17). Goodwill after accumulated impairment as at December 31, 2025 was NTD 28,472,160 thousand.

Yuanta Group periodically performs impairment assessments on goodwill at the end of each year. Such assessments are based on cash generating units identified through operating segments and Yuanta Group engaged experts to assist in measuring the recoverable amounts of cash generating units based on future cash flows. Because the amount of goodwill is material and the models and parameters used in

calculating recoverable amounts are made by management's professional judgments and are critical accounting estimates, such as future cash flows, estimated growth rate and discount rate, we have thus included the impairment assessment of goodwill as one of the key audit matters.

How our audit addressed the matter

Our main audit procedures included obtaining asset impairment evaluation data prepared by management, sample testing the authorization procedures for impairment testing reports, and understanding and assessing management's estimation process for future cash flows. In addition, we and our valuation experts reviewed the management's prior year operation plan execution result; sample assessed the reasonableness of key assumptions used in impairment testing models, such as estimated growth rates and discount rates; and sample tested the parameters and calculation formulas of impairment testing models.

Reserve for policy benefit and adequacy of insurance liabilities

Description

For the accounting policy of reserve for policy benefit and adequacy of insurance liabilities, please refer to Note 4(28); for the critical accounting estimates and assumption uncertainty of adequacy of insurance liabilities, please refer to Note 5; for the details on insurance liabilities, please refer to Note 6(26). Reserve for policy benefit under insurance liabilities as at December 31, 2025 was NTD 386,382,757 thousand.

For long-term insurance contracts, Yuanta Life Insurance Co., Ltd. recognised reserve for policy benefit in accordance with related insurance regulations, the insurance product statements as approved by the competent authority, and Jin-Guan-Bao-Cai-Zi Letter No. 11404924811. The discount rates are the specified interest rates as approved by the competent authority or as specified in relevant regulations. Liability adequacy testing is required to be conducted on insurance contracts at balance sheet date in accordance with IFRS 4, 'Insurance Contracts,' in order to reflect the current estimate of future cash flows, where various types of assumption for discount rate, mortality rate, morbidity rate, lapse rate, and expense rate which involved professional judgement will affect the amount of reserve for policy benefit recognised in the financial statement. Considering that the provision of policy reserves has a material impact on the financial statements, and if insurance liabilities are not adequate, the financial statements will be materially impacted, we have thus included the reserve for policy benefit and adequacy of insurance liabilities as one of the key audit matters.

How our audit addressed the matter

The audit procedures we performed mainly include understanding and assessing the policies, internal controls, and procedures relevant to reserve for policy benefit; sample examining authorization documents for the configuration of new products in order to confirm the accuracy of configurations for the reserves system of new products; sample inspecting the number of effective policies in the policy system and the actuarial system in order to confirm the completeness of the calculations for reserve for policy benefit; sample examining the consistency between policy information of new products and information in the policy system in order to confirm the accuracy of policy information for calculating reserve for policy benefit. Our actuarial experts assisted us in sample testing representative new products in the current period in order to confirm that the method and results of provisioning reserves were consistent with those of the insurance product statement submitted to the competent authority; performing trend analysis (excluding new products) on each insurance type and performed roll analysis on each product type in order to assess the reasonableness of reserve for policy benefit on the balance sheet date.

We also used the work of an actuarial expert to assist in assessing the adequacy of insurance liabilities, comparing whether there were significant differences between the current period and the previous period regarding main assumptions other than the discount rate, which are mortality rate, morbidity rate, lapse rate, and expense rate. If there were significant differences, then related documents and explanations with regard to Yuanta Life Insurance Co, Ltd. were obtained; also, current period assumptions were compared to actual experiences in order to examine the reasonableness of each assumptions. Furthermore, the actuarial expert assisted us in referencing current market interest rate information to assess the reasonableness of the elected discount rate for future cash flows from insurance contracts; confirming the accuracy of the cash flow model through independent sample testing; recalculating the current estimates of future cash flows using the overall cash flow and discount rates assumptions provided by management; comparing the carrying amount of insurance liabilities to the current estimate of future cash flows from insurance contracts.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Financial Holding Companies, Regulations Governing the Preparation of Financial Reports by Securities Issuers, Regulations Governing the Preparation of Financial Reports by Public Banks, Regulations Governing the Preparation of Financial Reports by Securities Firms, Regulations Governing the Preparation of Financial Reports by Futures Commission Merchants, Regulations Governing the Preparation of Financial Reports by Insurance Enterprises, and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came

into effect as endorsed by the Financial Supervisory Commission, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing Yuanta Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate Yuanta Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing Yuanta Group's financial reporting process.

Auditors' responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Yuanta Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on Yuanta Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our

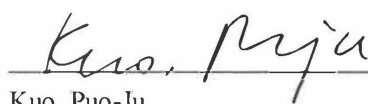
auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause Yuanta Group to cease to continue as a going concern.

5. Evaluate the overall presentation, structure, and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within Yuanta Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Kuo, Puo-Ju



Chou, Chien-Hung

For and on behalf of PricewaterhouseCoopers, Taiwan

March 13, 2026

The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such consolidated financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

YUANTA FINANCIAL HOLDINGS CO., LTD. AND ITS SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars)

	ASSETS	Notes	December 31, 2025		December 31, 2024	
			AMOUNT	%	AMOUNT	%
11000	Cash and cash equivalents	6(1)	\$ 90,359,817	2	\$ 83,226,254	2
11500	Due from Central Bank and call loans to other banks	6(2) and 8	119,491,328	3	98,990,404	3
12000	Financial assets at fair value through profit or loss	6(3), 7 and 8	775,873,292	18	601,160,529	16
12150	Financial assets at fair value through other comprehensive income	6(4) and 8	364,181,746	9	329,586,158	9
12200	Investments in debt instruments at amortised cost	6(5) and 8	549,296,808	13	554,949,950	15
12500	Investments in bills and bonds under resale agreements	6(6) and 7	57,749,967	1	85,047,944	2
13000	Receivables – net	6(7) and 7	437,181,167	10	342,512,890	9
13200	Current income tax assets		2,621,142	-	2,622,447	-
13300	Assets held for sale – net	6(8)	-	-	280,243	-
13500	Bills discounted and loans – net	6(9) and 7	1,495,534,208	35	1,280,633,452	35
13700	Reinsurance contract assets – net	6(10)	1,489,606	-	1,343,382	-
15000	Equity investments accounted for under the equity method – net	6(11)	2,933,780	-	2,260,465	-
15100	Restricted assets – net	8	7,063,274	-	8,550,242	-
15500	Other financial assets – net	6(12)	173,654,655	4	132,321,962	4
18000	Investment property – net	6(13) and 8	20,371,654	-	14,705,836	-
18500	Property and equipment – net	6(14) and 8	30,753,064	1	28,974,811	1
18600	Right-of-use assets – net	6(15)	10,236,137	-	10,804,544	-
19000	Intangible assets – net	6(17)	30,507,768	1	30,531,049	1
19300	Deferred income tax assets	6(45)	6,533,130	-	7,363,297	-
19500	Other assets – net	6(18), 7 and 8	116,311,728	3	99,863,945	3
	TOTALASSETS		<u>\$ 4,292,144,271</u>	<u>100</u>	<u>\$ 3,715,729,804</u>	<u>100</u>

(Continued)

YUANTA FINANCIAL HOLDINGS CO., LTD. AND ITS SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars)

	LIABILITIES AND EQUITY	Notes	December 31, 2025		December 31, 2024	
			AMOUNT	%	AMOUNT	%
21000	Deposits from Central Bank and other banks	6(20)	\$ 8,538,935	-	\$ 2,310,340	-
22000	Financial liabilities at fair value through profit or loss	6(3)	206,678,102	5	186,040,458	5
22500	Bills and bonds payable under repurchase agreements	6(6)(47) and 7	288,865,044	7	273,112,894	7
22600	Commercial paper payable – net	6(21)(47)	158,925,388	4	154,619,336	4
23000	Payables	6(22) and 7	258,283,014	6	177,196,786	5
23200	Current income tax liabilities		5,582,678	-	5,557,055	-
23500	Deposits and remittances	6(23) and 7	1,925,745,836	45	1,684,724,042	45
24000	Bonds payable	6(24)(47)	127,629,866	3	111,032,794	3
24400	Other borrowings	6(25)(47)	89,879,902	2	63,585,186	2
24600	Liabilities reserve	6(26)(27)	405,210,217	9	391,867,186	11
25500	Other financial liabilities	6(28) and 7	209,239,009	5	173,232,189	5
26000	Lease liabilities	6(47) and 7	6,658,905	-	5,941,224	-
29300	Deferred income tax liabilities	6(45)	6,395,648	-	7,418,066	-
29500	Other liabilities	6(29) and 7	226,285,203	5	143,238,921	4
	TOTAL LIABILITIES		<u>3,923,917,747</u>	<u>91</u>	<u>3,379,876,477</u>	<u>91</u>
31000	Equity attributable to owners of the parent company					
31100	Share capital					
31101	Common stock	6(30)	133,311,499	3	129,428,640	3
31500	Additional paid-in capital	6(31)	38,341,308	1	38,198,040	1
32000	Retained earnings					
32001	Legal reserve	6(32)	29,217,058	1	25,415,714	1
32003	Special reserve	6(32)	6,549,233	-	6,549,233	-
32011	Undistributed earnings	6(33)	116,354,346	3	106,533,061	3
32500	Other equity					
32500	Other equity interest	6(34)	16,643,929	1	8,113,916	-
39500	Non-controlling interests		<u>27,809,151</u>	<u>-</u>	<u>21,614,723</u>	<u>1</u>
	TOTAL EQUITY		<u>368,226,524</u>	<u>9</u>	<u>335,853,327</u>	<u>9</u>
	TOTAL LIABILITIES AND EQUITY		<u>\$ 4,292,144,271</u>	<u>100</u>	<u>\$ 3,715,729,804</u>	<u>100</u>

The accompanying notes are an integral part of these consolidated financial statements.

YUANTA FINANCIAL HOLDINGS CO., LTD. AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars, except for earnings per share amounts)

Items	Notes	Year ended December 31				Changes Percentage (%)
		2025		2024		
		AMOUNT	%	AMOUNT	%	
41000 Interest income	6(35) and 7	\$ 78,561,543	61	\$ 72,232,809	60	9
51000 Less: Interest expense	6(35) and 7	(39,010,181)	(30)	(39,110,042)	(33)	-
49600 Net interest income	6(35)	<u>39,551,362</u>	<u>31</u>	<u>33,122,767</u>	<u>27</u>	19
Net non-interest income						
49800 Net service fee and commission income	6(36) and 7	35,700,087	28	33,826,207	28	6
49810 Net income from insurance operations	6(37) and 7	15,538,528	12	6,114,618	5	154
49820 Gain or loss on financial assets and financial liabilities at fair value through profit or loss	6(38) and 7	26,339,527	21	19,668,564	16	34
49825 Gain on investment property	7	348,255	-	331,159	-	5
49835 Realised gain on financial assets at fair value through other comprehensive income		2,793,369	2	2,659,853	2	5
49850 Net gain or loss arising from derecognition of financial assets measured at amortised cost	6(5)	242,057	-	(269,564)	-	(190)
49870 Foreign exchange gain or loss		(5,491,358)	(4)	10,869,519	9	(151)
49880 Impairment loss on assets	6(39)	(83,874)	-	(83,520)	-	-
49890 Share of the profit or loss of associates and joint ventures accounted for under the equity method	6(11)	192,395	-	62,452	-	208
49898 Gain or loss on reclassification under the overlay approach		1,122,640	1	790,716	1	42
49921 Net gain on sale of non-performing loans		462,507	-	407,424	1	14
49945 Consultation service income		8,235,480	6	7,973,686	7	3
49999 Net other miscellaneous income or loss	6(40) and 7	<u>3,473,181</u>	<u>3</u>	<u>5,225,801</u>	<u>4</u>	(34)
49700 Total net non-interest income		<u>88,872,794</u>	<u>69</u>	<u>87,576,915</u>	<u>73</u>	1
Net profit		128,424,156	100	120,699,682	100	6
58100 Provision for bad debt expenses, commitment and guarantee policy reserve	6(41)	(2,055,024)	(2)	(2,174,270)	(2)	(5)
58300 Net change in provisions for insurance liabilities	6(26)	(14,406,747)	(11)	(12,605,146)	(10)	14
Operating expenses						
58501 Employee benefit expense	6(42) and 7	(38,375,459)	(30)	(36,124,721)	(30)	6
58503 Depreciation and amortization	6(43)	(3,922,267)	(3)	(3,736,255)	(3)	5
58599 Other business and administrative expenses	6(44) and 7	(22,545,392)	(17)	(20,307,169)	(17)	11
58500 Total Operating Expenses		(64,843,118)	(50)	(60,168,145)	(50)	8
61000 Consolidated income from continuing operations before income tax		47,119,267	37	45,752,121	38	3
61003 Income tax expense	6(45)	(7,756,549)	(6)	(7,439,717)	(6)	4
69000 Consolidated net income		<u>\$ 39,362,718</u>	<u>31</u>	<u>\$ 38,312,404</u>	<u>32</u>	3

(Continued)

YUANTA FINANCIAL HOLDINGS CO., LTD. AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2025 AND 2024

(Expressed in thousands of New Taiwan dollars, except for earnings per share amounts)

Items	Notes	Year ended December 31				Changes Percentage (%)
		2025		2024		
		AMOUNT	%	AMOUNT	%	
Other comprehensive income						
Components of other comprehensive income that will not be reclassified to profit or loss						
69561						
69563	6(11)	\$ 499,724	- (\$	358,899)	- (	239)
69565	6(34)	(117)	- (	5,979)	- (	98)
69567	6(4)(34)	(3,263)	- (	2,041)	-	60
69569	6(34)(45)	5,759,307	4	7,200,229	6 (	20)
		(359,215)	-	71,720	- (	601)
Components of other comprehensive income that will be reclassified to profit or loss						
69571	6(34)					
69585	6(4)(34)	(1,119,631)	(1) (	1,577,008)	(1) (	29)
69587	6(4)(34)	6,102,028	5	107,473	-	5578
69590	6(3)(34)	8,726	- (	1,741)	- (	601)
69579	6(34)(45)	(1,122,640)	(1) (	790,716)	(1)	42
69500		(118,295)	-	(60,183)	-	97
69500		<u>\$ 9,646,624</u>	<u>7</u>	<u>\$ 4,582,855</u>	<u>4</u>	110
69700		<u>\$ 49,009,342</u>	<u>38</u>	<u>\$ 42,895,259</u>	<u>36</u>	14
Consolidated net income attributable to:						
69901		\$ 36,520,594	29	\$ 35,829,914	30	2
69903		<u>2,842,124</u>	<u>2</u>	<u>2,482,490</u>	<u>2</u>	14
		<u>\$ 39,362,718</u>	<u>31</u>	<u>\$ 38,312,404</u>	<u>32</u>	3
Consolidated comprehensive income attributable to:						
69951		\$ 46,096,940	36	\$ 41,179,720	35	12
69953		<u>2,912,402</u>	<u>2</u>	<u>1,715,539</u>	<u>1</u>	70
		<u>\$ 49,009,342</u>	<u>38</u>	<u>\$ 42,895,259</u>	<u>36</u>	14
Earnings per share (in New Taiwan Dollars) 6(46)						
70001						
		<u>\$</u>	<u>2.74</u>	<u>\$</u>	<u>2.69</u>	

The accompanying notes are an integral part of these consolidated financial statements.

YUANTA FINANCIAL HOLDINGS CO., LTD. AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars)

	Equity attributable to owners of the parent										Non-controlling interests	Total equity
	Retained earnings			Other equity interest				Change in fair value of				
	Common stock	Additional paid-in capital	Legal reserve	Special reserve	Undistributed earnings	Exchange differences on translation of foreign financial statements	Unrealised gains (losses) on financial assets at fair value through other comprehensive income	Other comprehensive income (loss) on reclassification under the overlay approach				
For the year ended December 31, 2024												
Balance, January 1, 2024	\$ 126,890,824	\$ 38,188,103	\$ 22,561,044	\$ 13,517,403	\$ 80,901,931	\$ 6,961,608	\$ 14,117,852	\$ 2,159,647	\$ 48,964	\$ 21,369,208	\$ 308,376,146	
Consolidated net income for the year	-	-	-	-	35,829,914	-	-	-	-	2,482,490	38,312,404	
Other comprehensive income (loss) for the year	-	-	-	-	(280,723)	(732,815)	7,190,140	(827,208)	412	(766,951)	4,582,855	
Total comprehensive income (loss) for the year	-	-	-	-	35,549,191	(732,815)	7,190,140	(827,208)	412	1,715,539	42,895,259	
Appropriation of 2023 earnings	-	-	-	-	(2,854,670)	-	-	-	-	-	-	
Legal reserve	-	-	2,854,670	-	-	-	-	-	-	-	-	
Special reserve	-	-	-	(6,968,170)	6,968,170	-	-	-	-	-	-	
Cash dividend	-	-	-	-	(13,957,991)	-	-	-	-	-	(13,957,991)	
Stock dividend	2,537,816	-	-	-	(2,537,816)	-	-	-	-	-	-	
Changes in equity of associates and joint ventures accounted for using equity method	-	9,937	-	-	-	-	-	-	-	-	9,937	
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	(1,470,024)	(1,470,024)	
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	2,464,246	-	(2,464,246)	-	-	-	-	
Balance, December 31, 2024	\$ 129,428,640	\$ 38,188,040	\$ 25,415,714	\$ 6,549,233	\$ 106,535,061	\$ 7,694,423	\$ 18,843,746	\$ 2,986,855	\$ 48,552	\$ 21,614,723	\$ 355,853,327	
For the year ended December 31, 2025												
Balance, January 1, 2025	\$ 129,428,640	\$ 38,188,040	\$ 25,415,714	\$ 6,549,233	\$ 106,535,061	\$ 7,694,423	\$ 18,843,746	\$ 2,986,855	\$ 48,552	\$ 21,614,723	\$ 355,853,327	
Consolidated net income for the year	-	-	-	-	36,520,394	-	-	-	-	2,842,124	39,362,718	
Other comprehensive income (loss) for the year	-	-	-	-	390,322	(929,072)	11,200,182	(1,084,349)	937	70,278	9,646,624	
Total comprehensive income (loss) for the year	-	-	-	-	36,911,116	(929,072)	11,200,182	(1,084,349)	937	2,912,402	49,009,342	
Appropriation of 2024 earnings	-	-	-	-	(3,801,344)	-	-	-	-	-	-	
Legal reserve	-	-	3,801,344	-	-	-	-	-	-	-	-	
Cash dividend	-	-	-	(20,061,439)	20,061,439	-	-	-	-	-	(20,061,439)	
Stock dividend	3,882,859	-	-	-	(3,882,859)	-	-	-	-	-	-	
Changes in equity of associates and joint ventures accounted for using equity method	-	143,268	-	-	-	-	-	-	-	-	143,268	
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	3,282,026	3,282,026	
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	655,811	-	(655,811)	-	-	-	-	
Balance, December 31, 2025	\$ 133,311,499	\$ 38,341,308	\$ 29,217,058	\$ 6,549,233	\$ 116,354,346	\$ 8,623,495	\$ 29,388,117	\$ 4,071,204	\$ 49,489	\$ 27,809,151	\$ 368,226,524	

The accompanying notes are an integral part of these consolidated financial statements.

