

2022 Operation of the Board of Directors

The board of directors has met 14 times (A) in the most recent (2022) year, and the attendance of the directors is as follows:

Title	Name	Number of Actual & Nonvoting Attendance (B)	Number of Attendance by Proxy	Actual & Nonvoting Attendance Rate (%) 【B/A】	Remarks
Chairman	Tony Shen	14	0	100	Re-elected; re-election date 2022.06.10
Director	Wei Chen Ma	14	0	100	
Director	Representative of Tsun Chueh Investment Co., Ltd.: Chung Yuan Chen	14	0	100	
Director	Representative of Tsun Chueh Investment Co., Ltd.: Daniel YM Song	13	1	93	
Director	Representative of Modern Investment Co., Ltd.: Chien Weng	9	0	100	New; re-election date 2022.06.10, 9 meetings of the board of directors held during the term of office
Independent Director	Ming Ling Hsueh	14	0	100	Re-elected; re-election date 2022.06.10
Independent Director	Kuang Si Shiu	14	0	100	
Independent Director	Hsing Yi Chow	14	0	100	
Independent Director	Sheau Wen Yang	9	0	100	New; re-election date 2022.06.10, 9 meetings of the board of directors held during the term of office
Former Director	Representative of Modern Investment Co., Ltd.: Chao Kuo Chiang	5	0	100	Retired; re-election date 2022.06.10, 5 meetings of the board of directors held during the term of office
Former Independent Director	Yin Hua Yeh	5	0	100	

Other items which should be recorded:

1. Where the operation of the board of directors meets any of the following circumstances, the minutes concerned shall clearly state the meeting date, term, contents of motions, opinions of all independent directors and the Company's resolution of said opinions:
 - (1) For resolution(s) passed pursuant to Article 14-3 of the *Securities and Exchange Act*: Not applicable, as the Company has established the audit committee and Article 14-5 of the Act shall apply.
 - (2) Any other resolution(s) passed but with independent directors voicing opposing or qualified opinions on the record or in writing: None.
2. In instances where a director recused himself/herself due to a conflict of interest, the minutes concerned shall clearly state the director's name, contents of motions, reason for not voting and actual voting counts:
 - (1) 38th meeting of the 8th board of directors on January 21, 2022
The motion for the approval of the group performance bonus rights of the chairperson of the Company for the year 2021.
Resolution:

- A. Chairman Tony Shen, who was a stakeholder, recused himself from the discussion and voting, and Independent Director Kuang Si Shiu acted as the chairperson at the time of voting.
- B. Apart from the stakeholder, who recused himself, the remaining directors present agreed to pass the motion.
- (2) 39th meeting of the 8th board of directors on March 15, 2022
The motion to propose that the 2022 Annual General Meeting of Shareholders will be held on Friday, June 10, 2022 at 9:00 a.m.
Resolution: Except Director Wei Chen Ma, who was a stakeholder recusing himself from the discussion and voting, the remaining directors present agreed to pass the motion.
- (3) 39th meeting of the 8th board of directors on March 15, 2022
The motion for the Company's 2021 allocation of remuneration to directors.
Resolution:
A. Chairman Tony Shen, Directors Wei Chen Ma, Chung Yuan Chen, Chao Kuo Chiang, and Daniel YM Song were stakeholders who recused themselves from the discussion and voting, and Independent Director Kuang Si Shiu acted as the chairperson at the time of voting.
B. Apart from the stakeholders, who recused themselves, the remaining directors present agreed to pass the motion.
- (4) 41st meeting of the 8th board of directors on April 27, 2022
The motion to nominate candidates for the 9th board of directors (including independent directors) of the Company.
Resolution:
A. The list of candidates for the 9th board of directors, which was discussed and voted on individually, consisted of five candidates for directors, including Mr. Tony Shen (with Mr. Kuang Si Shiu, an independent director, as the chairman at the time of voting), Mr. Wei Chen Ma, Mr. Chung Yuan Chen, Mr. Daniel YM Song, and Mr. Chien Weng, and four candidates, including Mr. Ming Ling Hsueh, Mr. Kuang Si Shiu, Mr. Hsing Yi Chow, and Ms. Sheau Wen Yang, as independent directors, for a total of nine candidates.
B. Apart from the stakeholders, who recused themselves, the remaining directors present agreed to pass the motion and proposed it for election at the shareholders meeting on June 10, 2022.
- (5) 42nd meeting of the 8th board of directors on May 20, 2022
The motion to amend some provisions of the Resignation and Retirement Payment Regulations of the Chairperson and Vice Chairperson of Yuanta Financial Holding Co., Ltd.
Resolution:
A. Chairman Tony Shen, who was a stakeholder, recused himself from the discussion and voting, and Independent Director Kuang Si Shiu acted as the chairperson at the time of voting.
B. Apart from the stakeholder, who recused himself, the remaining directors present agreed to pass the motion.
- (6) 1st meeting of the 9th board of directors on June 10, 2022
The motion to propose contract with National Chengchi University for industry-academic cooperation and academic feedback mechanism.
Resolution: Except Independent Director Sheau Wen Yang, who was a stakeholder recusing herself from the discussion and voting, the remaining directors present agreed to pass the motion.
- (7) 2nd meeting of the 9th board of directors on June 10, 2022
The motion to appoint the members of the remuneration committee of the 9th board of directors of the Company and propose the convener.
Resolution:
A. Independent Directors Ming Ling Hsueh, Kuang Si Shiu, Hsing Yi Chow, and Sheau Wen Yang were stakeholders and therefore recused themselves from the discussion and voting.
B. Apart from the stakeholders, who recused themselves, the other directors present agreed to approve the list of members of the 9th remuneration committee and proposed that Kuang Si Shiu, an independent director, be the convener of the remuneration committee for the current term.
- (8) 2nd meeting of the 9th board of directors on June 10, 2022
The motion to appoint the members of the sustainable development committee of the 9th board of directors of the Company and propose the convener.
Resolution:
A. Chairman Tony Shen, Independent Directors Ming Ling Hsueh, Kuang Si Shiu, Hsing Yi Chow, and Sheau Wen Yang were stakeholders and therefore recused themselves from the discussion and voting.
B. Apart from the stakeholders, who recused themselves, the other directors present agreed to approve the list of members of the 9th sustainable development committee and proposed that Chairman Tony Shen be the convener of the sustainable development committee for the current term.
- (9) 3rd meeting of the 9th board of directors on June 29, 2022
The motion for the purpose of periodically evaluating and setting the remuneration of the Company's directors.
Resolution: The motion was discussed by the general directors and independent directors in separate voting.