YUANTA FINANCIAL HOLDINGS CO., LTD. AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars)

	Year ended December 31	
	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	\$ 47,119,267	\$ 45,752,121
Adjustments		
Adjustments to reconcile profit (loss)		
Depreciation	3,361,976	3,088,850
Amortization	560,291	647,405
Provision for bad debt expense, commitment and guarantee policy reserve	2,803,153	2,865,164
Interest expense	39,010,181	39,110,042
Interest income	(78,561,543)	(72,232,809)
Dividend income	(5,917,581)	(5,720,435)
Loss on assets impairment	83,874	83,520
Gain on reclassification under the overlay approach	(1,122,639)	(790,716)
Share of the profit of associates and joint ventures accounted for under the equity method	(192,395)	(62,452)
Gain on disposal of assets held for sale	(87,757)	(1,178,230)
Gain on disposal of investment property	(54,294)	(148,905)
Gain on disposal or retirement of property and equipment	(35,161)	(126,108)
(Gain) loss on disposal of intangible assets	(2,702)	2
Intangible assets transferred to expense	-	39
Gain on lease modification	(749)	(762)
Net change in insurance liabilities	17,262,307	14,197,368
Changes in operating assets and liabilities		
Changes in operating assets		
Due to Central Bank and call loans to other banks	(7,674,265)	(12,394,922)
Financial assets at fair value through profit or loss	(174,712,763)	(37,459,333)
Financial assets at fair value through other comprehensive income	(23,461,701)	(30,016,209)
Investments in debt instruments measured at amortised cost	(4,818,049)	(15,819,957)
Receivables	(93,389,169)	(67,695,771)
Bills discounted and loans	(217,407,281)	(196,668,777)
Reinsurance contract assets	46,197	(31,334)
Restricted assets	1,486,968	(5,499,095)
Other financial assets	(27,465,657)	(27,342,597)
Other assets	(16,485,867)	(29,894,098)
Changes in operating liabilities		
Deposits from Central Bank and other banks	6,228,595	(10,077,341)
Financial liabilities at fair value through profit or loss	20,635,426	27,368,765
Payables	80,919,823	(3,159,179)
Deposits and remittances	241,021,794	135,678,084
Liabilities reserve	(255,446)	(4,672,209)
Other financial liabilities	21,798,759	44,508,159
Other liabilities	83,149,909	70,594,366
Cash outflow generated from operations	(86,156,499)	(137,097,354)
Interest received	77,111,085	70,355,244
Dividend received	5,785,389	5,911,483
Interest paid	(38,828,910)	(39,388,004)
Income tax paid	(8,086,079)	(7,147,580)
Net cash flows used in operating activities	(50,175,014)	(107,366,211)

(Continued)

YUANTA FINANCIAL HOLDINGS CO., LTD. AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars)

	Year ended December 31	
	2025	2024
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>		
Acquisition of investments accounted for under the equity method	(\$ 816,062)	(\$ 862,039)
Proceeds from liquidation of investments accounted for under the equity method	254,682	1,447,439
Acquisition of investment property	(4,741,474)	(1,411,083)
Proceeds from disposal of investment property	110,651	262,889
Acquisition of property and equipment	(3,714,096)	(5,425,860)
Proceeds from disposal of property and equipment	76,887	220,984
Acquisition of intangible assets	(389,177)	(377,084)
Proceeds from disposal of intangible assets	20,809	-
Proceeds from disposal of assets held for sale	263,000	2,413,645
Acquisition of right-of-use assets	(1,155)	(771)
Net cash flows used in investing activities	<u>(8,935,935)</u>	<u>(3,731,880)</u>
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>		
Increase in bills and bonds payable under repurchase agreements	15,752,150	21,274,191
Increase in commercial paper payable	4,278,668	71,904,556
Proceeds from issuance of bonds	18,574,509	18,057,288
Repayments of bonds	(9,840,400)	(7,782,650)
Proceeds from issuance of bank debentures	11,000,000	1,000,000
Repayments of bank debentures	(3,000,000)	(4,700,000)
Increase in other borrowings	26,294,716	15,146,019
Principal payment for lease liabilities	(1,891,441)	(1,606,894)
Cash dividends paid	(20,061,439)	(13,957,991)
Increase (decrease) in non-controlling interests	3,282,026	(1,470,023)
Net cash flows from financing activities	<u>44,388,789</u>	<u>97,864,496</u>
Net effect of foreign exchange rate changes	7,384,405	3,479,071
Net decrease in cash and cash equivalents	(7,337,755)	(9,754,524)
Cash and cash equivalents at beginning of year	<u>209,193,785</u>	<u>218,948,309</u>
Cash and cash equivalents at end of year	<u>\$ 201,856,030</u>	<u>\$ 209,193,785</u>
The components of cash and cash equivalents		
Cash and cash equivalents reported in the balance sheet	\$ 90,359,817	\$ 83,226,254
Due from central bank and call loans to other banks qualified as cash and cash equivalents as defined by IAS 7	53,746,246	40,919,587
Investments in bills and bonds under resale agreements qualified as cash and cash equivalents as defined by IAS 7	<u>57,749,967</u>	<u>85,047,944</u>
Cash and cash equivalents at end of reporting period	<u>\$ 201,856,030</u>	<u>\$ 209,193,785</u>

The accompanying notes are an integral part of these consolidated financial statements.

Yuanta Financial Holding Co., Ltd.

Yuanta Financial Holding Co., Ltd.
Individual Balance Sheets
December 31, 2025 and 2024

(Expressed In Thousands of New Taiwan Dollars)

ASSETS	December 31, 2025	December 31, 2024	LIABILITIES AND EQUITY	December 31, 2025	December 31, 2024
Cash and cash equivalents	\$ 30,078	\$ 2,314,855	Commercial paper payable - net	\$ 449,738	\$ 1,396,622
Financial assets at fair value through other comprehensive income	82,477	73,138	Payables	8,609,168	8,188,496
Receivables - net	2,092,578	3,513,769	Current income tax liabilities	3,923,410	3,867,709
Current income tax assets	2,592,064	2,591,632	Bonds payable	41,500,000	35,650,000
Equity investments accounted for under the equity method - net	389,869,419	354,768,324	Provisions	16,792	14,685
Property and equipment - net	172,698	54,240	Lease liabilities	331,334	360,274
Right-of-use assets - net	301,487	327,137	Other liabilities	6,889	17,986
Intangible assets - net	17,394	17,255	Total liabilities	54,837,331	49,495,772
Deferred income tax assets	73,593	54,447			
Other assets - net	22,916	19,579	Equity		
			Common stock	133,311,499	129,428,640
			Additional paid-in capital	38,341,308	38,198,040
			Legal reserve	29,217,058	25,415,714
			Special reserve	6,549,233	6,549,233
			Undistributed earnings	116,354,346	106,533,061
			Other equity	16,643,929	8,113,916
			Total equity	340,417,373	314,238,604
Total assets	\$ 395,254,704	\$ 363,734,376	Total liabilities and equity	\$ 395,254,704	\$ 363,734,376

Yuanta Financial Holding Co., Ltd.
Individual Statements of Comprehensive Income
For the years ended December 31, 2025 and 2024
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings per Share)

	For the years ended December 31,	
	2025	2024
Revenues		
Share of the profit or loss of subsidiaries, associates and joint ventures accounted for under the equity method	\$ 39,161,016	\$ 38,590,297
Realised gain on financial assets at fair value through other comprehensive income	1,937	1,574
Other revenues	95,779	129,073
	<u>39,258,732</u>	<u>38,720,944</u>
Expenses and losses		
Operating expenses	(1,878,995)	(1,880,414)
Other expenses and losses	(601,858)	(447,641)
	<u>(2,480,853)</u>	<u>(2,328,055)</u>
Income from continuing operations before income tax	36,777,879	36,392,889
Income tax expense	(257,285)	(562,975)
Net income	<u>36,520,594</u>	<u>35,829,914</u>
Other comprehensive income		
Components of other comprehensive income that will not be reclassified to profit or loss (net of tax)		
Loss on remeasurements of defined benefit plans	(1,931)	(2,055)
Gain or loss on valuation of investments in equity instruments measured at fair value through other comprehensive income	9,339	9,263
Share of other comprehensive (loss) income of subsidiaries, associates and joint ventures accounted for under the equity method, components of other comprehensive income that will not be reclassified to profit or loss	5,566,949	6,721,612
Components of other comprehensive income that will be reclassified to profit or loss (net of tax)		
Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for under the equity method, components of other comprehensive income that will be reclassified to profit or loss	4,001,989	(1,379,014)
Other comprehensive income	<u>9,576,346</u>	<u>5,349,806</u>
Total comprehensive income	<u>\$ 46,096,940</u>	<u>\$ 41,179,720</u>
Earnings per share (in dollars)		
Basic and diluted earnings per share	<u>\$ 2.74</u>	<u>\$ 2.69</u>

Yianta Financial Holding Co., Ltd.

Individual Statements of Changes in Equity

For the years ended December 31, 2025 and 2024

(Expressed in Thousands of New Taiwan Dollars)

	Retained earnings				Other equity				Total equity	
	Common stock	Additional paid-in capital	Legal reserve	Special reserve	Undistributed earnings	Exchange differences on translation of foreign financial statements	Unrealised gains (losses) on financial assets at fair value through other comprehensive income	Change in fair value of financial liability attributable to change in credit risk		Other comprehensive income (loss) on reclassification under the overlay approach
For the year ended December 31, 2024										
Balance, January 1, 2024	\$ 126,890,824	\$ 38,188,103	\$ 22,561,044	\$ 13,517,403	\$ 80,901,931	\$ 6,961,608	\$ 14,117,852	\$ 48,964	\$ 2,159,647	\$ 287,006,938
Appropriation of 2023 earnings										
Legal reserve	-	-	2,854,670	-	(2,854,670)	-	-	-	-	-
Special reserve	-	-	(6,968,170)	6,968,170	-	-	-	-	-	-
Cash dividend	2,537,816	-	-	(13,957,991)	-	-	-	-	(13,957,991)	-
Stock dividend	-	-	-	(2,537,816)	-	-	-	-	-	-
Net income for the period	-	-	-	-	35,829,914	-	-	-	-	35,829,914
Other comprehensive income (loss) for the period	-	-	-	-	(280,723)	732,815	7,190,140	412	(827,208)	5,349,806
Total comprehensive income (loss) for the period	-	-	-	-	35,549,191	732,815	7,190,140	412	(827,208)	41,179,720
Changes in equity of associates and joint ventures accounted for using equity method	-	9,937	-	-	-	-	-	-	-	9,937
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	2,464,246	-	(2,464,246)	-	-	-
Balance, December 31, 2024	\$ 129,428,640	\$ 38,198,040	\$ 25,415,714	\$ 6,549,233	\$ 106,533,061	\$ 7,694,423	\$ 18,843,746	\$ 48,552	\$ 2,986,855	\$ 314,238,604
For the year ended December 31, 2025										
Balance, January 1, 2025	\$ 129,428,640	\$ 38,198,040	\$ 25,415,714	\$ 6,549,233	\$ 106,533,061	\$ 7,694,423	\$ 18,843,746	\$ 48,552	\$ 2,986,855	\$ 314,238,604
Appropriation of 2024 earnings										
Legal reserve	-	-	3,801,344	-	(3,801,344)	-	-	-	-	-
Cash dividend	-	-	-	(20,061,439)	-	-	-	-	(20,061,439)	-
Stock dividend	3,882,859	-	-	(3,882,859)	-	-	-	-	-	-
Net income for the period	-	-	-	-	36,520,594	-	-	-	-	36,520,594
Other comprehensive income (loss) for the period	-	-	-	-	390,522	(929,072)	11,200,182	937	(1,084,349)	9,576,346
Total comprehensive income (loss) for the period	-	-	-	-	36,911,116	(929,072)	11,200,182	937	(1,084,349)	46,096,940
Changes in equity of associates and joint ventures accounted for under the equity method	-	143,268	-	-	-	-	-	-	-	143,268
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	655,811	-	(655,811)	-	-	-
Balance, December 31, 2025	\$ 133,311,499	\$ 38,341,308	\$ 29,217,058	\$ 6,549,233	\$ 116,354,346	\$ 8,623,495	\$ 29,388,117	\$ 49,489	\$ 4,071,204	\$ 340,417,373

Yuanta Financial Holding Co., Ltd.
Individual Statements of Cash Flows
For the years ended December 31, 2025 and 2024
(Expressed In Thousands of New Taiwan Dollars)

	For the years ended December 31,	
	2025	2024
<u>Cash Flows From Operating Activities</u>		
Profit before tax	\$ 36,777,879	\$ 36,392,889
Adjustments		
Adjustments to reconcile profit (loss)		
Depreciation	115,409	105,465
Amortization	7,161	5,313
Interest expense	600,860	444,991
Interest income	(73,305)	(64,275)
Share of the profit or loss of subsidiaries, associates and joint ventures accounted for under the equity method	(39,161,016)	(38,590,297)
Loss (gain) on lease modification	705	(444)
(Gain) loss on disposal or retirement of property and equipment	(718)	2,320
Changes in operating assets and liabilities		
Receivables	(55,887)	(9,738)
Other assets	(3,338)	441
Payables	3,993	384,576
Provisions	176	227
Other liabilities	(11,097)	5,524
Interest received	74,388	66,919
Dividend received	20,451,618	14,076,270
Interest paid	(574,065)	(419,735)
Income tax received	1,647,833	702,025
Net cash flows from operating activities	<u>19,800,596</u>	<u>13,102,471</u>
<u>Cash Flows From Investing Activities</u>		
Acquisition of equity investments accounted for under the equity method	(3,184,353)	(3,000,000)
Acquisition of subsidiaries	(3,495,138)	-
Acquisition of property and equipment	(154,150)	(32,393)
Proceeds from disposal of property and equipment	730	-
Acquisition of intangible assets	(4,847)	(8,925)
Acquisition of right-of-use assets	(53)	(43)
Net cash flows used in investing activities	<u>(6,837,811)</u>	<u>(3,041,361)</u>
<u>Cash Flows From Financing Activities</u>		
(Decrease) increase in commercial paper payable	(950,000)	1,400,000
Proceeds from issuance of bonds	10,100,000	6,300,000
Repayments of bonds	(4,250,000)	(4,250,000)
Cash dividends paid	(20,061,439)	(13,957,991)
Principal payment for lease liabilities	(86,123)	(58,186)
Net cash flows used in financing activities	<u>(15,247,562)</u>	<u>(10,566,177)</u>
Net decrease in cash and cash equivalents	(2,284,777)	(505,067)
Cash and cash equivalents at beginning of period	<u>2,314,855</u>	<u>2,819,922</u>
Cash and cash equivalents at end of period	<u>\$ 30,078</u>	<u>\$ 2,314,855</u>
The components of cash and cash equivalents		
Cash and cash equivalents reported in the balance sheet	\$ 30,078	\$ 2,314,855
Investments in bills and bonds under resale agreements qualified as cash and cash equivalents as defined by IAS 7	-	-
Cash and cash equivalents at end of reporting period	<u>\$ 30,078</u>	<u>\$ 2,314,855</u>

Proposals (II)

Motion: The Distribution of 2025 Earnings (Proposed by the Board of Directors)

Note:

- I. The Company's unappropriated earnings at the beginning of 2025 were NT\$78,787,419,306.
- II. The distributable earnings in this period are NT\$ 112,579,653,167. This number is based on the 2025 net income after tax of NT\$36,520,593,806 adding the net income from disposal of investments in equity instruments measured at fair value through other comprehensive income of NT\$655,811,473 and the remeasurement of the defined benefit plans of NT\$390,521,233, which subtotals NT\$37,566,926,512 as the basis of the legal reserve. Its ten percent (10%) legal reserve of \$3,756,692,651 is then deducted. The unappropriated earnings of NT\$78,787,419,306 at the beginning of the period is then added, which gives rise to the distributable earnings for the period of NT\$112,597,653,167.
- III. The Company's 2025 Earnings Distribution Plan is provided as follows (on page 50). The Company planned to distribute cash dividends of NT\$23,996,069,903 and stock dividends of NT\$5,332,459,980. The total distribution amount is

NT\$29,328,529,883. Based on the calculated number of outstanding shares outstanding at the time of the resolution of the thirteenth (13th) meeting of the tenth (10th) Board of Directors (on March 13, 2026), which were 13,331,149,946 shares, a cash dividend of NT\$1.80 and stock dividend of NT\$0.40, should be distributed per share, a total of NT\$2.20 per share. The capital after the capital increase was NT\$138,643,959,440.

- IV. The earnings distribution in the preceding paragraph comes from the balance of NT\$33,810,233,861 after the 2025 after-tax net income adds the amount of items other than after-tax net income included in the current year's unappropriated earnings, and deducts the legal reserve.
- V. The cash dividends allocated to each shareholder shall be calculated up to NT\$1, and all amounts below NT\$1 shall be rounded off. The total of fractional cash dividends less than NT\$1 shall be transferred to the Company's Employee Benefits Committee.
- VI. For the converting of earnings into capital to issue new shares this time, the issuing basis is according to the shareholding ratio of the shareholders on the distribution base date. When issuing less than one share, shareholders may make up one share by themselves within five days from the capital

increase and share distribution base date. If there are still remaining less-than-one shares, the Chairperson of the Board of Directors shall be authorized to negotiate with a specific person to subscribe for the denomination at face value.

- VII. Because the Company's shares are issued on an immaterial basis in accordance with the law and in conjunction with the registration and the book-entry transfer and allotment operation of securities depository and clearing institutions, the less-than-one shares are used for the handling of the immaterial transfers and other necessary expenses.
- VIII. After the cash dividends stated in this motion for the distribution of earnings have been ratified by resolution of this Shareholders Meeting, the Chairperson of the Board of Directors shall be authorized to determine the ex-dividend record date and other related matters. After the stock dividends have been approved by this Shareholders Meeting and filed with the competent authority, the Board of Directors shall be authorized to set a date for the stock dividend distribution base date (capital increase and share distribution base date) and other related matters. Dividends are allocated based on the shareholding ratio of shareholders on the ex-dividend record date and stock dividend distribution base date (capital increase and share distribution base date).

- IX. If the number of outstanding shares changes due to factual needs, changes in laws and regulations, or the instructions of the competent authority, the Company shall propose to this Shareholders Meeting to authorize the Chairperson and the Board of Directors respectively to recalculate the cash dividend payout ratio and capital increase and share distribution rate based on the number of outstanding shares on the ex-dividend record date and stock dividend distribution base date (capital increase and share distribution base date), when the Chairperson and the Board of Directors are setting the dates respectively.
- X. The motion for distribution of 2025 earnings has been reviewed by the Audit Committee, which considers the motion proper, and the Audit Report is represented on page 19.
- XI. The adoption of the presentation of the proposal for distribution of 2025 earnings.

Resolution:

Schedules

Yuanta Financial Holding Co., Ltd.

Earnings Distribution Plan

For the Year 2025

(Expressed in New Taiwan Dollars)

Initial unappropriated earnings	78,787,419,306
Add: 2025 after-tax net income	36,520,593,806
Add: Net income from disposal of investments in equity instruments measured at fair value through other comprehensive income	655,811,473
Add: Remeasurement of the defined benefit plans	390,521,233
After-tax net income adding the amount of items other than after-tax net income of this period	37,566,926,512
Deduct: Ten percent (10%) legal reserve ^(Note 1)	<u>(3,756,692,651)</u>
Distributable earnings of the current year	33,810,233,861
Distributable earnings	112,597,653,167
Distribution items	
Cash dividends (NT\$1.80 per share) ^(Note 2)	(23,996,069,903)
Stock dividends (NT\$0.40 per share) ^(Note 2)	(5,332,459,980)
Distribution amount	<u>(29,328,529,883)</u>
Final unappropriated earnings	<u>83,269,123,284</u>

Note 1: In accordance with Taiwan's Ministry of Economic Affairs Letter Ching-Shang-Tzu No. 10802432410 dated January 9, 2020, the legal reserve is based on the "after-tax net income for the period adding the amount of items other than after-tax net income for the period included in the current year's unappropriated earnings."

Note 2: Dividends for this year shall be distributed primarily from the current year's distributable earnings.

Chairperson of the Board: Chien Weng Manager: Bobby Wei-Cherng Hwang Chief Accountant: Hui-Jung Lu

Discussion (I)

Motion: The Company's Issuing of New Shares from Converting Earnings to Increase Capital in 2025 (Proposed by the Board of Directors)

Note:

- I. In order to meet the needs of the Company's business development and strengthen its financial structure, it is proposed to withdraw NT\$5,332,459,980 from the distributable earnings in the year of 2025, to process the capital increase and issue new shares of 533,245,998 shares, with a nominal value of NT\$10 per share. Based on the calculated number of outstanding shares outstanding at the time of the resolution of the thirteenth (13th) meeting of the tenth (10th) Board of Directors (on March 13, 2026), which were 13,331,149,946 shares, 40 shares out of every 1,000 shares were issued without compensation. The capital after the capital increase was NT\$138,643,959,440.
- II. The rights and obligations associated with the new shares issued in this capital increase are the same as those of the existing common shares.
- III. The capital increase issuance of new shares is subject to the provisions of Article 240 of the *Company Act*, and has been submitted to the resolution of this Annual General Shareholders Meeting. After filing with the

competent authority, the Board of Directors shall set a distribution base date (capital increase and share distribution base date). The issuing basis is according to the shareholding ratio of the shareholders on the distribution base date. When issuing less than one share, shareholders may make up one share by themselves within five days from the capital increase and share distribution base date. If there are still remaining less-than-one shares, the Chairperson of the Board of Directors shall be authorized to negotiate with a specific person to subscribe for the denomination at face value.

- IV. Because the Company's shares are issued on an immaterial basis in accordance with the law and in conjunction with the registration and the book-entry transfer and allotment operation of securities depository and clearing institutions, the less-than-one shares are used for the handling of the immaterial transfers and other necessary expenses.
- V. Regarding the stock dividends in respect of the above earnings distribution, if the number of outstanding shares changes due to factual needs, changes in laws and regulations, or the instructions of the competent authority, the Company shall propose to this Shareholders Meeting to authorize the Board of Directors to recalculate the capital increase and share distribution rate based on the number of outstanding shares on the stock dividend distribution base date (capital increase and share distribution base date), when the Board of

Directors is setting the date along with other related matters.

Resolution:

Discussion (II)

Motion: Amendments to the Articles of Incorporation of Yuanta Financial Holding Co., Ltd. (Proposed by the Board of Directors)

Note:

- I. In order to comply with changes in regulations, the Company intends to amend certain provisions of its Articles of Incorporation. The key amendments are as follows:
 - (I) Article 16-1, Paragraph 1: Pursuant to Article 4 of the *Key Points to Be Observed in the Establishment of Boards of Directors of Listed Companies and the Exercise of Their Functions and Powers of the Taiwan Stock Exchange Corporation*, it is proposed to amend the provisions on the number of independent director seats on the Company's Board for the sake of clarity.
 - (II) Article 29: Taking into account that compliance, risk management, and information security are all equally important as the second line of internal control, and in order to facilitate organizational uniformity, it is proposed to adjust the Company's Chief Risk Officer and Risk Management Department from reporting to the Board of Directors to reporting to the Chief Executive Officer.

II. The comparison table of the amendments to the Articles of Incorporation of the Company is attached.

Resolution:

Appendix

Comparison Table of the Amendments to the Articles of Incorporation of Yuanta Financial Holding Co., Ltd.

Revised Article	Current Version	Explanation
<p>Article 16-1</p> <p>The Company has established <u>at least</u> three (3) independent directors from among the directors in the preceding article, and the number of independent directors shall not be less than one-third of the number of directors.</p> <p>In the election of directors, each share shall have the same number of votes as the number of directors to be elected, and shareholders may give all of such votes to one candidate or distribute them among several candidates.</p> <p>The persons receiving the largest numbers of votes represented on the recovered ballots shall be elected directors. Independent directors and non-independent directors shall be elected together, but the number of elected seats shall be calculated separately.</p>	<p>Article 16-1</p> <p>The Company has established three (3) <u>to five (5)</u> independent directors from among the directors in the preceding article, and the number of independent directors shall not be less than one-third of the number of directors.</p> <p>In the election of directors, each share shall have the same number of votes as the number of directors to be elected, and shareholders may give all of such votes to one candidate or distribute them among several candidates.</p> <p>The persons receiving the largest numbers of votes represented on the recovered ballots shall be elected directors. Independent directors and non-independent directors shall be elected together, but the number of elected seats shall be calculated separately.</p>	<p>In accordance with Article 4 of the <i>Key Points to Be Observed in the Establishment of Boards of Directors of Listed Companies and the Exercise of Their Functions and Powers of the Taiwan Stock Exchange Corporation</i>, which stipulates that the number of independent directors shall not be less than three and their seats shall not be less than one-third of the total number of directors, the wording has been revised to ensure clarity.</p>
<p>Article 29</p> <p>The Company establishes a president/chief executive officer who upholds the decisions of the board of directors to manage all the Company's business, and</p>	<p>Article 29</p> <p>The Company establishes a president/chief executive officer who upholds the decisions of the board of directors to manage all the Company's business, and</p>	<p>Given that compliance, risk management, and information security are all equally important as the</p>

Revised Article	Current Version	Explanation
<p>may be authorized by the board of directors to execute business externally on behalf of the Company.</p> <p>The Company may establish a number of persons at the level of vice president or above to assist the president/chief executive officer in handling the Company's business.</p> <p>The Company's board of directors establishes one auditor-general, who occupies a position equivalent to that of a vice president, and manages all audit matters with an independent and detached spirit. <u>And, one</u> chief secretary of the board of directors is established; the chief secretary is responsible for board-related matters.</p> <p>The president/chief executive officer, auditor-general, <u>and</u> chief secretary are nominated by the chairperson of the board of directors and are appointed and removed by the approval of the board of directors.</p>	<p>may be authorized by the board of directors to execute business externally on behalf of the Company.</p> <p>The Company may establish a number of persons at the level of vice president or above to assist the president/chief executive officer in handling the Company's business.</p> <p>The Company's board of directors establishes one auditor-general, who occupies a position equivalent to that of a vice president, and manages all audit matters with an independent and detached spirit. One chief secretary of the board of directors is established; the chief secretary is responsible for board-related matters. <u>One chief risk officer is established to be responsible for relevant risk control work of various businesses.</u></p> <p>The president/chief executive officer, auditor-general, <u>and chief risk officer</u> are nominated by the chairperson of the board of directors and are appointed and removed by the approval of the board of directors.</p>	<p>second line of internal control, and in order to facilitate organizational uniformity, it is proposed to adjust the Company's Chief Risk Officer and Risk Management Department from reporting to the Board of Directors to reporting to the Chief Executive Officer.</p>
<p>Article 37</p> <p>These Articles of Incorporation were established on December 10, 2001, and implemented after passage by the founders' conference or shareholders</p>	<p>Article 37</p> <p>These Articles of Incorporation were established on December 10, 2001, and implemented after passage by the founders' conference or shareholders</p>	<p>The number and date of this amendment are added.</p>

Revised Article	Current Version	Explanation
<p>meeting, likewise in the case of revisions.</p> <p>(Paragraphs 2 to 20 are omitted)</p> <p><u>Twentieth revision on June 12, 2026.</u></p>	<p>meeting, likewise in the case of revisions.</p> <p>(Paragraphs 2 to 20 are omitted)</p>	

Discussion (III)

Motion: Amendments to the Procedures for the Acquisition or Disposal of Assets of Yuanta Financial Holdings Co., Ltd. (Proposed by the Board of Directors)

Note:

- I. Pursuant to the Financial Supervisory Commission's Order Chin-Kuan-Cheng-Fa-Tzu No. 1140383333 dated July 24, 2025, promulgating the amendment of the *Regulations Governing the Acquisition and Disposal of Assets by Public Companies*, and to meet the actual operational needs of the Company in managing its overseas subsidiaries, certain provisions of the Procedures for the Acquisition or Disposal of Assets of Yuanta Financial Holdings Co., Ltd. have been amended for compliance.
- II. The comparison table of the amendments to the Procedures for the Acquisition or Disposal of Assets of Yuanta Financial Holdings Co., Ltd. is attached.
- III. This motion was approved by the eighth (8th) meeting of the tenth (10th) board of directors of the Company on October 29, 2025.

Resolution:

Appendix

Comparison Table of the Procedures for the Acquisition or Disposal of Assets of Yuanta Financial Holding Co., Ltd.

Revised Article	Current Version	Explanation
<p>Article 3 <u>(Deleted)</u></p>	<p><u>Article 3</u> <u>Amendments to these Procedures shall require the approval of a majority of the full Audit Committee, and shall be submitted for approval to the board of directors.</u> <u>If said amendments do not receive approval of a majority of the full Audit Committee, they shall require approval from two-thirds of the full board of directors, and shall additionally state the resolution of the Audit Committee in the board of directors' meeting minutes.</u> <u>When amendments are submitted to the board of directors for discussion:</u></p> <ol style="list-style-type: none"> 1. <u>If a director expresses opposition in the meeting minutes or via a written statement, the documents relating to the director's opposition shall be sent to the Audit Committee.</u> 2. <u>The board of directors shall fully consider the views and opinions of the independent directors, and shall record the independent directors' reasons for their support or</u> 	<ol style="list-style-type: none"> 1. This article is deleted. 2. Articles 3 and 38 of the current provisions respectively regulate the amendment procedures of these Procedures. Considering the coherence and completeness of the provisions, Paragraphs 1, 2 and 4 are hereby incorporated into Article 38. 3. As the Company has established an audit committee, in accordance with Question 12 of the Q&A Set on the <i>Regulations Governing the Acquisition and Disposal of Assets by Public Companies</i>, it is no longer necessary to submit materials containing directors'

Revised Article	Current Version	Explanation
	<p><u>opposition to such amendments in the board of directors meeting minutes.</u> <u>The "full Audit Committee" and "full board of directors" in Clause 1 of this article refer to the actual number of committee or board members serving at that time.</u></p>	<p>objections to the Audit Committee after the Board has approved an amendment. Therefore, Subparagraph 1 of Paragraph 3 is deleted. Furthermore, in accordance with the Company's Audit Committee Charter, if an independent director has expressed objections or reservations regarding a matter under discussion, these should be recorded in detail in the minutes. Therefore, Subparagraph 2 of Paragraph 3 is deleted.</p>
<p>Article 6-1 Any significant asset transactions or derivative transactions by the Company must be approved by at least half of all members of the audit committee and submitted to the board of directors for resolution.</p>	<p>Article 6-1 <u>The Company shall adhere to these Procedures and other relevant laws and regulations and seek approval from the board of directors for the acquisition or disposal of assets; if directors express opposition in the meeting</u></p>	<p>1. As the Company has established an audit committee, in accordance with Question 12 of the Q&A Set on the <i>Regulations Governing the Acquisition and Disposal of</i></p>

Revised Article	Current Version	Explanation
<p><u>If the matter referred to in the preceding paragraph is not approved by at least half of all members of the audit committee, it may be implemented with the approval of at least two-thirds of all directors; in such cases, the resolution of the audit committee shall be recorded in the minutes of the board meeting. The term “all members of the audit committee” in Paragraph 1 and the term “all directors” in the preceding paragraph shall be calculated based on those who are actually in office.</u></p>	<p><u>minutes or via written statement, the documents relating to the director's opposition shall be sent to the Audit Committee.</u></p> <p>The Company's assets and derivative products business shall receive the approval of a majority of the full Audit Committee, and shall be submitted to the board of directors for approval, <u>and shall adhere to the regulations of Article 3, Clauses 2 and 3 of these Procedures.</u></p>	<p><i>Assets by Public Companies</i>, it is not necessary to submit the directors' dissent information to the Audit Committee after the Board of Directors has passed a resolution on a significant asset or derivative transaction. Therefore, Paragraph 1 is deleted.</p> <p>2. As this amendment deletes Article 3 of the existing provisions, the relevant provisions of Article 3 are hereby deleted from this Article, and Paragraphs 2 and 3 of the amended provisions are added.</p>
<p>Article 15 When the Company intends to acquire or dispose of real property or its right-of-use assets from or to a related party, or when it intends to acquire or dispose of assets other</p>	<p>Article 15 When the Company intends to acquire or dispose of real property or its right-of-use assets from or to a related party, or when it intends to acquire or dispose of assets other</p>	<p>Referring to Article 15, Paragraph 4 of the <i>Regulations Governing the Acquisition and Disposal of Assets by Public Companies</i>, and in</p>

Revised Article	Current Version	Explanation
<p>than real property or its right-of-use assets from or to a related party, and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of domestic money market funds, the following information shall be approved by at least one-half of all members of the audit committee and submitted to the board of directors for resolution, and the provisions of Article 6-1, Paragraphs 2 and 3 shall be applied in order to sign the transaction contract and make payments:</p> <ol style="list-style-type: none"> 1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets. 2. The reason for choosing the related party as a trading counterparty. 3. With respect to the acquisition of real property or its right-of-use assets from a related party, information 	<p>than real property or its right-of-use assets from or to a related party, and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of domestic money market funds, the following information shall be approved by at least one-half of all members of the audit committee and submitted to the board of directors for resolution, and the provisions of Article 3, Paragraphs 2 and 3 shall be applied in order to sign the transaction contract and make payments:</p> <ol style="list-style-type: none"> 1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets. 2. The reason for choosing the related party as a trading counterparty. 3. With respect to the acquisition of real property or its right-of-use assets from a related party, information 	<p>conjunction with the amendments to Articles 3 and 6-1 of the existing provisions, the provisions cited in Paragraph 1 are amended accordingly.</p>

Revised Article	Current Version	Explanation
<p>regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 16 and Article 17.</p> <p>4. The date and price at which the related party originally acquired the real property, the original trading counterparty, and that trading counterparty's relationship to the company and the related party.</p> <p>5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.</p> <p>6. An appraisal report from a professional appraiser or a certified public accountant's opinion obtained in compliance with the preceding article.</p> <p>7. Restrictive covenants and other important stipulations associated with the transaction.</p> <p>If the Company or a non-domestic public company has the transactions of Paragraph 1 and the</p>	<p>regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 16 and Article 17.</p> <p>4. The date and price at which the related party originally acquired the real property, the original trading counterparty, and that trading counterparty's relationship to the company and the related party.</p> <p>5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.</p> <p>6. An appraisal report from a professional appraiser or a certified public accountant's opinion obtained in compliance with the preceding article.</p> <p>7. Restrictive covenants and other important stipulations associated with the transaction.</p> <p>If the Company or a non-domestic public company has the transactions of Paragraph 1 and the</p>	

Revised Article	Current Version	Explanation
<p>transaction amount reaches 10% or more of the Company's total assets, the Company shall submit the information listed in all the subparagraphs of Paragraph 1 to the shareholders meeting for approval before signing the transaction contract and making the payment. However, the Company and its subsidiaries, or the subsidiaries' transactions with each other, are not subject to this limitation. The calculation of the transaction amounts referred to in Paragraph 1 and the preceding paragraph shall be made in accordance with Article 33, Paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been submitted to the audit committee for approval by at least one-half of all members of the audit committee in accordance with the provisions of these Procedures and approved by the board of directors and shareholders meeting need not be counted</p>	<p>transaction amount reaches 10% or more of the Company's total assets, the Company shall submit the information listed in all the subparagraphs of Paragraph 1 to the shareholders meeting for approval before signing the transaction contract and making the payment. However, the Company and its subsidiaries, or the subsidiaries' transactions with each other, are not subject to this limitation. The calculation of the transaction amounts referred to in Paragraph 1 and the preceding paragraph shall be made in accordance with Article 33, Paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been submitted to the audit committee for approval by at least one-half of all members of the audit committee in accordance with the provisions of these Procedures and approved by the board of directors and shareholders meeting need not be counted</p>	

Revised Article	Current Version	Explanation
toward the transaction amount.	toward the transaction amount.	
<p>Article 33 Under any of the following circumstances, when the Company acquires or disposes of assets, it shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within two days commencing immediately from the date of occurrence of the event:</p> <p>1. Acquisition or disposal of real property or its right-of-use assets from or to a related party, or acquisition or disposal of assets other than real property or its right-of-use assets from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$ 300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or</p>	<p>Article 33 Under any of the following circumstances, when the Company acquires or disposes of assets, it shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within two days commencing immediately from the date of occurrence of the event:</p> <p>1. Acquisition or disposal of real property or its right-of-use assets from or to a related party, or acquisition or disposal of assets other than real property or its right-of-use assets from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$ 300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or</p>	<p>1. As the Company has paid-in capital of NT\$50 billion, the following provisions are hereby added in accordance with the relevant provisions of the Financial Supervisory Commission's Order Chin-Kuan-Cheng-Fa-Tzu No. 1140383333 dated July 24, 2025:</p> <p>(1) Given that acquiring or disposing of equipment for business use is a normal business activity, and considering the principle of materiality in information disclosure, a new reporting standard for acquiring or disposing of equipment for business use from unrelated parties is added</p>

Revised Article	Current Version	Explanation
<p>redemption of domestic money market funds.</p> <p>2. Merger, demerger, acquisition, or transfer of shares.</p> <p>3. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the prescribed procedures adopted by the Company.</p> <p>4. <u>Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount is 5% or more of the Company's paid-in capital.</u></p> <p>5. Acquiring real property by ways of mandating others to build on its land, mandating others to build on leased land, cooperatively building with others to split the units, cooperatively building with others to acquire the proportion of profits, or cooperatively building with others to separately sell the</p>	<p>redemption of domestic money market funds.</p> <p>2. Merger, demerger, acquisition, or transfer of shares.</p> <p>3. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the prescribed procedures adopted by the Company.</p> <p>4. Acquiring real property by ways of mandating others to build on its land, mandating others to build on leased land, cooperatively building with others to split the units, cooperatively building with others to acquire the proportion of profits, or cooperatively building with others to separately sell the units. Furthermore, the transaction counterparty is not a related party and the Company expects to invest more than NT\$500 million in transaction amount.</p> <p>5. Where an asset transaction other than any of those referred to in the preceding four subparagraphs, a</p>	<p>to Paragraph 1, Subparagraph 4.</p> <p>(2) The newly added items in Paragraph 1, Subparagraph 6, concerning government bonds, ordinary corporate bonds, and general bank debentures without equity characteristics (excluding subordinated debt) traded on securities exchanges or securities firms' business premises, are not subject to the circumstances of the proviso in Subparagraph 7, and the counterparties in such transactions do not meet the reporting standards for related parties.</p> <p>2. The current Paragraph 1, Subparagraph 4 is moved to Subparagraph 5, and Subparagraph 5</p>

Revised Article	Current Version	Explanation
<p>units. Furthermore, the transaction counterparty is not a related party and the Company expects to invest more than NT\$500 million in transaction amount.</p> <p>6. <u>Transactions in government bonds, ordinary corporate bonds, and general bank debentures without equity characteristics (excluding subordinated debt) traded on securities exchanges or securities firms' business premises, which do not fall under any of the circumstances listed in the proviso of Subparagraph 7, and where furthermore the transaction counterparty is not a related party, and the transaction amount reaches 5% or more of the Company's paid-in capital.</u></p> <p>7. Where an asset transaction other than any of those referred to in the preceding <u>six</u> subparagraphs, a disposal of receivables by a financial institution, or an investment in the</p>	<p>disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <p>A. Trading of domestic government bonds or foreign government bonds with credit ratings not lower than the sovereign rating of Taiwan.</p> <p>B. At home or abroad, securities trading on securities exchanges or OTC markets, or subscription of foreign government bonds or ordinary corporate bonds or general bank debentures without equity characteristics that are offered and issued in the primary market, or subscription or selling back of securities for index investment securities, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending</p>	<p>is moved to Subparagraph 7, with appropriate textual amendments.</p>

Revised Article	Current Version	Explanation
<p>mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <p>(1) Trading of domestic government bonds or foreign government bonds with credit ratings not lower than the sovereign rating of Taiwan.</p> <p>(2) At home or abroad, securities trading on securities exchanges or OTC markets, or subscription of foreign government bonds or ordinary corporate bonds or general bank debentures without equity characteristics that are offered and issued in the primary market, or subscription or selling back of securities for index investment securities, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the</p>	<p>securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.</p> <p>C. Purchase and sale of bonds with repurchase and resale conditions, and subscription or repurchase of money market funds issued by domestic securities investment trusts.</p> <p>The amounts of transactions in the preceding paragraph shall be calculated as follows:</p> <ol style="list-style-type: none"> 1. The amount of any individual transaction. 2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same trading counterparty within the preceding year. 3. The cumulative transaction amount of real property or its right-of-use assets acquisitions and disposals (cumulative acquisitions and disposals, respectively) within the same development project within the preceding year. 	