- A. General directors' (excluding independent directors) remuneration section: All general directors were stakeholders and recused themselves from the discussion and voting on this section, which was chaired by Kuang Si Shiu, an independent director, and this section was approved by the remaining independent directors present.
- B. Independent directors' remuneration section: All independent directors were stakeholders and recused from the discussion and voting on this section, and this section was approved by the remaining directors present.
- (10) 3rd meeting of the 9th board of directors on June 29, 2022
The motion for the Company's 2021 dispensing of remuneration to directors (excluding independent directors).
Resolution:
A. Directors Wei Chen Ma, Chung Yuan Chen, Daniel YM Song, and Chien Weng were stakeholders and therefore recused themselves from the discussion and voting.
B. Apart from the stakeholders, who recused themselves, the remaining directors present agreed to pass the motion.
- (11) 3rd meeting of the 9th board of directors on June 29, 2022
The motion for dispensing remuneration for the Company's commissioning of directors and supervisors for investment business in 2021.
Resolution: Except Director Wei Chen Ma, who was a stakeholder recusing himself from the discussion and voting, the remaining directors present agreed to pass the motion.
- (12) 3rd meeting of the 9th board of directors on June 29, 2022
The motion for the distribution of employee remuneration of the Company's managers for the year 2021.
Resolution: Except Director Chien Weng, who was a stakeholder recusing himself from the discussion and voting, the remaining directors present agreed to pass the motion.
- (13) 7th meeting of the 9th board of directors on October 26, 2022
The motion to amend some provisions of the Employee Remuneration Dispensing Measures of Yuanta Financial Holding Co., Ltd.
Resolution: Except Director Chien Weng, who was a stakeholder recusing himself from the discussion and voting, the remaining directors present agreed to pass the motion.
- (14) 7th meeting of the 9th board of directors on October 26, 2022
The motion to amend some provisions of the Bonus Measures of Yuanta Financial Holding Co., Ltd.
Resolution: Except Director Chien Weng, who was a stakeholder recusing himself from the discussion and voting, the remaining directors present agreed to pass the motion.
- (15) 9th meeting of the 9th board of directors on December 28, 2022
The motion for the Company's managerial changes.
Resolution: Except Director Chien Weng, who was a stakeholder recusing himself from the discussion and voting, the remaining directors present agreed to pass the motion.
- (16) 10th meeting of the 9th board of directors on January 16, 2023
The motion for the approval of the group performance bonus rights of the chairperson of the Company for the year 2022.
Resolution: Except Chairman Tony Shen, who was a stakeholder recusing himself from the discussion and voting, the remaining directors present agreed to pass the motion.
- (17) 10th meeting of the 9th board of directors on January 16, 2023
The motion for the approval of the group performance bonus rights of the managers of the Company for the year 2022.
Resolution: Except Director Chien Weng, who was a stakeholder recusing himself from the discussion and voting, the remaining directors present agreed to pass the motion.
3. Assessment of the current and most recent year's goals for enhancing the functions of the board of directors (e.g., establishing an audit committee, enhancing information transparency, etc.) and their implementation:
- (1) In order to implement the management spirit and corporate culture of integrity management, to follow the corporate governance, legal compliance, and risk control mechanisms, to operate steadily in the changing financial environment, to provide comprehensive and quality services to all stakeholders, to clearly declare and continuously demonstrate corporate governance, corporate social responsibility, and integrity management, the Company regularly engages an external independent third-party organization, the Taiwan Corporate Governance Association, to conduct an in-depth review of the corporate governance system. The evaluation process examines the completeness of the relevant systems, the degree of implementation and the effectiveness of the feedback mechanism, and serves as a reference for the Company's future corporate governance system development plan. The Company passed the CG6012(2019) Corporate Governance System Evaluation Certificate of the Taiwan Association of Corporate Governance with outstanding distinction for the year 2020, which is valid from December 25, 2020 to December 24, 2022.
- (2) In order to put into practice the philosophy of corporate sustainability management, fulfill the promotion of corporate governance, strengthen the board of directors' management of integrity operation, and realize corporate social responsibility, the Company passed the motion for amendments to the Articles of