Revised Article	Current Version	Explanation
<p>rules of the Taipei Exchange.</p> <p>(3) Purchase and sale of bonds with repurchase and resale conditions, and subscription or repurchase of money market funds issued by domestic securities investment trusts.</p> <p>The amounts of transactions in the preceding paragraph shall be calculated as follows:</p> <ol style="list-style-type: none"> 1. The amount of any individual transaction. 2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same trading counterparty within the preceding year. 3. The cumulative transaction amount of real property or its right-of-use assets acquisitions and disposals (cumulative acquisitions and disposals, respectively) within the same development project within the preceding year. 4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and 	<p>4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.</p> <p>“Within the preceding year” as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Procedures need not be counted toward the transaction amount.</p> <p>The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by itself and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the tenth day of each month.</p> <p>When the Company at the time of public announcement makes an error or omission in an item required by</p>	

Revised Article	Current Version	Explanation
<p>disposals, respectively) of the same security within the preceding year.</p> <p>“Within the preceding year” as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Procedures need not be counted toward the transaction amount.</p> <p>The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by itself and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the tenth day of each month.</p> <p>When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety. When acquiring or disposing of assets, the</p>	<p>regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety. When acquiring or disposing of assets, the Company shall keep all relevant contracts, meeting minutes, record books, appraisal reports, and opinion books of certified public accountants, attorneys, or securities underwriters, at the Company headquarters, where they shall be retained for five years except where another act provides otherwise.</p> <p>If the competent authority subsequently rejects or accepts the Company’s application for investment in mainland China after the Company has filed an announcement of investment in mainland China in accordance with these Procedures, the Company shall disclose on the Market Observation Post System the date of the original announcement, the name of the investee company in mainland China, the estimated investment amount, the counterparty,</p>	

Revised Article	Current Version	Explanation
<p>Company shall keep all relevant contracts, meeting minutes, record books, appraisal reports, and opinion books of certified public accountants, attorneys, or securities underwriters, at the Company headquarters, where they shall be retained for five years except where another act provides otherwise. If the competent authority subsequently rejects or accepts the Company's application for investment in mainland China after the Company has filed an announcement of investment in mainland China in accordance with these Procedures, the Company shall disclose on the Market Observation Post System the date of the original announcement, the name of the investee company in mainland China, the estimated investment amount, the counterparty, and the date of rejection or acceptance by the competent authority.</p>	<p>and the date of rejection or acceptance by the competent authority.</p>	
<p>Article 35 <u>When the Company's overseas subsidiaries acquire or dispose of assets, they shall do so in accordance with the provisions of these</u></p>	<p>Article 35 When carrying out control procedures for the acquisition or disposal of assets, the Company shall adhere to these Procedures. The Company</p>	<p>1. Considering the actual operational needs of the Company in managing its overseas</p>

Revised Article	Current Version	Explanation
<p><u>Procedures and may establish relevant procedural guidelines applicable to such subsidiaries in accordance with these Procedures. However, where local financial laws and regulations provide otherwise, such provisions shall prevail.</u></p> <p><u>The Company shall urge its domestic subsidiaries to establish procedures for the acquisition or disposal of assets in accordance with the <i>Regulations Governing the Acquisition and Disposal of Assets by Public Companies.</i></u></p> <p>When carrying out control procedures for the acquisition or disposal of assets, the Company shall adhere to these Procedures. <u>The Company shall monitor whether the asset acquisition and disposal procedures set by subsidiary companies, as well as the subsidiary companies' self-review of asset disposal and acquisition activities, adhere to relevant regulations.</u></p> <p>The Company's Internal Auditing Department shall approve subsidiaries' asset disposal and acquisition self-examination reports.</p>	<p>shall <u>supervise its subsidiaries to ensure adherence to the Asset Acquisition and Disposal Procedures guidelines contained in the FSC's Regulations Governing the Acquisition and Disposal of Assets by Public Companies, and</u> shall monitor whether the asset acquisition and disposal procedures set by subsidiary companies, as well as the subsidiary companies' self-review of asset disposal and acquisition activities, adhere to relevant regulations.</p> <p>The Company's Audit Department shall approve subsidiary companies' asset disposal and acquisition self-examination reports.</p>	<p>subsidiaries, and after referring to the relevant questions and answers in "8. Supervision of Subsidiaries" of the Q&A Set on the <i>Regulations Governing the Acquisition and Disposal of Assets by Public Companies</i>, the existing Paragraph 1 is amended, and new Paragraphs 1 and 2 are added as amendments.</p> <p>2. Paragraph order shifts.</p>

Revised Article	Current Version	Explanation
<p>Article 38 These Procedures <u>shall be submitted to the board of directors for approval following the consent of the audit committee</u>, and shall take effect upon approval by the shareholders meeting; the same applies to any amendments. <u>The preceding paragraph shall require the approval of at least one-half of all members of the audit committee and shall be submitted to the board of directors for resolution; the provisions of Article 6-1, Paragraphs 2 and 3, shall apply mutatis mutandis.</u></p>	<p>Article 38 These Procedures shall take effect, along with any subsequent amendments, upon receiving approval from the Company's board of directors, and shall be submitted to the shareholders meeting for approval.</p>	<p>Article 3 of the existing provisions and this article respectively regulate the amendment procedures for these Procedures. Considering the coherence and completeness of the provisions, the relevant content of Article 3 of the existing provisions is incorporated into this article.</p>

Discussion (IV)

Motion: Matters Related to the Company's Proposal to Acquire Yuanta Securities Investment Trust Co., Ltd. (Yuanta Funds) as a Wholly-Owned Subsidiary through a Share Swap and to Issue New Shares (Proposed by the Board of Directors)

Note:

- I. Based on the regulatory approach taken by the competent authorities regarding mergers and acquisitions in recent years, and in order to effectively integrate the Group's resources, expand synergies, and strengthen operational capabilities and profitability, excluding the 74.71% shares held by the Company, the Company intends to acquire the remaining equity shares of Yuanta Securities Investment Trust Co., Ltd. (hereinafter referred to as Yuanta Funds) through a share swap by issuing new shares in accordance with relevant regulations such as the *Financial Holding Company Act* and the *Business Mergers and Acquisitions Act*. After the share swap is completed, Yuanta Funds will become a wholly-owned subsidiary of the Company.
- II. A summary of the proposed transaction terms of this share swap is as follows:

(I) Mechanism for determining and adjusting transaction consideration:

1. In this proposal, the Company proposes to issue new common shares in exchange for 5.2583 common shares of the Company for each common share of Yuanta Funds, and pay the consideration to all shareholders of Yuanta Funds other than the Company.
2. Both parties agree that if either party distributes stock dividends and/or cash dividends before the share swap base date, the share swap ratio will be adjusted according to the share swap ratio adjustment formula agreed in the share swap agreement. The complete share swap ratio adjustment mechanism is detailed in Article 4 of the share swap agreement.

(II) If any shareholder of Yuanta Funds other than the Company acquires less than one common share of the Company through share swap, the Company shall pay the difference in cash based on the closing price of the Company's common shares on the last trading day before the share swap base date (hereinafter referred to as the market price). The Company shall also request the Board of Directors to authorize the Chairman of the Company or his designated person to

purchase such irregular shares from a specific person at the market price.

(III) The share swap base date in this proposal shall be jointly agreed upon by the Boards of Directors and/or their authorized persons of both parties after the resolutions of the Boards of Directors and Shareholders Meetings of both parties have been passed, all the preconditions stipulated in the share swap agreement have been met or have been waived, and all relevant permits have been obtained from the competent authorities.

(IV) The final trading day of this proposal is set for December 31, 2026. If any of the conditions precedent stipulated in the share swap agreement are not fulfilled or are not waived on or before the final trading day, the share swap agreement shall automatically terminate on the final trading day unless the final trading day is extended by a written agreement of the Boards of Directors of both parties.

III. With the approval of the Audit Committee, the Company has commissioned independent expert, Shu-Cheng Chang, a certified public accountant (CPA) from BDO Taiwan, to issue an opinion on the reasonableness of the common share swap ratio in this proposal. CPA Shu-Cheng Chang's opinion on the reasonableness of the common share swap ratio concludes that the reasonable range for the swap ratio is between 4.6840

and 5.7731 common shares of the Company for every one common share of Yuanta Funds. This share swap plan proposes to exchange 5.2583 common shares of the Company for every one common share of Yuanta Funds, falling within the aforementioned reasonable range. Therefore, the swap ratio of this share swap plan is reasonable.

- IV. For the share swap with Yuanta Funds, the Company plans to issue common shares with a par value of NT\$10 per share. The actual number of new common shares issued by the Company will be calculated based on the number of common shares actually issued by Yuanta Funds on the share swap base date, minus the number of shares held by the Company, and further minus the number of shares repurchased by Yuanta Funds from dissenting shareholders (if applicable), according to the share swap ratio. If the share swap ratio has been adjusted pursuant to Article 4 of the share swap agreement, the adjusted share swap ratio will apply.
- V. In order to implement this share swap, except for matters that fall within the powers of the Board of Directors according to law or that are required to be resolved by the Board of Directors according to the share swap agreement, the Shareholders Meeting is hereby requested to authorize the Chairman or his designated person to handle all matters related to this proposal, including but not limited to signing,

negotiating, revising, and delivering all documents related to this proposal, making all necessary applications to or filings with the competent authorities and handling all related matters, handling subsequent share issuance, and other necessary changes and adjustments to this proposal and the share swap agreement as required by law or as instructed by the competent authorities or as required by fact.

- VI. This proposal was submitted to and approved by the fifteenth (15th) meeting of the tenth (10th) Audit Committee on March 25, 2026, and was subsequently approved by the fifteenth (15th) meeting of the tenth (10th) Board of Directors on the same day.
- VII. The share swap agreement for this proposal and the opinion on the reasonableness of the common share swap ratio issued by the independent expert are hereby attached.

Resolution:

Share Swap Agreement

Yuanta Financial Holding Co., Ltd.
Yuanta Securities Investment Trust Co., Ltd. (Yuanta Funds)

March 25, 2026

Share Swap Agreement

This Share Swap Agreement (hereinafter referred to as “**this Agreement**”) was entered into by Yuanta Financial Holding Co., Ltd. (hereinafter referred to as “**Party A**”) and Yuanta Securities Investment Trust Co., Ltd. (Yuanta Funds) (hereinafter referred to as “**Party B**”) on March 25, 2026 (hereinafter referred to as the “**date of execution**”).

Since Party B is currently a subsidiary in which Party A holds approximately 74.71% of the shares, in order to realize operational synergies, it is proposed, in accordance with the *Financial Holding Company Act*, the *Business Mergers and Acquisitions Act*, and other relevant laws and regulations, to conduct a share swap whereby Party A will issue common stock to all shareholders of Party B other than Party A (collectively referred to as the “**minority shareholders**”) in exchange for the shares in Party B held by the minority shareholders (hereinafter referred to as the “**Share Swap Proposal**”). Upon completion of this Share Swap Proposal, Party B will become a wholly-owned subsidiary of Party A.

Accordingly, Party A and Party B hereby enter into this Agreement, the terms of which are set forth below, to be mutually observed:

Article 1 Share Swap and Articles of Incorporation

1. Party A and Party B agree that, provided that all the closing conditions precedent set forth in Article 6 of this Agreement are fulfilled or waived by mutual consent, Party A shall, on the share swap base date (as defined in Article 5, Paragraph 2 of this Agreement), issue common shares of Party A to the minority shareholders by way of share swap at the share swap ratio stipulated in Article 3, Paragraph 1 of this Agreement (or the adjusted share swap ratio as stipulated in Article 4 of this Agreement, if applicable), thereby acquiring all of Party B’s issued shares. Upon completion of the share swap, Party B shall become a wholly-owned subsidiary of Party A.
2. Both parties agree that this Share Swap Proposal does not require amendment of their respective articles of incorporation. Both parties also agree that before the share swap base date, unless required by law to amend their articles of incorporation, any actual need to amend their respective articles of incorporation shall be negotiated with the other party, and the amendment shall only be made if both parties confirm that it will not affect the execution of this Share Swap Proposal and the rights and interests of both parties’ shareholders.

Article 2 Capital, Number of Shares Issued, and Classes of Shares Prior to the Share Swap

1. Party A's total registered capital is NT\$180,000,000,000, divided into 18,000,000,000 common shares with a par value of NT\$10 per share. As of March 25, 2026 (the "**calculation base date**"), Party A's total paid-in capital is NT\$133,311,499,460, with 13,331,149,946 common shares issued. Party A has not issued any preferred shares, nor does it have any treasury stock or other issued and outstanding securities that can be converted, transferred, or exchanged for Party A's equity.
2. Party B's total registered capital is NT\$2,280,000,000, divided into 228,000,000 common shares with a par value of NT\$10 per share. As of the calculation base date, Party B's total paid-in capital is NT\$2,269,234,630, with 226,923,463 common shares issued. Party B has not issued any preferred shares, nor does it have any treasury stock or other issued and outstanding securities that can be converted, transferred, or exchanged for Party B's equity.
3. In this Share Swap Proposal, the total number of shares that minority shareholders are expected to transfer to Party A shall be calculated by deducting the number of shares held by Party A from the total number of common shares actually issued by Party B on the share swap base date.

Article 3 Share Swap Ratio

1. Party A and Party B agree that if this Share Swap Proposal is approved by the respective shareholders meetings of Party A and Party B and receives all necessary permission, consent, or approval from the competent authorities (as defined in Article 6, Paragraph 1, Subparagraph 2 of this Agreement), Party A shall, based on the total number of shares issued by both parties as of the calculation base date, swap each common share of Party B for 5.2583 common shares of Party A (1:5.2583; hereinafter referred to as the "**share swap ratio**"), and after adjusting the share swap ratio in accordance with Article 4 (if applicable), issue new common shares and deliver them to the minority shareholders.
2. Any fractional shares acquired by minority shareholders as a result of the share swap that are less than one common share of Party A shall be converted into cash and paid to the minority shareholders by Party A in proportion to the closing price of its common shares on the last trading day prior to the share swap base date (hereinafter referred to as the "**market price**"). (The converted amount shall be rounded to the nearest New Taiwan

Dollar). Party A may authorize its chairperson or his/her designated person to purchase such fractional shares from a specific person at the market price. Each minority shareholder shall bear the bank transfer fees incurred by Party A in paying the aforementioned fractional shares in cash. Party A may deduct such bank transfer fees from the cash amount payable to each minority shareholder before making the payment.

3. Based on the share swap ratio, Party A expects to issue 301,749,522 common shares to minority shareholders (excluding fractions of one share), with a par value of NT\$10 per share. The total capital raised from the issuance of new common shares will be NT\$3,017,495,220. After the share swap, Party A's paid-in capital is expected to increase to NT\$136,328,994,680, and the total number of issued common shares is expected to increase to 13,632,899,468. However, the number of new shares actually issued by Party A shall be calculated based on the total number of shares actually issued by Party B on the share swap base date, minus the number of shares in Party B held by Party A, and further minus the number of shares repurchased by Party B from dissenting shareholders in accordance with Article 9 of this Agreement (if applicable), based on the share swap ratio (if the share swap ratio is adjusted in accordance with Article 4 of this Agreement, the adjusted ratio shall be used).
4. The rights and obligations attached to the new common shares issued by Party A in connection with this Share Swap Proposal shall be the same as those attached to Party A's existing listed common shares.

Article 4 Adjustment of the Share Swap Ratio

1. Party A and Party B agree that the share swap ratio stipulated in this Agreement shall not be altered arbitrarily and shall be submitted to the board of directors and the shareholders meeting for approval in accordance with the law. From the calculation base date to the share swap base date, if either party issues stock dividends and/or cash dividends, both parties agree that the share swap ratio shall be adjusted by multiplying the share swap ratio stipulated in Article 3, Paragraph 1, by the Share Swap Ratio Adjustment Item calculated by the following formula (calculated to four decimal places, rounding down at the fourth decimal place), without the need to convene a separate shareholders meeting to resolve the adjustment of the share swap ratio:

$$\text{Share Swap Ratio Adjustment Item} = \frac{(S_A + NS_A) / S_A}{(S_B + NS_B) / S_B} * \frac{1 - (\text{Cash dividend per share payable by Party B} / (\text{MP} * \text{Share Swap Ratio}))}{1 - (\text{Cash dividend per share payable by Party A} / \text{MP})}$$

S_A: Number of outstanding common shares held by Party A as of the calculation base date

NS_A: Number of common shares issued by Party A as a result of the stock dividend distribution

S_B: Number of outstanding common shares held by Party B as of the calculation base date

NS_B: Number of common shares issued by Party B as a result of the stock dividend distribution

Cash dividend per share payable by Party A: Amount of cash dividend per share distributed by Party A

Cash dividend per share payable by Party B: Amount of cash dividend per share distributed by Party B

MP: The simple arithmetic average of the closing prices of Party A's common shares over the 30 trading days preceding March 25, 2026 (excluding March 25, 2026)

2. From the date of execution this Agreement to the share swap base date, if any of the following circumstances occur, unless otherwise agreed in this Agreement, both parties agree to authorize their boards of directors to adjust the share swap ratio based on mutual consultation in good faith within ten (10) business days after the occurrence of such circumstances or within such other period as otherwise agreed by Party A and Party B. If the difference between the adjustment ratio resolved by the boards of directors of both parties and the share swap ratio does not exceed ten percent (10%), no further shareholders meeting shall be convened to resolve such adjustment.

(1) Any event that causes material adverse effect on the Company's finances, business, assets, shareholders' equity, or securities price due to force majeure or disaster, litigation, non-compliance, changes in financial or business operations, or other events (whether or not arising from the normal course of business); or

(2) Other circumstances where it is necessary to adjust the share swap ratio in accordance with laws and regulations, or as required by the competent authorities, or in order to obtain the approval of the competent authorities for the smooth progress of this Share Swap Proposal.

3. The term "**material**" or "**material adverse effect**" as used in this Agreement refers to the negative impact caused or reasonably expected to be caused by the severity of one or more events on the net value in Party A's consolidated financial statements or Party B's individual

financial statements, such that the cumulative decrease or reasonably expected cumulative decrease in the net value of Party A's 2025 financial statements (as defined in Article 7, Paragraph 1, Subparagraph 4 of this Agreement) or Party B's 2025 financial statements (as defined in Article 7, Paragraph 2, Subparagraph 4 of this Agreement) is more than ten percent (10%).

4. After Party A and Party B adjust the share swap ratio as stipulated in this Agreement, they shall apply to the competent authorities for the necessary permits and approvals or amend such permits and approvals in accordance with applicable laws and regulations.

Article 5 Share Swap Schedule

1. Unless otherwise agreed by Party A and Party B, both parties shall, on June 12, 2026, respectively convene shareholders meetings in accordance with the law to approve this Share Swap Proposal and this Agreement.
2. If all the conditions precedent stipulated in Article 6 of this Agreement have been fulfilled or waived by agreement, the boards of directors of Party A and Party B and/or their authorized persons shall, within twenty (20) business days after obtaining the competent authority permits listed in Article 6, Paragraph 1 of this Agreement, jointly determine the share swap base date (hereinafter referred to as the "**share swap base date**") to complete the share swap. If the boards of directors of Party A and Party B and/or their authorized persons fail to jointly determine the share swap base date within the aforementioned period, the 45th business day after obtaining the competent authority permits listed in Article 6, Paragraph 1 of this Agreement shall be the share swap base date.
3. Party A and Party B shall cooperate with each other in good faith and submit all necessary documents and complete the application process to obtain the competent authority permits as stipulated in Article 6 of this Agreement as soon as possible. If the share swap procedure cannot be completed in accordance with Article 5 of this Agreement, both parties agree that the boards of directors of Party A and Party B shall negotiate in good faith to change the schedule in order to continue to complete this share swap.

Article 6 Conditions Precedent for Share Swap

1. The fulfillment of Party A's and Party B's obligations under this Share Swap Proposal is contingent upon the satisfaction of all of the following conditions:

- (1) The shareholders meetings of both parties have respectively adopted resolutions approving this Share Swap Proposal and this Agreement in accordance with the law;
 - (2) This Share Swap Proposal has obtained the necessary permission, consent or approval from the relevant competent authorities, including but not limited to the approval of the Financial Supervisory Commission (hereinafter referred to as the “**FSC**”) for this Share Swap Proposal in accordance with Article 36 of the *Financial Holding Company Act* and other relevant regulations, the effective filing of Party A’s issuance of common shares in connection with this Share Swap Proposal with the FSC, and the approval of the Taiwan Stock Exchange Corporation (hereinafter referred to as the “**TWSE**”) for Party A to list the common shares issued in connection with this Share Swap Proposal on the share swap base date (collectively referred to as the “**competent authority permits**”);
 - (3) The completion and effectiveness of this Share Swap Proposal are not subject to any temporary or permanent court orders or other orders, nor are they restricted or prohibited by any other laws or regulations; and
 - (4) The completion of this Share Swap Proposal is not prohibited or restricted by any laws or regulations enacted by competent authorities, nor is it deemed unlawful.
2. Party A shall fulfill its obligations under this Share Swap Proposal upon the satisfaction of all of the following conditions, or upon Party A’s written consent to waive such conditions as preconditions:
- (1) The representations and warranties made by Party B pursuant to Article 7, Paragraph 2 of this Agreement were true and accurate as of the date of execution and the share swap base date, unless such breach has no material adverse effect on Party A or on this Share Swap Proposal; and
 - (2) Party B has not committed any material breach of its obligations and representations under this Agreement.
3. Party B shall fulfill its obligations under this Share Swap Proposal upon the satisfaction of all of the following conditions, or upon Party B’s written consent to waive such conditions as preconditions:

- (1) The representations and warranties made by Party A pursuant to Article 7, Paragraph 1 of this Agreement were true and accurate as of the date of execution and the share swap base date, unless such breach has no material adverse effect on Party B or on this Share Swap Proposal; and
 - (2) Party A has not committed any material breach of its obligations and representations under this Agreement.
4. If any of the conditions listed in Paragraphs 1 to 3 of this Article are not fulfilled or waived on or before December 31, 2026 (hereinafter referred to as the “**final trading day**”), this Agreement shall automatically terminate on the final trading day unless the boards of directors of Party A and Party B resolve in writing to extend the final trading day.

Article 7 Representations and Warranties

1. Party A hereby represents and warrants to Party B that, as of the date of execution and the share swap base date, the following statements are true and accurate:
 - (1) **Lawful Establishment and Continuance of the Company:** Party A is a financial holding company that has been established and registered in accordance with the *Company Act* of the Republic of China (Taiwan) and is lawfully in existence. It possesses all the necessary capabilities and authority to conduct its business, and Party A has obtained all necessary licenses, approvals, permits and other certifications to carry out its business. All of Party A’s issued shares have been lawfully authorized and issued, and the share capital has been fully paid up.
 - (2) **Legality and Validity of This Agreement:** The execution and performance of this Agreement do not violate any laws or regulations currently in force in the Republic of China (Taiwan), any judgments, orders, or dispositions issued by any court or relevant competent authorities, Party A’s articles of incorporation, resolutions of the board of directors or the shareholders meeting, or any contracts, agreements, statements, undertakings, warranties, guarantees, covenants, or other obligations to which Party A is legally bound (provided that such violations do not affect the execution and performance of this Agreement), and constitute a lawful and legally binding obligation of Party A.

- (3) Approval and Permission: This Share Swap Proposal has been approved by Party A's board of directors. Except for the requirement to obtain approval from Party A's shareholders meeting and the permission of the competent authorities as specified in Article 6, Paragraph 1, Party A is not required to obtain any other authorization, approval, permission, filing, or consent to enter into and perform this Agreement.
- (4) Financial Statements and Financial Data: Party A's audited consolidated financial statements for the year 2024 and the consolidated financial statements reviewed by certified public accountants as of September 30, 2025 (hereinafter referred to as "**Party A's 2025 Financial Statements**"; together with Party A's audited consolidated financial statements for 2024, collectively referred to as "**Party A's Financial Statements**"), have been prepared in accordance with applicable accounting principles and the *Financial Reporting Standards for Financial Holding Companies*, and fairly present the financial position and operating results of Party A and its subsidiaries as of the date of such statements, without any concealment or misrepresentation. To the best of Party A's knowledge, as of the date of Party A's Financial Statements, Party A and its subsidiaries have no liabilities (whether direct, indirect, or contingent) that should be disclosed in Party A's consolidated financial statements pursuant to applicable accounting principles but are not shown in such statements or their notes.
- (5) No Material Adverse Changes: Since September 30, 2025, Party A and its subsidiaries (excluding Party B) have continued to operate in the ordinary course of business and have not committed any material violations of laws, court rulings, orders, or sanctions issued by competent authorities, the articles of incorporation, or other relevant provisions regarding internal audit, internal control, and corporate governance that have caused, or are reasonably expected to cause, a material adverse effect on Party A's business, finances, assets, operations, or shareholders' equity.
- (6) No Material New Liabilities: Except for those arising from normal business operations, from September 30, 2025, through the date of execution, Party A has not incurred any new liabilities, obligations, encumbrances, or contingent liabilities that have had, or are reasonably expected to have, a material adverse effect on Party A's business, finances, assets, operations, or shareholders' equity.
- (7) Tax Filing and Payment: To the best of Party A's knowledge, all taxes required to be reported by Party A in accordance with the law have been accurately reported within the statutory deadlines and fully paid by the due dates. Party A has not engaged in any

material acts of late filing, tax evasion, underreporting, tax avoidance, or other violations of relevant tax laws, regulations, or interpretative directives.

- (8) Litigation and Non-litigation Matters: To the best of Party A's knowledge, except for matters already disclosed in accordance with the law, Party A has no pending or likely-to-occur litigation or non-litigation matters whose outcome could result in the dissolution of the company, or cause a material change in its organization, capital, business plans, or financial condition; or cause a suspension of operations; or has already caused, or is reasonably expected to cause, a material adverse effect on Party A's business, finances, assets, operations, or shareholders' equity.
- (9) Labor-Management Relations: To the best of Party A's knowledge, except for matters already disclosed in accordance with the law, Party A has no material labor-management disputes or violations of relevant labor laws and regulations that have resulted in, or are reasonably expected to result in, a material adverse effect on its business, finances, assets, operations, or shareholders' equity.
- (10) No Breach of Contract: To the best of Party A's knowledge, Party A has not committed any material breach of any contract to which it is a party, by which it is bound, or in which its assets are the subject matter.
- (11) Independent Judgment: Prior to signing this Agreement, Party A has conducted all necessary independent investigations and analyses, and has based its decision solely on the results of such investigations and analyses, the relevant terms and conditions of this Agreement, and the representations and warranties made by Party B in this Agreement.

2. Party B hereby represents and warrants to Party A that, as of the date of execution and the share swap base date, the following statements are true and accurate:

- (1) Lawful Establishment and Continuance of the Company: Party B is a securities investment trust company that has been established and registered in accordance with the *Company Act* of the Republic of China (Taiwan) and is lawfully in existence. Party B possesses all necessary capacity and authority to conduct its business and has obtained all necessary licenses, approvals, permits, and other certifications required to carry out its operations. All of Party B's issued shares have been lawfully authorized and issued, and the share capital has been fully paid up.

- (2) **Legality and Validity of This Agreement:** The execution and performance of this Agreement do not violate any laws or regulations currently in force in the Republic of China (Taiwan), any judgments, orders, or dispositions issued by any court or relevant competent authorities, Party B's articles of incorporation, resolutions of the board of directors or the shareholders meeting, or any contracts, agreements, statements, undertakings, warranties, guarantees, covenants, or other obligations to which Party B is legally bound (provided that such violations do not affect the execution and performance of this Agreement), and constitute a lawful and legally binding obligation of Party B.
- (3) **Approval and Permission:** This Share Swap Proposal has been approved by Party B's board of directors. Except for the requirement to obtain approval from Party B's shareholders meeting and the permission of the competent authorities as specified in Article 6, Paragraph 1, Party B is not required to obtain any other authorization, approval, permission, filing, or consent to enter into and perform this Agreement.
- (4) **Financial Statements and Financial Data:** Party B's audited individual financial statements for the year 2024 and the individual financial statements reviewed by certified public accountants as of September 30, 2025 (hereinafter collectively referred to as "**Party B's 2025 Financial Statements**," together with Party B's audited financial statements for 2024, collectively referred to as "**Party B's Financial Statements**"), have been prepared in accordance with applicable accounting principles and the *Financial Reporting Standards for Financial Holding Companies*, and fairly present Party B's financial position and operating results as of the date of such statements, without any concealment or misrepresentation. To the best of Party B's knowledge, as of the date of Party B's Financial Statements, there are no liabilities (whether direct, indirect, or contingent) that should be disclosed in Party B's Financial Statements pursuant to applicable accounting principles but are not shown in such statements or their notes.
- (5) **No Material Adverse Changes:** Since September 30, 2025, Party B has continued to operate in the ordinary course of business and has not committed any material violation of laws or regulations, court rulings, orders or sanctions issued by competent authorities, Party B's articles of incorporation, or other relevant provisions regarding internal audit, internal control, and corporate governance, which has resulted in or is reasonably expected to result in a material adverse effect on its business, finances, assets, operations, or shareholders' equity.

- (6) No Material New Liabilities: Except for those arising from normal business operations, from September 30, 2025, through the date of execution, Party B has not incurred any new liabilities, obligations, encumbrances, or contingent liabilities that have had, or are reasonably expected to have, a material adverse effect on Party B's business, finances, assets, operations, or shareholders' equity.
- (7) Tax Filing and Payment: To the best of Party B's knowledge, all taxes required to be reported by Party B in accordance with the law have been accurately reported within the statutory deadlines and fully paid by the due dates. Party B has not engaged in any material acts of late filing, tax evasion, underreporting, tax avoidance, or other violations of relevant tax laws, regulations, or interpretative directives.
- (8) Litigation and Non-litigation Matters: To the best of Party B's knowledge, except for matters already disclosed in accordance with the law, Party B has no pending or likely-to-occur litigation or non-litigation matters whose outcome could result in the dissolution of the company, or cause a material change in its organization, capital, business plans, or financial condition; or cause a suspension of operations; or has already caused, or is reasonably expected to cause, a material adverse effect on Party B's business, finances, assets, operations, or shareholders' equity.
- (9) Labor-Management Relations: To the best of Party B's knowledge, except for matters already disclosed in accordance with the law, Party B has no material labor-management disputes or violations of relevant labor laws and regulations that have resulted in, or are reasonably expected to result in, a material adverse effect on its business, finances, assets, operations, or shareholders' equity.
- (10) No Breach of Contract: To the best of Party B's knowledge, Party B has not committed any material breach of any contract to which it is a party, by which it is bound, or in which its assets are the subject matter.
- (11) Independent Judgment: Prior to signing this Agreement, Party B has conducted all necessary independent investigations and analyses, and has based its decision solely on the results of such investigations and analyses, the relevant terms and conditions of this Agreement, and the representations and warranties made by Party A in this Agreement.

Article 8 Undertakings

1. Each party shall undertake to the other party that, from the date of execution through the share swap base date, it shall comply with the following requirements:
 - (1) To maintain normal business operations and adhere to established business practices, conducting business with the care expected of a prudent manager.
 - (2) Unless approved by the other party or in accordance with past practice regarding the distribution of stock dividends, no resolution may be passed regarding capital increases, the issuance of new shares, the issuance of employee stock option certificates, convertible corporate bonds, bonds with warrants, preferred stock with stock options, stock warrants, or other securities of an equity nature; capital reduction; merger; share conversion; or take any action or omission that could reasonably be expected to result in: (i) rendering the representations and warranties in this Agreement untrue or incorrect; (ii) a material change in its business or financial condition; or (iii) the failure to satisfy the conditions precedent set forth in Article 6 of this Agreement.
 - (3) Subject to compliance with applicable laws and regulations, if either party becomes aware of any existing or impending order or disposition by a competent authority or court, litigation, arbitration, non-contentious proceedings, claim, investigation, or other legal proceedings involving either party that is material or likely to affect this Share Swap Proposal, it shall immediately notify the other party.
 - (4) To proceed with all statutory procedures related to this Share Swap Proposal as promptly as possible and in good faith, including the procedures for obtaining approval from the competent authorities and any other procedures necessary to complete this Share Swap Proposal.
2. Neither party shall publish, disclose, or announce any information relating to this Agreement or the share swap without the prior written consent of the other party; provided, however, that this restriction shall not apply if such publication, disclosure, or announcement is required by applicable laws and regulations or by the stock exchange. In such cases, the party intending to publish, disclose, or announce the information shall use its best commercially reasonable efforts to confirm the accuracy of the information with the other party prior to its disclosure.

3. Party B agrees to cooperate with Party A in handling the relevant procedures and filings in accordance with the law, including but not limited to issuing announcements in accordance with the *Taiwan Stock Exchange Corporation's Procedures for Verification and Disclosure of Material Information by Listed Companies with Marketable Securities*, and maintaining records and filing reports in accordance with Paragraphs 3 through 5 of Article 25 of the *Regulations Governing the Acquisition and Disposal of Assets by Public Companies*.

Article 9 Disposition of Disputed Shares

If a shareholder of either Party A or Party B lawfully objects to this Share Swap Proposal and requests the repurchase of his or her shares, that party shall repurchase the shares held by the objecting shareholder in accordance with applicable laws and regulations. Shares repurchased pursuant to this Article shall be sold or canceled in accordance with relevant laws and regulations.

Article 10 Protection of the Rights and Interests of Party B's Employees and Managers

Party A undertakes that, following the share swap base date, the employment and appointment of all employees and managers of Party B shall be handled in accordance with its personnel regulations, the *Labor Standards Act*, and other relevant laws and regulations.

Article 11 Appointment of Directors and Supervisors Following the Share Swap

On the share swap base date, Party A may, pursuant to Article 128-1 of the *Company Act* and Article 15, Paragraph 2 of the *Financial Holding Company Act*, appoint all directors and supervisors of Party B; those not appointed by Party A shall be automatically removed from office.

Article 12 Breaches of Contract

1. If either party breaches any obligation, undertaking, or representation and warranty under this Agreement, and such breach is of a nature that can be remedied, and the non-breaching party requests in writing that the breach be remedied within a reasonable period, but the breaching party fails to remedy the breach within the specified period after receiving such notice, such failure shall constitute a breach of this Agreement.

2. If a breach occurs and such breach prevents the completion of this Share Swap Proposal by the final trading day (inclusive), the non-breaching party, in addition to seeking claim for damages, terminating or rescinding this Agreement, or pursuing other legally available remedies, may also claim from the breaching party the necessary expenses incurred in preparing for the performance of this Agreement and the Share Swap Proposal (including, but not limited to, attorneys', accountants', and other advisors' fees).

Article 13 Termination of the Contract

1. This Agreement may be terminated prior to the completion of the Share Swap Proposal in the following manner:

- (1) Termination by mutual written agreement;

- (2) Automatic termination pursuant to Article 6, Paragraph 4; or

- (3) If either Party A or Party B breaches any representation, warranty, or undertaking made under this Agreement, and such breach cannot be remedied or, upon written notice from the non-breaching party requiring the breaching party to remedy the breach within a reasonable period, the breaching party fails to do so, the non-breaching party may terminate this Agreement by written notice to the breaching party.

2. Upon termination of this Agreement, all rights and obligations of the parties hereunder shall immediately cease, except as provided in this paragraph, Article 14, and Article 15, which shall remain in effect after termination. However, the termination of this Agreement shall not affect the rights and obligations of either party that have already accrued under this Agreement as of the date of termination.

Article 14 Taxes and Fees

Unless otherwise agreed in this Agreement, all taxes and expenses (including but not limited to attorneys', accountants' and other advisors' fees, and taxes payable by any party or its shareholders in accordance with the law) arising from the negotiation, execution, or performance of this Agreement, shall be borne by Party A, Party B and/or its shareholders respectively.

Article 15 Other Provisions

1. The interpretation, validity, and performance of this Agreement shall be governed by the laws of the Republic of China (Taiwan). Any matters not provided in this Agreement shall be handled in accordance with the relevant laws and regulations.
2. If any provision of this Agreement is invalid due to conflict with applicable laws, only the conflicting portion shall be invalid, and the remaining provisions of this Agreement shall remain in full force and effect. Both parties shall, in the best interests of both parties, promptly negotiate amendments to any provision invalid due to conflict with applicable laws and regulations. Any provision of this Agreement that needs to be amended due to instructions by the relevant competent authorities, changes in laws and regulations, or practical necessity, except as provided in Article 4, may be amended by the chairpersons of both parties directly in accordance with the law or the approval of the relevant competent authorities, or the board of directors of both parties may be authorized to resolve the conflict based on the relevant practical necessities and the principle of good faith, without the need for the consent of the shareholders meeting.
3. Party A and Party B shall first seek to resolve any dispute arising from this Agreement through amicable consultation. If an agreement cannot be reached within 60 days of the commencement of the dispute and the dispute must be resolved through litigation, Party A and Party B agree to submit the matter to the Taiwan Taipei District Court as the court of first instance.
4. This Agreement is the final agreement between both parties regarding the Share Swap Proposal. Unless otherwise agreed by Party A and Party B, Party A and Party B agree that any oral or written discussions, agreements, covenants, or undertakings made prior to the execution of this Agreement regarding the Share Swap Proposal shall be superseded by this Agreement and shall be null and void.
5. Any amendments or modifications to this Agreement must be made with the written consent of both parties.
6. The headings used in the provisions of this Agreement are for convenience and reference only and shall not be used as a basis for interpreting the content of the provisions of this Agreement.

7. Without the prior written consent of the other party, neither party may assign all or any part of its rights under this Agreement to any third party, nor may any third party assume all or any part of the obligations under this Agreement.
8. Neither party shall be liable to the other party for any inability or delay in performing its obligations under this Agreement due to a court judgment or order, an order or decree of the competent authorities, war, hostility, blockade, riot, revolution, nuclear disaster, fire, typhoon, earthquake, tsunami, plague, or flood, or other force majeure events not attributable to either party or equivalent national events. Upon becoming aware of such force majeure, either party shall notify the other party within five (5) days. The foregoing provisions shall not exempt either party from continuing to perform its obligations under this Agreement after the cessation of such force majeure events.
9. Unless otherwise provided by law, or necessary for the execution of this Agreement, or required by order of a court or competent authorities, both parties agree to maintain the strict confidentiality of any confidential documents, data, files, objects, plans, trade secrets, and other tangible and intangible information transmitted to or obtained by any party from another party before the share swap base date for the purpose of this Share Swap Proposal. Neither party shall distribute, disclose, or provide such information to any third party in any way or form without the other party's written consent. If this Agreement is subsequently rescinded, revoked, terminated, or ceases to exist for any reason, the confidentiality obligation stipulated herein shall remain unchanged to the maximum extent permitted by law, without any impact; however, this shall not apply if the aforementioned documents or information (1) are publicly known without breach of this Agreement; or (2) were obtained by one party from another party by the acquiring party from a third party legally entitled to obtain and disclose such information, and the acquiring party and such third party are not subject to the confidentiality obligation.
10. Any notice under this Agreement shall be in writing and delivered by registered mail with return receipt, courier, or hand delivery to the following addresses or to the addresses notified by the other party in the manner agreed in this article, in order to be effective. If the address changes, unless the party making the change notifies the other party in the manner described above, the change shall not take effective.

Party A: Yuanta Financial Holding Co., Ltd.

Representative: Chien Weng

Address: 6th, 8th, 10th, 13th, 16th to 20th Floors, No. 157, Section 3, Ren'ai Rd., Da'an

District, Taipei, Taiwan, R.O.C.

Party B: Yuanta Securities Investment Trust Co., Ltd. (Yuanta Funds)

Representative: Tsung-Sheng Liu

Address: 4th Floor, 5th Floor, No. 66, Section 1, Dunhua South Rd., Songshan District, Taipei, Taiwan, R.O.C.; and 2-1 Floor, No. 68, Section 1, Dunhua South Rd., Songshan District, Taipei, Taiwan, R.O.C.

11. This Agreement is executed in two original copies, one for Party A and one for Party B.

Party A: Yuanta Financial Holding Co., Ltd.

**Party B: Yuanta Securities Investment Trust
Co., Ltd. (Yuanta Funds)**

Representative: Chien Weng, Chairman

Representative: Tsung-Sheng Liu, Chairman



Reasonableness of the Common Share Swap Ratio Summary of the Independent Expert Opinion Letter

Recipient: Yuanta Financial Holding Co., Ltd.

Subject: The Certified Public Accountant (CPA), having been engaged by Yuanta Financial Holding Co., Ltd., has conducted the necessary estimations, analyses, and evaluation procedures regarding the value of the common shares of Yuanta Financial Holding Co., Ltd. and Yuanta Securities Investment Trust Co., Ltd. (hereinafter collectively referred to as the “Valuation Target”) as of the valuation date. The CPA has completed the assessment of the value of the Valuation Target and the reasonableness of the share swap ratio, and hereby provides a summary of the independent expert opinion letter as follows.

Explanation:

One. Overview of the Case Background

Yuanta Financial Holding Co., Ltd. (hereinafter referred to as “Yuanta Financial Holdings”) currently holds a 74.71% equity interest in its subsidiary, Yuanta Securities Investment Trust Co., Ltd. (hereinafter referred to as “Yuanta Securities Investment Trust”). Considering the rapid growth in assets under management and profitability of Yuanta Securities Investment Trust, which has led to an increasing contribution to the overall profitability of the Yuanta Group, and in light of the government’s promotion of the Asian Asset Management Center and the resulting policy liberalizations that benefit the investment trust industry, Yuanta Financial Holdings intends to issue common shares in exchange for the remaining 25.29% common shares of Yuanta Securities Investment Trust, thereby making it a wholly-owned subsidiary to more effectively integrate resources and maximize group synergies. In accordance with Article 6 of the *Business Mergers and Acquisitions Act* and Article 23 of the *Regulations Governing the Acquisition and Disposal of Assets by Public Companies*, the CPA was engaged to conduct the necessary estimations, analyses, and evaluation procedures regarding the value of the Valuation Target as of the valuation date (February 26, 2026), and to provide an opinion on the reasonableness of the

share swap ratio (hereinafter referred to as the “Case”). The CPA has completed the assessment of the Case.

Two. Formation and Conclusion of the Opinion on Value Reasonableness

This case was conducted in accordance with the valuation standards and practices promulgated by the Accounting Research and Development Foundation of the Republic of China (Taiwan), with investment value as the value standard. After obtaining the relevant assessment information for this case, the CPA performed the necessary analyses and estimations regarding the valuation methods, parameters, fundamental assumptions, value assessment conclusions, and other factors adopted for the Valuation Target, and evaluated all potential factors that may affect the transaction price.