Incorporation and established the Sustainability Committee Charter at the 34th meeting of the 7th term of the board of directors on November 28, 2018 to form the sustainability committee under the supervision of the board of directors. And on September 25, 2019, the 6th meeting and on June 23, 2021, the 30th meeting of the 8th term of the board of directors approved the amendment of some provisions of the Sustainability Committee Charter. On March 15, 2022, the 39th meeting of the 8th board of directors approved the amendment of the Sustainability Committee Charter, renaming the Committee as the “Sustainable Development Committee” and the two promotion centers under it as the “Integrity Management Office” and the “Corporate Sustainability Office” respectively.

- (3) In the year 2021, the Company appointed the Taiwan Corporate Governance Association to conduct the triennial external evaluation of the performance of the board of directors, and with respect to the 8 major aspects, including A. composition of the board of directors; B. guidance of the board of directors; C. authorization by the board of directors; D. supervision by the board of directors; E. communication with the board of directors; F. internal control and risk management; G. self-discipline of the board of directors; H. others, such as directors’ meetings and supporting systems, assess the performance of the board of directors through questionnaires and on-site visit on September 29, 2021. The Company will continue to improve the function of the board of directors based on the assessment results.
- (4) In order to solidify the functions of the board of directors and strengthen the management mechanism, the Company passed the motion for establishment of the nominating committee at the 36th meeting of the 7th board of directors on January 23, 2019. In addition, on September 23, 2020, in the 20th meeting of the 8th board of directors, and on March 15, 2022, in the 39th meeting of the 8th board of directors, some amendments to the Nominating Committee Charter were approved.
- (5) In 2019, the Company amended the Rules and Procedures of Board Meetings, stating that the annual attendance rate of directors attending board meetings should reach more than 80%, and it was listed as one of the performance evaluation items of the directors. A total of 14 board meetings were held in the year 2022, with 99% attendance of directors.
- (6) In order to implement corporate governance, strengthen the support provided by the Company to directors in exercising their duties, and facilitate the board of directors to perform its proper functions, the board of directors resolved on November 28, 2018 to establish a corporate governance officer, who will be the chief secretary of the board of directors, and on March 6, 2019, the board of directors resolved to adjust the title to Head of Corporate Governance, which is mainly responsible for providing directors (including independent directors), information necessary for the execution of business, assisting directors to comply with laws and regulations, and handling matters related to the board of directors and shareholders meetings in accordance with the law, in order to protect shareholders’ rights and interests and strengthen the functions of the board of directors. The Company has also complied with Article 24 of the *Taiwan Stock Exchange Corporation Operation Directions for Compliance with the Establishment of Board of Directors by TWSE Listed Companies and the Board’s Exercise of Powers*, which stipulates that initial appointees should study for at least 18 hours within one year from the date of assuming this position, and at least 12 hours per year. The Company’s head of corporate governance has been in this position since November 28, 2018 and has completed a minimum of 12 hours of training for the year as of September 22, 2022.

Company	Name	Position	Course Name	Organizer	Hours of Training	Total Hours of Training for the Year
Financial Holdings	Ya-Pin Lee	Head of Corporate Governance	How to Avoid Landmine Stocks: Application of Corporate Governance Risks	Taiwan Securities Association	3	12
			The Latest Trends of Money Laundering Prevention and Countering Financing of Terrorism (Including Insider Trading Prevention Promotion)	Taiwan Securities Association	3	
			Strengthening the Financial Industry’s Information Security Resilience and Risk Management Trends and Practices in the Financial Industry	Taiwan Securities Association	3	