The CPA has considered the operating conditions of Yuanta Financial Holdings and Yuanta Securities Investment Trust, as well as the market price per share of Yuanta Financial Holdings, and has determined the value range and share swap ratio using appropriate valuation techniques as prescribed by the aforementioned standards. Under the going concern assumption, if Yuanta Financial Holdings proposes to exchange one common share for 0.1732 to 0.2135 common shares of Yuanta Securities Investment Trust (i.e., Yuanta Securities Investment Trust proposes to exchange one common share for 4.6840 to 5.7731 common shares of Yuanta Financial Holdings), the CPA considers it reasonable for Yuanta Financial Holdings to conduct the transaction at a ratio within this range, or if the ratio is determined by Yuanta Financial Holdings based on prudent and conservative principles to protect shareholders’ interests.

BDO Taiwan

CPA: Shu-Cheng Chang

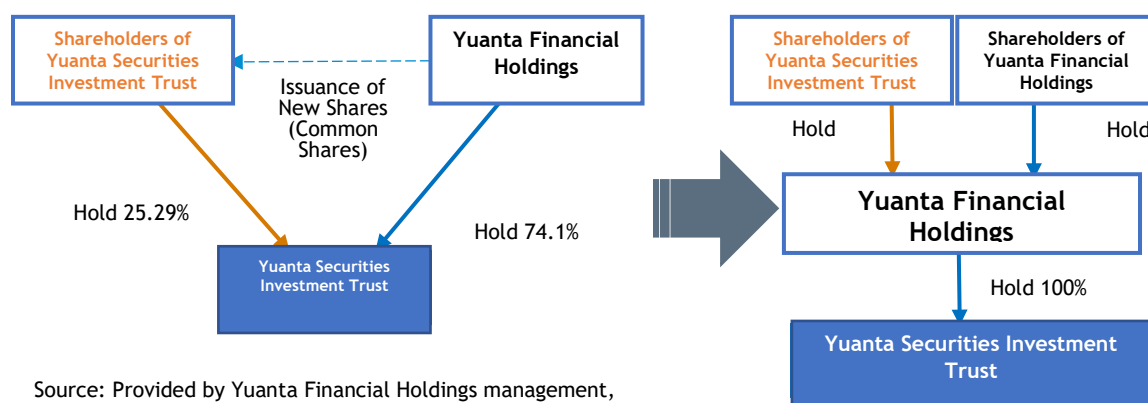
Securities Regulatory Authority Approval Reference Number:
(86) Taiwan Finance Securities (VI) No. 74537

March 13, 2026

One. Explanation of Transaction Background

Yuanta Financial Holding Co., Ltd. (hereinafter referred to as “Yuanta Financial Holdings”) currently holds a 74.71% equity interest in its subsidiary, Yuanta Securities Investment Trust Co., Ltd. (hereinafter referred to as “Yuanta Securities Investment Trust”). The rapid growth in assets under management and profitability of Yuanta Securities Investment Trust has led to a steadily increasing proportion of the Yuanta Group’s total profits. Furthermore, the recent rapid growth in net subscriptions of domestic funds in the investment trust sector as well as the government’s promotion of the Asian Asset Management Center and the resulting policy liberalizations have benefited the investment trust industry. To further enhance the Yuanta Group’s brand image as a capital markets expert, capitalize on policy opportunities related to the Asian Asset Management Center, and more effectively integrate resources and maximize group synergies, Yuanta Financial Holdings intends to issue common shares in exchange for the remaining 25.29% common shares of Yuanta Securities Investment Trust, thereby making it a wholly-owned subsidiary. The anticipated transaction structure is outlined below; please refer to Figure 1 for details.

Figure 1: Anticipated Transaction Structure



Two. Purpose of Reasonableness Assessment

To understand the value of its own and Yuanta Securities Investment Trust’s common share equity (collectively, the “Valuation Target”) as of the valuation date (February 26, 2026) and the reasonableness of the share swap ratio, Yuanta Financial Holdings, in accordance

with Article 6 of the *Business Mergers and Acquisitions Act* and Article 23 of the *Regulations Governing the Acquisition and Disposal of Assets by Public Companies*, engaged Shu-Cheng Chang, CPA of BDO Taiwan (hereinafter referred to as the “CPA”) to conduct the necessary estimations, analyses, and evaluation procedures and to provide an opinion on the reasonableness of the share swap ratio. The CPA has completed the assessment of the case.

Three. Brief Introduction of the Relevant Companies¹

Yuanta Financial Holdings was established on February 4, 2002 and was listed on the Taiwan Stock Exchange on the same day, with stock code 2885. Its subsidiaries include Yuanta Securities Co., Ltd., Yuanta Commercial Bank Co., Ltd., Yuanta Life Insurance Co., Ltd., Yuanta Securities Investment Trust Co., Ltd., Yuanta Futures Co., Ltd., Yuanta Venture Capital Co., Ltd., Yuanta International Asset Management Co., Ltd., and Yuanta Securities Investment Consulting Co., Ltd., among others. As a financial holding group, it provides securities, banking, investment trust, futures, and life insurance products and services. By the end of 2025, Yuanta Financial Holdings had 316 branches in Taiwan and, while continuing to strengthen its presence domestically, has also been actively expanding its overseas operations, with a total of 102 locations across Northeast Asia and Southeast Asia, steadily advancing toward the dual goals of becoming the “Best Financial Services Provider in the Asia-Pacific Region” and a “Benchmark for International Sustainability.”

Yuanta Securities Investment Trust was established on August 14, 1992, with service locations in Taipei and Taichung. It issues securities investment trust funds related to domestic and overseas equity, bond, balanced portfolios, real estate securitizations, money markets, indices, ETFs, ETF Feeder Funds, futures trust funds, and discretionary investment services. As the largest ETF issuer in the industry, it leads the market and is committed to becoming the sole recognized brand in Taiwan’s asset management industry within Asia.

¹Source: Company websites of Yuanta Financial Holdings and Yuanta Securities Investment Trust, Yuanta Financial Holdings 2025 Annual General Meeting Report, and company profiles provided by Yuanta Securities Investment Trust management, among others.

Four. Statements to Be Made

The CPA has maintained an impartial and independent stance with respect to Yuanta Financial Holdings and Yuanta Securities Investment Trust, and has exercised the professional due care required in estimating, analyzing, and evaluating the value of the Valuation Target and the reasonableness of the share swap ratio, and in expressing an opinion thereon. The financial information underlying this opinion letter includes the 2025 self-prepared consolidated financial statements, the 2024 audited consolidated financial statements, and the Q3 2025 and Q3 2024 reviewed consolidated financial statements provided by Yuanta Financial Holdings, as well as the 2025 self-prepared financial statements, the 2020–2024 audited financial statements, the prospective financial information for the period from January 1, 2026 to December 31, 2030, and the basic assumptions provided by Yuanta Securities Investment Trust, together with the electronic reference information obtained from various written or public sources. The above work was performed in accordance with Article 6 of the *Business Mergers and Acquisitions Act* and Article 23 of the *Regulations Governing the Acquisition and Disposal of Assets by Public Companies*, and the appropriateness and reasonableness of the data sources, parameters, and information used were evaluated. However, within the scope of the engagement, the CPA has not audited the aforementioned information in accordance with the auditing standards and, therefore, does not express any audit opinion or provide any assurance regarding the content of such financial information.

Five. Opinion on the Reasonableness of the Common Share Swap Ratio

The valuation date for this case is February 26, 2026. The CPA has conducted the necessary analyses and estimations regarding the value of the Valuation Target and, after comprehensive consideration of the relevant financial statement information, has analyzed and evaluated the value of the Valuation Target and the share swap ratio. The summary of the reasonableness assessment is as follows:

I. Explanation of the Reasonableness of the Valuation Methods

According to the valuation standards, the principal methods for equity valuation are:

(I) Market Approach –

The market approach estimates value by comparing the Valuation Target with identical or comparable (i.e., similar) items for which price information is available. Commonly used specific methods under the market approach include:

- (1) **Guideline Transaction Method:** Utilizes transaction information of identical or similar items to the Valuation Target to derive a value estimate.
- (2) **Guideline Public Company Method:** Uses information from comparable publicly traded companies similar to the Valuation Target to derive a value estimate.

(II) Income Approach –

The income approach estimates the value of the Valuation Target by converting estimated cash flows into present value. Under the income approach, the value of the Valuation Target is determined by reference to the income, cash flows, or cost savings generated by the Valuation Target. Different types of cash flows typically reflect varying degrees of risk and may require different discount rates. The discount rate should reflect not only the time value of money but also the risks associated with the type of cash flow and the future operations of the Valuation Target.

(III) Asset-Based Approach –

The asset-based approach calculates the value of the Valuation Target by aggregating the individual values of its constituent components. The asset-based approach, also known as the asset approach, is generally used for valuing investment companies or other types of Valuation Targets or enterprises whose primary value derives from the value of their assets and liabilities. Under the going concern assumption, except where the characteristics of the Valuation Target customarily require the use of the asset-based approach, the asset-based approach shall not be used as the sole valuation method. If the asset-based approach is adopted as the sole valuation method, the rationale for such selection must be clearly stated in the valuation report.

(IV) Market Price Approach –

This approach utilizes the average trading prices of the subject asset over a certain period in the public securities market as the basis for valuation, with price information from an active market generally regarded as the most compelling evidence of the asset’s value.

II. Explanation of the analysis conducted for the determination of the share swap ratio of the subject asset

The CPA has reviewed the current operational status, assets and liabilities, and industry characteristics of Yuanta Financial Holdings and Yuanta Securities Investment Trust, and has also considered the future profitability of Yuanta Securities Investment Trust. Taking into account the characteristics of the subject asset, the limitations of each valuation method, and their appropriateness for this case, the adopted valuation methodologies are summarized as follows:

(I) Assessment of the reasonableness of the equity value of Yuanta Financial Holdings’ common shares

The relevant financial information of Yuanta Financial Holdings is presented in Table 1 below.

Table 1 Summary of Historical Financial Information of Yuanta Financial Holdings

Unit: NT\$ million

Reporting Period	Total Assets	Total Liabilities	Equity Attributable to the Parent Company	Non-controlling Interests	Net Interest Income	Net Income after Tax Attributable to the Parent Company
2023.1~2023.12	\$3,298,660	\$2,990,284	\$287,007	\$21,369	\$30,332	\$26,566
2024.1~2024.12	3,715,730	3,379,876	314,239	21,615	33,123	35,830
2025.1~2025.12	4,293,762	3,925,535	340,418	27,809	39,551	36,521

Source: Audited consolidated financial statements for 2023 and 2024 and self-prepared consolidated financial statements for 2025 provided by Yuanta Financial Holdings, compiled by BDO Taiwan.

Note: The above figures are computer-generated; any discrepancies are due to rounding or decimal truncation.

Yuanta Financial Holdings has continuous and active public market price information, and its trading volume is above average among its peers. If the guideline public company method under the market approach were to be used, differences in business composition, subsidiary structure, and sources of profitability among peers could affect the comparability of multiples. Moreover, the value inferred indirectly through peer market multiples would substantially overlap with the information basis of the market price approach. To minimize subjective adjustments from additional comparisons, the company’s own market price is adopted as the primary valuation method.

(1) Market Price Approach

Given that Yuanta Financial Holdings is a listed company with active public market trading prices available for reference, and its share price promptly reflects the relevant information, the market price approach is adopted to estimate the equity value of its common shares. The average closing prices on February 26, 2026 (the valuation date), as well as the preceding 5, 10, and 30 trading days, are used as reference for the per-share value. The estimated reference range for the per-share value of common shares is shown in Table 2 below.

Table 2 Yuanta Financial Holdings – Adjustments and Conclusions for Per-Share Value of Common Shares under the Market Price Approach
Unit: NT\$

Number of Trading Days	Valuation Date	5 days	10 days	30 days
As of February 26, 2026, Yuanta Financial Holdings – Per-Share Value of Common Shares				
		<u>\$49.15</u>	<u>\$47.03</u>	<u>\$45.12</u>
				<u>\$42.84</u>

Source: Per-share values obtained from S&P Capital IQ Pro database.

Note: The above figures and calculations are computer-generated; any discrepancies are due to decimal rounding.

(2) Reasonable Range of Per-Share Value for Yuanta Financial Holdings’ Common Shares

Based on the aforementioned valuation techniques, the CPA has determined that the reasonable value range for the equity value per common share of Yuanta Financial Holdings is approximately NT\$42.84 to NT\$49.15.

(II) Assessment of the reasonableness of the equity value of Yuanta Securities Investment Trust’s common shares

The relevant financial information of Yuanta Securities Investment Trust is presented in Table 3 below.

Table 3 Summary of Historical Financial Information of Yuanta Securities Investment Trust

Unit: NT\$ million

Reporting Period	Total Assets	Total Liabilities	Equity	Operating Revenue	Operating Profit	Net Income after Tax
2023.1~2023.12	\$7,660	\$1,494	\$6,166	\$5,189	\$3,091	\$2,547
2024.1~2024.12	10,030	2,109	7,921	7,352	4,788	3,948
2025.1~2025.12	10,462	1,854	8,608	7,911	5,173	4,182

Source: Audited financial statements for 2023 and 2024 and self-prepared financial statements for 2025 provided by Yuanta Securities Investment Trust, compiled by BDO Taiwan.

Note: The above figures are computer-generated; any discrepancies are due to rounding or decimal truncation.

(1) Market Approach – Guideline Transaction Method

The CPA selected three guideline transactions from 2017 to the valuation date, based on the industry, region, and transaction status relevant to Yuanta Securities Investment Trust. The median market multiples of enterprise value to EBIT (hereinafter referred to as “EV/EBIT”) and price to net income (hereinafter referred to as “P/NI”) from these transactions as of the valuation date were used as references for assessing the equity value of Yuanta Securities Investment Trust’s common shares. Furthermore, as this valuation pertains to the non-controlling equity value of Yuanta Securities Investment Trust’s common shares, the sample transactions under the guideline transaction method already reflect discounts for lack of control and, therefore, no further adjustment is required. Details of the relevant value adjustments are provided in Table 4.

Table 4 Yuanta Securities Investment Trust – Adjustments and Conclusions for Per-Share Value of Common Shares under the Guideline Transaction Method

Unit: NTS million, unless otherwise specified

Market Multiple Method	EV/EBIT	P/NI
Enterprise Value before Adjustment	\$25,604	
Add: Cash and Cash Equivalents	<u>8,104</u>	
As of February 26, 2026, Yuanta Securities Investment Trust – 100% Equity Value of Common Shares	<u>33,708</u>	<u>\$56,123</u>
As of February 26, 2026, Yuanta Securities Investment Trust – Outstanding Shares (million shares)		<u>226.9</u>
As of February 26, 2026, Yuanta Securities Investment Trust – Per-Share Value of Common Shares (NTD)	<u>\$148.54</u>	<u>\$247.32</u>

Source: Public Information Observatory and self-prepared financial statements of Yuanta Securities Investment Trust, estimates compiled by BDO Taiwan.

Note: The above figures are computer-generated; any discrepancies are due to rounding or decimal truncation.

(2) Income Approach – Discounted Cash Flow Method

Generally, the equity value of common shares is primarily derived from the future economic benefits that the subject company can generate, and is typically assessed by discounting the aggregate of future expected cash flows. In addition to reasonably considering the company’s ability to continue as a going concern, the analysis also takes into account the future economic benefits the company can generate, as well as the appropriate discount rate.

According to the management of Yuanta Financial Holdings, the asset under management (hereinafter referred to as “AUM”) and net subscription of domestic funds in Taiwan have grown rapidly in the past two years. In addition, the government policies promoting the Asian asset management center and the relaxation of various regulations, coupled with the proactive expansion of securities investment trust businesses by industry peers in recent years, have endowed the investment trust industry with strong growth potential. Yuanta Securities Investment Trust currently holds the largest market share in domestic fund AUM among investment trust companies. Over the past five years, its growth in domestic public fund AUM has ranked first in the industry, and five of the top ten ETFs by size are Yuanta Securities Investment Trust products. Its after-tax net profit compound annual growth rate (CAGR) over the past five years reached 19.5%, and it led the industry in profitability in 2024. Additionally, its five-year CAGR for discretionary business net asset value is

approximately 51.1%. Overall, Yuanta Securities Investment Trust's leading asset management scale and rapid profit growth enhance Yuanta Group's brand image as a capital market expert and ability to capitalize on opportunities arising from the Asian asset management center policy, further enabling more effective resource integration and the maximization of group synergies.

The key factors adopted for the projection period and terminal value of Yuanta Securities Investment Trust's future earnings from January 1, 2026 to December 31, 2030 (see Appendix 1 for details) are summarized as follows:

Operating Revenue:

Operating income is primarily derived from management fees based on the fund size. It is anticipated that, starting in 2026, the market will continue to face uncertainties such as global geopolitical risks and Federal Reserve interest rate decisions. Under a dual-track strategy of deepening existing products and launching new products to capture market opportunities, the 2026 operating income is based on the assessment of Yuanta Securities Investment Trust's management, while from 2027 onward, the annual growth rate of operating income is projected at a sustainable rate of approximately 2%.

Operating Expense Ratio:

According to the 2024 data, the ratio of operating expenses to operating income is 35%.

Income Tax:

Income tax is calculated based on Taiwan's statutory income tax rate of 20%.

Capital Expenditures and Depreciation/Amortization:

The capital expenditure for 2026 is based on the assessment of Yuanta Securities Investment Trust's management. From 2027 onward, approximately NT\$20 million will be invested annually in computer equipment, and depreciation and amortization expenses will be allocated based on the useful life of each asset.

Discount Rate:

The discount rate applied herein is primarily based on the cost of equity capital calculated using the Capital Asset Pricing Model. The estimation is explained as follows.

$K_E = R_f + \beta \times R_{Pm} + R_{Su}$

R_f: The 10-year Taiwan government bond yield of 1.43% is adopted as the risk-free rate, with data sourced from S&P Capital IQ Pro.

β: The beta coefficient is calculated using the five-year financial and insurance return index for Taiwan, with a beta value of 0.7234. The data source is the Taiwan Stock Exchange.

R_{Pm} (Market Risk Premium): According to the statistical analysis by NYU Aswath Damodaran as of January 2026, the market risk premium for Taiwan is 8.15%.

R_{Su} (Company Size Premium): According to the Kroll Cost of Capital Navigator, the premium is 2.59%.

In summary, the **K_E for this analysis is 9.91%**

Capitalization Rate:

The long-term stable growth rate is also referenced from the International Monetary Fund (IMF) statistics and forecasts, which estimate Taiwan's long-term average economic growth rate from 2026 to 2030 at approximately 2.32%. The CPA considers that adopting a 2% long-term stable growth rate is appropriate to reflect the cost of capital for this project. By deducting the long-term stable growth rate from the cost of equity capital as described above, the capitalization rate is determined to be 7.91%, which serves as the basis for discounting future benefit streams and for further estimating the reasonable range of operating value.

Additionally, the value estimated using the discounted cash flow method inherently includes a control premium. Considering that Yuanta Financial Holdings intends to acquire a minority interest in Yuanta Securities Investment Trust, a minority interest discount is applied, referencing the median minority interest discount ratio of 13.53% for relevant industries over the past ten years up to the valuation date from the Business Valuation Resource database. Furthermore, as Yuanta Securities Investment Trust's shares are not

publicly traded, a discount for lack of marketability is also applied, with a non-marketability discount rate of approximately 10% estimated using the option pricing model. Details of the relevant value adjustments are provided in Table 5 below.

Table 5 Yuanta Securities Investment Trust – Value Adjustments and Conclusion under the Income Approach

Unit: NT\$ million

Method	Discounted Cash Flow Method DCF	DCF Value Range	
		<u>Lower Bound</u>	<u>Upper Bound</u>
Enterprise Value before Adjustment	\$65,316	\$59,025	\$73,417
Add: Cash Equivalents and Non-Operating Assets	<u>8,104</u>	<u>8,104</u>	<u>8,104</u>
Adjusted Equity Value	73,420	67,129	81,521
Less: Minority Interest Discount	<u>(9,934)</u>	<u>(9,083)</u>	<u>(11,030)</u>
Equity Value without Control	63,486	58,046	70,491
Less: Discount for Lack of Marketability of Non-Publicly Traded Shares	<u>(6,348)</u>	<u>(5,804)</u>	<u>(7,049)</u>
As of February 26, 2026, 100% Equity Value of Yuanta Securities Investment Trust's Common Shares	<u>57,138</u>	<u>52,242</u>	<u>63,442</u>
As of February 26, 2026, Yuanta Securities Investment Trust – Outstanding Shares (million shares)		226.9	
As of February 26, 2026, Yuanta Securities Investment Trust – Per-Share Value of Common Shares (NTD)	<u>\$251.79</u>	<u>\$230.22</u>	<u>\$279.57</u>

Source: Provided by Yuanta Securities Investment Trust, compiled and estimated by BDO Taiwan

Note: The above figures are computer-generated; any discrepancies are due to rounding or decimal truncation.

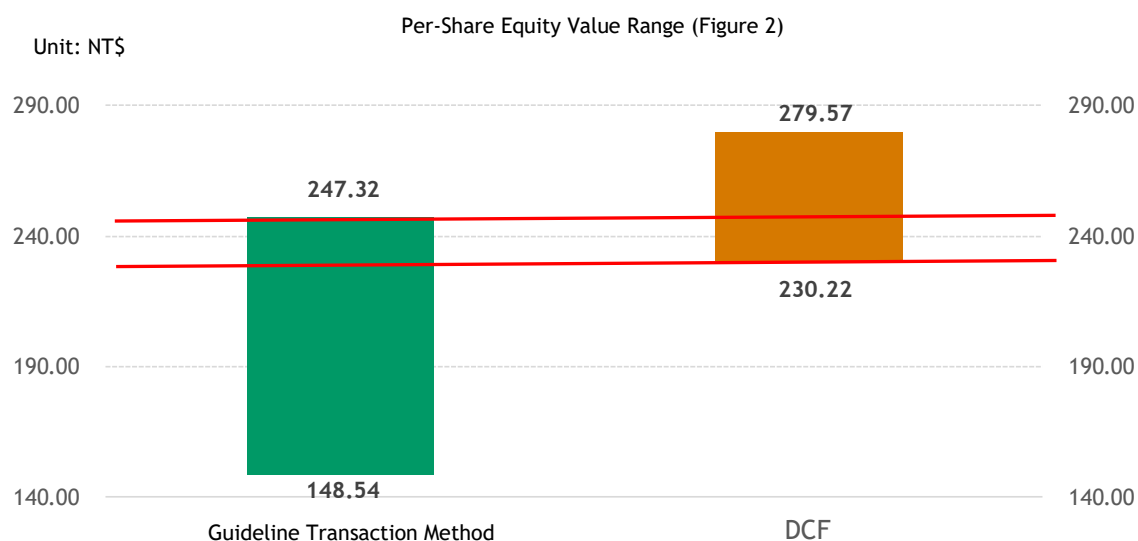
Considering the various factors under the income approach that may affect the value of the subject, a sensitivity analysis was conducted focusing on the impact of the cost of equity capital and the long-term stable growth rate on the equity value of Yuanta Securities Investment Trust's common shares. The resulting per-share value range is shown in Table 6:

Table 6 Sensitivity Analysis and Value Range per Share of 100% Common Shares under the DCF Method

Unit: NT\$1,000/%

Long-Term Stable Growth Rate	Cost of Equity Capital		
	9.41%	9.91%	10.41%
2.50%	\$279.57	\$263.15	\$248.82
2.00%	266.38	251.79	238.96
1.50%	254.86	241.79	230.22

(3) Reasonable Value Range per Share of Yuanta Securities Investment Trust’s Common Shares



The CPA has adopted the value ranges derived from the aforementioned valuation techniques and ultimately determined the intersection of the conclusions from each method as the value range. Accordingly, the reasonable per-share value range for Yuanta Securities Investment Trust’s common shares is NT\$230.22 to NT\$247.32.

(III) Assessment of the Share Swap Ratio for Yuanta Financial Holdings' Common Shares

Upon calculation by the CPA, the share swap ratio range for the common shares of both companies is shown in Table 7.

Table 7 Share Swap Ratio Range of Yuanta Financial Holdings' Common Shares to Yuanta Securities Investment Trust's Common Shares
Unit: shares

	Lower Bound	Upper Bound
Range of Share Swap Ratios for Each Yuanta Financial Holdings' Common Share to Yuanta Securities Investment Trust's Common Shares	<u>0.1732</u>	<u>0.2135</u>
Range of Share Swap Ratios for Each Yuanta Securities Investment Trust's Common Share Converted to Yuanta Financial Holdings' Common Shares (for reference)	<u>4.6840</u>	<u>5.7731</u>

Note: The above figures are computer-generated; any discrepancies are due to rounding or decimal truncation.

Six. General Statement of Assumptions

- I. It is assumed for this case that from the valuation date to the report date, there have been no material changes in external factors such as the overall economic, political, or investment environment, nor in internal factors, such as the business activities of Yuanta Financial Holdings and Yuanta Securities Investment Trust's management. Any related party transactions (if any) are assumed to be conducted on an arm's length basis.
- II. It is further assumed that there are no regulatory or policy changes (including tax rates and supervision) that could materially or adversely affect the operations of Yuanta Financial Holdings or Yuanta Securities Investment Trust.
- III. It is assumed that all material litigation (including tax and other legal disputes) and significant contingent liabilities of Yuanta Financial Holdings and Yuanta Securities Investment Trust as of the valuation date have been reasonably estimated.

Seven. Conclusion on the Reasonableness of the Share Swap Ratio

This case is conducted in accordance with the Valuation Standards Bulletin, with the value standard being investment value. After obtaining the relevant financial information for this case, the CPA has performed the necessary analyses, calculations, and assessments regarding the valuation methods, parameters, fundamental assumptions, valuation conclusions, and other factors used for the subject's value and share swap ratio. The CPA has also evaluated and analyzed all the factors that may potentially affect the transaction price.

The CPA has considered the operating conditions of Yuanta Financial Holdings and Yuanta Securities Investment Trust, as well as the market price per share of Yuanta Financial Holdings, and has determined the value range and share swap ratio using appropriate valuation techniques as prescribed by the aforementioned standards. Under the going concern assumption, if Yuanta Financial Holdings proposes to exchange one common share for 0.1732 to 0.2135 common shares of Yuanta Securities Investment Trust (i.e., Yuanta Securities Investment Trust proposes to exchange one common share for 4.6840 to 5.7731 common shares of Yuanta Financial Holdings), the CPA considers it reasonable for Yuanta Financial Holdings to conduct the transaction at a ratio within this range, or if the ratio is determined by Yuanta Financial Holdings based on prudent and conservative principles to protect shareholders' interests.

Eight. Usage Restrictions of This Opinion Letter

- I. This opinion letter pertains only to the aforementioned items and shall not be construed as relating to the financial statements of the subject equity as a whole.
- II. Furthermore, the assessment of equity value and share swap ratio may be affected by the purpose of the valuation, the valuation date, and the assumptions, value standards, or value premises adopted. Therefore, the CPA does not guarantee that the results of this opinion letter will remain unchanged if any of the above circumstances change.

- III. The CPA has assessed the appropriateness of the share swap ratio solely from the perspective of an independent third party and has not participated in the design or planning of the transaction structure. The valuation date adopted in this opinion letter is February 26, 2026. Therefore, this opinion letter does not take into account any subsequent changes. If the actual transaction details differ from those described above, the conclusions of this opinion letter will also change accordingly. After the issuance of this opinion letter, the CPA will not update it in the event of any changes in actual circumstances, unless re-engaged for a new evaluation.
- IV. This opinion letter is provided solely for use by Yuanta Financial Holdings as a reference for the audit committee, board of directors, and internal management in decision-making, as well as for submission to the competent authorities in accordance with the relevant laws and regulations. It shall not be used or relied upon for any other purpose, nor shall the conclusions herein be disclosed to unrelated third parties in any manner without the CPA's prior written consent.

Appendix I

Projected Future Cash Flows and Terminal Value Estimation Table Unit: NT\$ million

Item/Year	2026.3~ 2026.12	2027	2028	2029	2030	2031 and Beyond
Operating Revenue	\$7,871	\$9,634	\$9,827	\$10,023	\$10,224	
Operating Expenses	<u>(2,760)</u>	<u>(3,372)</u>	<u>(3,439)</u>	<u>(3,508)</u>	<u>(3,579)</u>	
Operating Profit	5,111	6,262	6,388	6,515	6,645	
Income Tax Expenses	<u>(1,022)</u>	<u>(1,252)</u>	<u>(1,278)</u>	<u>(1,303)</u>	<u>(1,329)</u>	
Net Income after Tax	4,089	5,010	5,110	5,212	5,316	
Add Depreciation and Amortization	43	54	50	42	45	
Less Capital Expenditures	<u>(119)</u>	<u>(20)</u>	<u>(20)</u>	<u>(20)</u>	<u>(20)</u>	
Equity Cash Flow	<u>4,013</u>	<u>5,044</u>	<u>5,140</u>	<u>5,234</u>	<u>5,341</u>	5,423
Capitalization Rate						<u>7.91%</u>
Gordon Model Terminal Value						<u>\$68,558</u>

Source: Provided by Yuanta Securities Investment Trust, compiled and estimated by BDO Taiwan.

Note: The above figures are computer-generated; any discrepancies are due to rounding or decimal carryover.

Independent Expert Declaration

I have been engaged to provide an opinion on the reasonableness of the share swap ratio between the common shares of Yuanta Financial Holding Co., Ltd. and Yuanta Securities Investment Trust Co., Ltd. Pursuant to the *Business Mergers and Acquisitions Act*, the *Regulations Governing the Acquisition and Disposal of Assets by Public Companies*, the Practical Guidelines for Expert Opinions, and other applicable laws and regulations, as well as the relevant self-regulatory standards set forth in the ROC Valuation Standards Bulletin, I hereby issue this opinion letter as follows:

- I. I have conducted the aforementioned engagement in accordance with Article 6 of the *Business Mergers and Acquisitions Act* and Article 23 of the *Regulations Governing the Acquisition and Disposal of Assets by Public Companies*. The opinion letter issued, as well as the data sources, parameters, and information used in the execution of the engagement, are complete, accurate, and reasonable, and serve as the basis for this opinion letter.
- II. Prior to accepting this engagement, I confirmed that I meet the qualification requirements set forth in Article 5, Paragraph 1 of the *Regulations Governing the Acquisition and Disposal of Assets by Public Companies* and, in accordance with Paragraph 2, Subparagraph 1 of the same Article, I have carefully evaluated my professional competence and practical experience.
- III. In performing this engagement, I have properly planned and executed appropriate procedures to reach a conclusion and issue this opinion letter; all the procedures performed, data collected, and conclusions reached have been thoroughly documented in the working papers for this case.
- IV. I confirm that I have not received any contingent fees nor have I predetermined the conclusions of my opinion.
- V. There are no circumstances in which I am a related party or substantive related party to the aforementioned companies as defined by the *Business Mergers and Acquisitions Act*

and relevant laws and regulations. I have maintained strict independence in performing the engagement, and I specifically declare that none of the following situations apply:

1. I am a related party or substantive related party to the aforementioned companies as defined in International Accounting Standard No. 24.
2. Either I or my spouse is currently employed by the aforementioned companies, holds a regular position, receives a fixed salary, or serves as a director or supervisor.
3. Either I or my spouse has served as a director, supervisor, manager, or in any position with significant influence over this case at the aforementioned companies, and has been dismissed or resigned within the past two years.
4. The company where I or my spouse is employed is a related party to the aforementioned companies.
5. There exists a spousal or second-degree kinship relationship between myself and any director, supervisor, manager, or employee with significant influence over this case at the aforementioned companies.
6. Either I or my spouse has a significant investment or shares financial interests with the aforementioned companies.
7. I am the certifying CPA for the aforementioned companies.
8. I, my spouse, or any relative within the second degree of kinship currently serve as a director or supervisor of the Taiwan Stock Exchange Corporation or the Taipei Exchange.
9. The company where I or my spouse is employed has business dealings with the aforementioned companies.

Appraiser: Shu-Cheng Chang

March 13, 2026



Independent Expert Curriculum Vitae

Name: Shu-Cheng Chang

Examinations Passed: Passed the Senior CPA Examination of the Republic of China (Taiwan)

Current Position: BDO Taiwan Partner CPA

Education: Master's Degree, Graduate Institute of Accounting, National Taipei University
Bachelor's Degree, Department of Accounting, Chung Yuan Christian University

Experience: Taipei CPA Association Member, Industry and Commerce Committee

Extemporany Motion

Appendices

I. The Rules and Procedures of Shareholders Meetings of Yuanta Financial Holding Co., Ltd.

Approved by the founders meeting on December 10, 2001

Re-established and approved by the shareholders meeting on June 29, 2007

Amendments approved by the shareholders meeting on June 13, 2008

Amendments approved by the shareholders meeting on June 28, 2011

Amendments approved by the shareholders meeting on June 21, 2012

Amendments approved by the shareholders meeting on May 31, 2013

Amendments approved by the shareholders meeting on June 2, 2015

Amendments approved by the shareholders meeting on June 9, 2020

Amendments approved by the shareholders meeting on July 8, 2021

Amendments approved by the shareholders meeting on June 10, 2022

Article 1 To establish a strong governance system and sound supervisory capabilities for the Company’s shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 12 of the Company’s Corporate Governance Guidelines.

Article 2 The rules of procedures for the Company’s shareholders meetings, except as otherwise provided by law, regulation, or the Articles of Incorporation, shall be as provided in these Rules.

Article 3 Unless otherwise provided by law or regulation, the Company’s shareholders meetings shall be convened by the board of directors.

Changes to how the Company convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.

The matters of the shareholders meeting notice, the compilation and posting of the meeting handbook, shall be conducted in accordance with the *Company Act, Securities and Exchange Act, Regulations Governing Content and Compliance Requirements for Shareholders’ meeting Agenda Handbooks of Public Companies*, and relevant regulations promulgated by competent authorities. Fifteen (15) days before the date of the shareholders meeting, the Company shall have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby.

The Company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders meeting:

1. For physical shareholders meetings, to be distributed on-site at the meeting.
2. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
3. For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.

The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.

Election or dismissal of directors, amendments to the Articles of Incorporation, capital reduction, application for suspension of public offering, directors' competition permission, surplus capital increase, capital reserve increase, the dissolution, merger, or demerger of the company, or any matter under Paragraph 1 of Article 185 of the *Company Act*, Article 26-1 and Article 43-6 of the *Securities and Exchange Act*, and Article 56-1 and Article 60-2 of the *Regulations Governing the Offering and Issuance of Securities by Securities Issuers*, shall be set out in the notice of the reasons for convening the shareholders meeting, and the main content of which shall be explained. None of the above matters may be raised by an extemporary motion.

The convening reason of the shareholders meeting has stated clearly the full re-election of the directors of the board and the date of inauguration. After the re-election in the shareholders meeting, the same shareholders meeting may not change its inauguration date by extemporary motion or other means.

Shareholders holding one percent (1%) of issued shares or above may make a proposal to the shareholders meeting agenda of the Company. The limit of the number of the proposals is one; proposals in excess of the limit will not be listed in the agenda. In addition, the board shall not list any proposal in the agenda from shareholders which falls under any situation regulated in all subparagraphs of Paragraph 4 of Article 172-1 of the *Company Act*. Shareholders may submit proposals to urge the Company to promote the public interest or fulfill its social responsibilities. The procedures shall be limited to one proposal in accordance with the relevant provisions of Article 172-1 of the *Company Act*. Proposals in excess of the limit will not be listed in the agenda.

The Company shall proclaim the acceptance of shareholder proposals, written or electronic, acceptance place, and period before the book closure date of the shares before the shareholders meeting, and the proposal acceptance period shall be no less than ten (10) days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the

meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

Article 4 For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to the Company five (5) days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or online, or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company two (2) days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5 The venue for a shareholders meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders meeting; however, the chairperson and the recorder shall be at the same location in the country and the chairperson shall announce the address of such location at the time of the meeting.

Article 6 The Company shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the

registrations. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attending the shareholders meeting in person.

Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

The Company shall furnish attending shareholders with the meeting agenda handbook, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors of the board, pre-printed ballots shall also be furnished.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with the Company two (2) days before the meeting date.

In the event of a virtual shareholders meeting, the Company shall upload the meeting handbook, annual report, and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

Article6-1

To convene a virtual shareholders meeting, the Company shall include the following particulars in the shareholders meeting notice:

1. How shareholders attend the virtual meeting and exercise their rights.
2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
 - A. To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
 - B. Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.
 - C. In case of a hybrid shareholders meeting, when the virtual

meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

D. Actions to be taken if the outcome of all proposals have been announced and extemporary motion has not been carried out.

3. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.

Article 7 If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, his/her proxy is handled in accordance with the provisions of the *Company Act*.

When a director of the board serves as chairperson, as referred to in the preceding paragraph, the director shall be one who has held that position for six (6) months or more and who understands the financial and business conditions of the Company. The same shall be true for a representative of a juristic person director that serves as chairperson.

It is advisable that shareholders meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the directors, at least one independent director in person, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chairperson from among themselves.

The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.

Article 8 The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least one (1) year. If, however, a shareholder files a lawsuit

pursuant to Article 189 of the *Company Act*, the recording shall be retained until the conclusion of the litigation.

Where a shareholders meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.

The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

Article 9 Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chairperson shall call the meeting to order at the appointed meeting time and at the same time announce the number of non-voting shares and the number of shares present, and other relevant information. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairperson may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one (1) hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chairperson shall declare the meeting adjourned. In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, Paragraph 1 of the *Company Act*; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one (1) month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to the Company in accordance with Article 6.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chairperson may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the *Company Act*.

Article 10 If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Relevant proposals shall be decided by voting ballots on a case-by-case basis.

The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

The provisions of the preceding paragraph apply to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

The chairperson may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extemporary motions), except by a resolution of the shareholders meeting. If the chairperson declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chairperson in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chairperson shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extemporary motions put forward by the shareholders; when the chairperson is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chairperson may announce the discussion closed and call for a vote, and arrange adequate voting time.

Article 11 Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chairperson.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

Except with the consent of the chairperson, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed five (5) minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chairperson may terminate the speech.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chairperson and the shareholder that has the floor; the chairperson shall stop any violation.

When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.

After an attending shareholder has spoken, the chairperson may respond in person or direct relevant personnel to respond.

Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at

the virtual meeting platform from the chairperson declaring the meeting open until the chairperson declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in Paragraphs 1 to 5 do not apply.

As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

Article 12 Voting at a shareholders meeting shall be calculated based the number of shares.

With respect to resolutions of shareholders meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is a stakeholder in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent (3%) of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 13 A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, Paragraph 2 of the *Company Act*.

The Company shall exercise its right to vote by electronic means and may exercise its right to vote by correspondence when convening a shareholders meeting. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extemporaneous motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extemporaneous motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company two (2) days before the

date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, two (2) business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the *Company Act* and in the Company's Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, the chairperson or a person designated by the chairperson shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders for each proposal. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the Market Observation Post System (MOPS).

When there is an amendment or an alternative to a proposal, the chairperson shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chairperson, provided that all monitoring personnel shall be shareholders of the Company.

Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

When the Company convenes a virtual shareholders meeting, after the chairperson declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chairperson announces the voting session ends or will be deemed abstained from voting.

In the event of a virtual shareholders meeting, votes shall be counted at once after the chairperson announces the voting session ends, and results of votes and elections shall be announced immediately. The voting results of each motion and the election results shall be disclosed immediately on the virtual meeting platform of the shareholders meeting and shall continue to be disclosed for at least fifteen (15) minutes after the meeting is adjourned by the chairperson.

When the Company convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two (2) days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extemporaneous motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

Article 14 The election of directors of the board at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, as well as the names of the persons not elected as directors and the number of voting rights obtained by them.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one (1) year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the *Company Act*, the ballots shall be retained until the conclusion of the litigation.

Article 15 Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chairperson of the meeting and a copy distributed to each shareholder within twenty (20) days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chairperson's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including counted weights), and when there is an election of directors of the board, the number of votes for each

candidate shall be disclosed. The meeting minutes, and shall be retained for the duration of the existence of this Company.

Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chairperson's and recorder's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents, or other force majeure events, and how issues are dealt with shall also be included in the minutes.

When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting.

Article 16 On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, and the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event of a virtual shareholders meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

During the Company's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17 In the event of a virtual shareholders meeting, when declaring the meeting open, the chairperson shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, Paragraph 4 of the *Regulations Governing the Administration of Shareholder Services of Public Companies*, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chairperson has announced the meeting adjourned (excluding disruptions caused by individual shareholders due to their own factors or their location, premises, equipment, etc.), and the obstruction continues for more than 30

minutes, the meeting shall be postponed to or resumed on another date within five (5) days, in which case Article 182 of the *Company Act* shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.

For a meeting to be postponed or resumed under Paragraph 2, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected virtual shareholders meeting and have successfully signed in the meeting, but do not attend the postponed or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders meeting held under Paragraph 2, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors of the board.

When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in Paragraph 2, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under Paragraph 2 is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

When postponing or resuming a meeting according to Paragraph 2, the Company shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, Paragraph 7 of the *Regulations Governing the Administration of Shareholder Services of Public Companies*.

For dates or period set forth under Article 12, second half, and Article 13, Paragraph 3 of *Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies*, and Article 44-5, Paragraph 2, Article 44-15, and Article 44-17, Paragraph 1 of the *Regulations Governing the Administration of Shareholder*

Services of Public Companies, the Company shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the Paragraph 2.

When convening a virtual-only shareholders meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.

Article 18 Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.

The chairperson may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or arm band bearing the word "Proctor."

At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chairperson may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chairperson's correction, obstructing the proceedings and refusing to heed calls to stop, the chairperson may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 19 When a meeting is in progress, the chairperson may announce a break based on time considerations. If a force majeure event occurs, the chairperson may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extemporary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholders meeting to defer or resume the meeting within five (5) days in accordance with Article 182 of the *Company Act*.

Article 20 These Rules, and any amendments hereto, shall be implemented after adoption by shareholders meetings.

II. The Articles of Incorporation of Yuanta Financial Holding Co., Ltd. (Before Amendment)

Chapter 1: General Provisions

- Article 1** The Company is organized with the permission of the Taiwan government and in accordance with the *Financial Holding Company Act*, *Company Act* and other laws and regulations in order to improve its economic scale and achieve consolidated operating efficiency.
- Article 2** The Company is named "Yuanta Financial Holding Company, Ltd." and the English name is "Yuanta Financial Holding Company, Ltd."
- Article 3** The Company has its head office in Taipei City. If necessary, it may be subject to the resolution of the board of directors and submitted to the competent authorities for approval to establish branches in other locations in Taiwan or abroad.
- Article 4** The Company's announcements shall be published in a newspaper or electronic newspaper unless otherwise required by the competent authorities.

Chapter 2: Business Activities

- Article 5** The Company's business is in the H801011 financial holding company industry.
- Article 6** The Company's scope of business is as follows:
1. The Company may invest in the following enterprises:
 - (1) Financial holding company
 - (2) Banking
 - (3) Securities Finance
 - (4) Credit card
 - (5) Trust
 - (6) Insurance
 - (7) Securities
 - (8) Futures
 - (9) Venture capital
 - (10) Investment in foreign financial institutions approved by the competent authorities.
 - (11) Other businesses related to financial operation as determined by the competent authorities.

2. Management of the investee business in the preceding paragraph.
3. The Company may apply to the competent authorities for approval to invest in businesses other than those listed in Paragraph 1, but may not participate in the operation of such businesses.
4. Other related business approved by the competent authorities.

Article 7 The Company specializes in investment and its total amount of investment in other businesses is not subject to the limit of forty percent (40%) of the Company's paid-up capital under Article 13 of the *Company Act*.

Chapter 3: Capital Stock

Article 8 The total capital of the Company is set at NT\$180 billion, divided into 18 billion shares with a par value of NT\$10 per share, which are authorized to be issued by the board of directors in several tranches, some of which may be preferred shares.

Article 8-1 The rights and obligations of the Company's preferred shares and other significant terms of issuance are as follows:

1. If there is any earnings in the final accounts of each year, the Company shall pay tax and make up for the deficit of the previous years in accordance with the law. If there is still any remaining balance, the Company shall make a legal reserve, a special reserve or a reversal of the special reserve in accordance with the law and then distribute first the dividends of the preferred shares in respect of the remaining balance of the current year.
2. The dividend for preferred shares is limited to an annual rate of eight percent (8%), calculated by the issuance price per share, and the dividend may be one-time distributed in cash each year. After the financial statements are approved by the regular shareholders meeting, the board of directors will determine the base date to pay the distributable dividends of the previous year. The distribution amount of dividends in the year of issuance and recovery is calculated based on the number of the actual issuance days of the current year.
3. The Company has discretion over the dividend distribution of preferred shares. The Company may decide not to distribute dividends of preferred shares and will not constitute an event of default if there are no earnings in the annual accounts or the earnings are insufficient to distribute dividends of preferred shares, or the distribution of dividends of preferred shares will cause the capital adequacy ratio to fall lower than the minimum requirement by law or competent authorities or other necessary consideration. If the preferred shares issued are non-cumulative,

their undistributed dividends or the deficit dividends after distribution will not be accumulated as deferred payment for subsequent years with earnings.

4. Shareholders of preferred shares shall not participate in the distribution of ordinary shares with respect to earnings and capital surplus as cash and capital allocation except for receiving the dividends as described in Subparagraph 2 of this paragraph.
5. The distribution of the Company's residual property by the shareholders of preferred shares shall be made in priority to the shareholders of ordinary shares and in the same compensation order issued by the Company for various shareholders of preferred shares. All of them shall be subordinate to the general creditors to the extent that the amount does not exceed the issuance amount of the preferred shares.
6. Shareholders of preferred shares do not have voting or election rights in the regular shareholders meetings but may be elected as directors of the board. However, they shall have voting rights in the preferred shareholders meetings or the shareholders meetings that involve the rights and obligations of shareholders of preferred shares.
7. The Company may issue convertible preferred shares or non-convertible preferred shares. For convertible preferred shares, no conversions are allowed within one year from the date of issuance. The board of directors is authorized to determine the conversion period in the actual issuance conditions. After convertible preferred shares are converted into ordinary shares, its rights and obligations are the same as ordinary shares. The distribution of the annual dividends for the convertible preferred shares shall be calculated based on the proportion between the number of the actual issuing days and the total number of days of that year. Should any shares be converted into the ordinary shares before the ex-dividend record date of dividend distribution of each year, the shareholders shall not have the right to the distribution of the dividends of preferred shares in the current and following years but may participate in the distribution of ordinary shares earnings and capital surplus.
8. If the preferred shares have no maturity date, the Company may repossess the preferred shares, in whole or in part, at the original actual issuance price at any time from the second day after the expiration of seven years. The unrecovered preferred shares shall continue to be subject to the rights and obligations of the various issuance terms prescribed in this article. In the year of repossessing the preferred shares, the dividends that shall be distributed up to the repossession date shall be distributed in accordance with the number of the actual issuance days of that year, if the shareholders meeting of the Company decides to distribute dividends.

9. If the Company issues preferred shares with maturity, the term of issue shall not be shorter than seven years, and preferred shareholders have no right to request the Company to repossess such shares. Upon maturity or from the second day after the expiration of seven years from the date of issuance, the Company may repossess the shares in cash, by issuing new shares for mandatory conversion, or by other means permitted by law in accordance with the issuance price and the relevant issuance method. In the event that the Company is unable to recover all or part of the preferred shares due to objective factors or force majeure, the unrecovered preferred shares shall continue to be issued in accordance with the terms and conditions of the issuance method until such time as the Company has recovered them in full.
10. When the dividends of preferred shares are distributed, the distribution order shall be determined according to the order in which the preferred shares are issued

At the time of the actual issuance, the board of directors is authorized to determine the name, date of issuance, and specific conditions of the preferred shares in accordance with the Company's Articles of Incorporation and relevant laws and regulations, depending on the capital market conditions at the time of issuance and the investors' willingness to subscribe.

Article 9 The Company's shares are issued in accordance with the *Company Act* and other relevant laws and regulations.

Shares issued by the Company are exempt from the printing of stock certificates, as are other negotiable securities, but should be registered with a centralized securities depository in accordance with the regulations of that institution.

Article 10 The handling of the Company's stock affairs, unless otherwise provided by laws and securities regulations, shall be conducted in accordance with the *Regulations Governing the Administration of Shareholder Services of Public Companies*.

Article 11 The transfer of shares shall be suspended within sixty (60) days prior to the convening date of each regular shareholders meeting, within thirty (30) days prior to the convening date of the special shareholders meeting, or within five (5) days prior to the target date fixed by the Company to distribute dividends, bonuses, or other benefits.

Chapter 4: Shareholders Meeting

Article 12 Shareholders meetings of the Company are of two kinds: regular meeting and special meeting. Unless otherwise stipulated by laws and regulations, the board of directors shall convene the meetings in

accordance with the law. Regular meetings shall be convened within six (6) months after close of each fiscal year. Special meetings shall be convened whenever necessary according to the laws and regulations.

Article 12-1

Shareholders meetings of the Company may be held by video conference or other means announced by the competent authorities.

Article 13

The Company's shareholders are entitled to one vote for each share held. Unless otherwise provided for in the law, a meeting of shareholders shall proceed only if attended by shareholders representing more than one-half of the total outstanding capital stock of the Company. Resolutions of a shareholders meeting shall be made at the meeting with the concurrence of a majority of the votes held by the shareholders present at the meeting.

Article 14

In the event that a shareholder is unable to attend the shareholders meeting in person, he or she may appoint a proxy to attend the meeting by producing a proxy form issued by the Company specifying the scope of the authority. With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent (3%) of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

The proxy form in the preceding paragraph shall be delivered to the Company five (5) days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

Article 15

Unless otherwise stipulated by laws and regulations, the shareholders meeting shall resolve the following items:

1. To determine and cooperate with the establishment of the audit committee and to amend the Company's Articles of Incorporation.
2. Election of directors.
3. Recognition of the books of accounts prepared by the board of directors and the report of the audit committee, and resolutions of the proposals to distribute earnings or of deficit appropriations.
4. Resolutions on the increase or decrease of capital.
5. Other important matters and matters that should be decided by the shareholders meeting according to laws and regulations.

Chapter 5: Board of Directors and Directors of the Board

- Article 16** The Company establishes a board of directors consisting of nine (9) to fifteen (15) directors who are elected by the shareholders meeting in accordance with the law.
- Article 16-1** The Company has established three (3) to five (5) independent directors from among the directors in the preceding article, and the number of independent directors shall not be less than one-third of the number of directors.
- In the election of directors, each share shall have the same number of votes as the number of directors to be elected, and shareholders may give all of such votes to one candidate or distribute them among several candidates. The persons receiving the largest numbers of votes represented on the recovered ballots shall be elected directors. Independent directors and non-independent directors shall be elected together, but the number of elected seats shall be calculated separately.
- Article 16-2** The Company adopts a candidate nomination system for the election of directors (including independent directors). Shareholders holding more than one percent (1%) of the total number of issued shares and the board of directors may propose a list of candidates for directorship and submit it to the shareholders meeting, and the shareholders shall elect the candidates from the list.
- All matters relating to the handling of nominations and announcements of candidates for directorship shall be managed in accordance with the relevant laws and regulations of the *Company Act* and *Securities and Exchange Act*.
- Article 16-3** The Company's audit committee is composed of all independent directors in accordance with Article 14-4 of the *Securities and Exchange Act*. The exercise of the powers and functions of the audit committee and its members and related matters shall be governed by the relevant laws and regulations under the *Securities and Exchange Act*.
- Article 16-4** The Company establishes a remuneration committee and its organizational rules are agreed upon by the board of directors in accordance with relevant laws and regulations.
- Article 16-5** The Company may establish other functional committees under the board of directors. The number of members, term of office, functions, and powers of the functional committees shall be stipulated in the organizational rules or charter of each functional committee and shall be implemented upon the resolution of the board of directors.
- Article 17** The total number of shares held by all directors of the board of the Company shall not be less than the number prescribed by the competent authorities.
- Article 18** The directors of the board are elected for a three-year term and may

serve consecutive terms if re-elected. A director whose term of office expires before the newly-elected director takes office is extended until the time the newly-elected director takes office.

The Company may, by resolution of the board of directors, purchase liability insurance for its directors.

Article 19 The board of directors shall not separately establish a managing director. One director shall be elected from among the directors as chairperson and one director shall be elected from among the directors as vice chairperson.

In addition to the remuneration provided for in Article 33, the chairperson's salary shall be paid at a rate not exceeding 1.5 times the salary of the president/general manager, and the vice chairperson's salary shall be paid at a rate not exceeding 1.25 times the salary of the president, which shall be determined by the resolution of the board of directors.

Other remuneration and benefits of the chairperson and vice chairperson shall be paid in accordance with the relevant regulations of the Company or by reference to industry standards. The severance pay or retirement pension of the chairperson and vice chairperson shall be authorized by the board of directors in accordance with its resolution based on the chairperson and vice chairperson's participation in company operation, contribution value, and peer standards.

The board of directors shall be authorized to determine the remuneration of the independent directors on the basis of the prevailing standards in the industry. However, independent directors may not participate in the distribution of directors' remuneration in Article 33.

Article 20 Internally, the chairperson is the chairperson of the shareholders meeting and board of the directors, and externally the chairperson represents the Company. When the chairperson of the board is on leave or for any reason is unable to exercise the powers of the chairperson, the vice chairperson shall do so in place of the chairperson; if there is no vice chairperson or if the vice chairperson also is on leave or for any reason is unable to exercise the powers of the chairperson, the chairperson shall designate a director to represent him or her; if the chairperson does not make such a designation, the directors shall nominate among themselves one director to exercise the powers of the chairperson.

Article 21 The directors form a board of directors. The meeting of the board of directors shall be convened by the chairperson of the board of directors unless otherwise stipulated by laws and regulations. Except as otherwise provided by law, the resolutions of the board shall be made with the presence of a majority of the directors and the consent of a majority of the directors present.

The notice of the convening of the board of directors may be faxed or emailed.

Article 22 Directors of the board shall attend board meetings in person. If for any reason a director cannot attend a meeting, that director may issue a proxy form authorizing another director to act on behalf of the absent director. However, a director may act as the proxy of only one other director.

Article 23 The powers of the board of directors are as follows:

1. Approval of the Company's business objectives and plans.
2. Approval of the Company's budget and review of final accounting results.
3. Approval of the Company's organizational rules.
4. Approval of the Company's major regulations.
5. Planning of capital increase and decrease of the Company and verification of stock issuance.
6. Drafting of proposals on the Company's distribution of earnings or make-up of losses.
7. Resolutions on the issuance of the Company's corporate bonds.
8. Resolutions on the plans to buy back the Company's shares.
9. Appointment and removal of the Company's management personnel, and financial, accounting, risk management, legal compliance, and internal audit officials.
10. Approval of the acquisition or disposal of major assets.
11. Determination of the dates of the Company's regular shareholders meetings and special shareholders meetings.
12. Determination of managers' performance evaluation standards and remuneration standards, and the directors' remuneration structure and system.
13. Other matters stipulated by laws and regulations or authorized by the shareholders meeting.

Article 24 (deleted)

Article 25 (deleted)

Article 26 (deleted)

Article 27 The person in charge of the Company is legally entitled to hold a position of a subsidiary.

Article 28 The Company's directors of the board are paid for their travel fees and meeting attendance fees in accordance with industry standards.

Article 28-1 (deleted)

Chapter 6: Management Personnel

Article 29 The Company establishes a president/general manager who upholds the decisions of the board of directors to manage all the Company's business, and may be authorized by the board of directors to execute business externally on behalf of the Company.

The Company may establish a number of persons at the level of vice president or above to assist the president in handling the Company's business.

The Company's board of directors establishes one auditor-general, who occupies a position equivalent to that of a vice president, and manages all audit matters with an independent and detached spirit. One chief secretary of the board of directors is established; the chief secretary is responsible for board-related matters. One chief risk officer is established to be responsible for relevant risk control work of various businesses.

The president, auditor-general, chief secretary, and chief risk officer are nominated by the chairperson of the board of directors and are appointed and removed by the approval of the board of directors.

Article 30 The Company may establish departments in accordance with its business needs, and assign one person in charge of managing each department.

The personnel at the level of vice president and department heads are recommended by the president for appointment and removal by the chairperson of the board of directors with the approval of the board of directors.

Article 31 Managers shall have the power to act on behalf of the Company in the manner necessary for the business of the Company, except for the powers and functions conferred on the shareholders meeting and the board of directors by laws and regulations and the Articles of Incorporation of the Company. The scope of the managers' authority shall be in accordance with the rules and regulations of the Company.

Chapter 7: Final Accounting and Distribution of Earnings

Article 32 The Company's fiscal year begins on January 1 and ends on December 31 of each year. After the end of each fiscal year, the board of directors shall prepare and submit to the regular shareholders meeting for recognition in accordance with the statutory procedures for each of the following reports and statements:

1. Report on operations.
2. Financial statements.
3. Proposals concerning distribution of earnings or making up losses.

Article 33 If the Company has profit at the year's final accounting (namely, the earnings before tax prior to deduction of employees' and directors' remuneration), it shall reserve an amount sufficient to cover losses, if any. The employees' remuneration is reserved at the range from decimal zero one percent (0.01%) to decimal five percent (0.5%), and the directors' remuneration no more than decimal nine percent (0.9%), from the remainder, if any.

No less than seventy-five percent (75%) of the amount set forth in the range specified for the employees' remuneration in the preceding paragraph shall be set aside for the remuneration of grassroots employees.

The distribution of employees' remuneration and directors' remuneration shall be handled in accordance with the relevant distribution standards set by the board of directors. When remuneration to employees is distributed in the form of stock or in cash, it shall also be distributed to employees of affiliated companies that meet certain conditions.

The board of directors shall determine the certain conditions referred to in the preceding paragraph.

Article 33-1 If the Company has earnings in the current year's final accounts, it shall first be subject to income tax of profit-seeking enterprise and make up for prior years' losses, and then set aside legal reserve, reserve or reverse special reserve. And the remaining balance, together with undistributed earnings from prior years, shall be submitted by the board of directors as distribution proposals to the regular shareholders meeting for resolution of shareholders' dividend distribution.

When the legal reserve in the preceding paragraph has reached the amount of the Company's paid-in capital, it may no longer be set aside.

Article 34 In order to continuously expand the scale and increase profitability, the Company adopts the residual dividend policy in line with the Company's long-term financial planning and takes into account relevant regulations. Dividends are distributed in accordance with the principle that after the annual final earnings has been calculated in accordance with the provisions of the preceding article, the Company will retain the necessary funds in accordance with the Company's operating plan. The remainder will be distributed as cash dividends, provided that the cash dividends are not less than forty percent (40%) of the distributable amount of the current year's earnings.

Chapter 8: Supplementary Provisions

Article 35 The organizational rules and important regulations of the Company shall be laid down separately by the board of directors.

Article 36 In regard to all matters not provided for in these Articles of Incorporation, the *Financial Holding Company Act*, *Company Act*, and other relevant laws and regulations shall govern.

Article 37 These Articles of Incorporation were established on December 10, 2001, and implemented after passage by the founders' conference or shareholders meeting, likewise in the case of revisions.

First revision on May 24, 2002

Second revision on June 6, 2003

Third revision on June 11, 2004

Fourth revision on June 29, 2005

Fifth revision on December 28, 2006

Sixth revision on June 29, 2007

Seventh revision on June 18, 2010

Eighth revision on June 28, 2011

Ninth revision on June 21, 2012

Tenth revision on October 13, 2015

Eleventh revision on June 16, 2016

Twelfth revision on June 8, 2017

Thirteenth revision on June 15, 2018

Fourteenth revision on June 14, 2019

Fifteenth revision on June 9, 2020

Sixteenth revision on July 8, 2021

Seventeenth revision on June 10, 2022

Eighteenth revision on June 7, 2024

Nineteenth revision on June 13, 2025

III. Information on Shareholdings of the Company's Directors

The list of shareholding of all directors recorded on the shareholder roster until the book closure date of this shareholders meeting:

Base Date: April 14, 2026

Title	Name	Shares Possessed	Ratio	Remarks
Chairperson	Chien Weng	472,015,579	3.54%	Representative of Tsun Chueh Investment Co., Ltd.
Director	Chung-Yuan Chen			
Director	Victor Wei-Chien Ma	0	0	
Director	Michael Wei-Chen Ma	0	0	
Director	Bobby Wei-Cherng Hwang	139,979,259	1.05%	Representative of Modern Investment Co., Ltd.
Independent Director	Sharon Sheau-Wen Yang	0	0	
Independent Director	Rosemary Yung-Hsin Wang	0	0	
Independent Director	Mang-Chih Lee	0	0	
Independent Director	Tzong-Chen Wu	0	0	
Total		611,994,838	4.59%	

Note:

1. The current number of issued shares of the Company is 13,331,149,946 shares. The legal number of shares held by all directors is 160,000,000 shares in accordance with the regulations of Article 26 of the *Securities and Exchange Act and Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies*.
2. The Company has an audit committee, and thus the regulation of supervisor share ownership does not apply to the Company.