



Voting Guidelines and Disclosure Procedures

Approved by the General Manager on May 14, 2024

Article 1 : Purpose

These guidelines are established to maximize shareholders' interests, referencing the Taiwan Stock Exchange's regulations on Standard Operation Procedure and Directions for Control of "Internal Decision-making Process of Shareholders Meetings Attended by Securities Firms Holding the Companies' Shares and Appointment of Persons to Exercise the Voting Right". These guidelines aim to establish clear voting policies, actively exercise voting rights at shareholders' meetings, and participate in the management of the invested businesses.

Article 2 : Applicable Responsible Units

The responsible units of these guidelines are the Strategic Planning Department, the Treasury Department, and units authorized to exercise voting rights at shareholders' meetings (hereinafter referred to as "responsible units").

Article 3 : Scope of Application

These guidelines apply to all public companies in which O-Bank has invested.

Article 4 : Voting Guidelines

- (1) The term "voting rights" as used in these guidelines refers to the stock voting rights at the shareholders' meetings of public companies.
- (2) The internal decision-making process and the appointment of personnel to exercise voting rights at shareholders' meetings shall be conducted according to these guidelines.
- (3) The exercise of the O-Bank's shareholder rights shall be based on the best interests of the company and its shareholders. Except as otherwise provided by law, O-Bank shall not directly or indirectly participate in the management of the issuing company or engage in any improper arrangements.
- (4) Upon receiving the meeting notice from a company in which O-Bank holds shares, the responsible units shall handle the assignment of attendees, decision-making on exercising voting rights, and other

related procedures within the shareholders' meeting period, and keep records for reference.

- (5) The decision-making on exercising voting rights shall define types of proposals that support, oppose, or abstain, and states that O-Bank does not absolutely support the proposals submitted by the management of the invested company. Proposals to oppose or abstain may include situations such as financial reports, profit distribution performance below O-Bank's expectations, or frequent changes in directors and supervisors, where communication with the invested company does not yield satisfactory responses.
- (6) Considering the overall operational impact and feasibility analysis on the invested company, voting rights should be exercised for stock investments with an initial investment cost exceeding NT\$30 million. For companies adopting electronic voting at shareholders' meetings, O-Bank's may attend in person if necessary. For companies not using electronic voting, O-Bank should assign personnel to attend in person and exercise voting rights without delegation.
- (7) The initial investment cost of holding shares refers to the total investment amount recorded in the banking book and trading book.
- (8) In order to respect the professional management of the invested company and promote its effective development, O-Bank generally supports proposals submitted by the management; however, proposals that hinder the sustainable development of the invested company, such as improper corporate governance (e.g., inaccurate financial reports, inappropriate director and supervisor remuneration, etc.) or proposals with negative environmental or social impacts (e.g., environmental pollution, human rights violations, deprivation of labor rights, etc.), are generally not supported.
- (9) Records of O-Bank 's participation in shareholder meetings and the evaluation reports should be kept for at least five years for reference.

Article 5 : Operating Procedures

- (1) O-Bank may exercise its voting rights on shares held in accordance with Article 177-1 of the Company Act, using written or electronic means.
- (2) Upon receiving the shareholders' meeting notice from a company in which O-Bank holds shares, the responsible unit shall manage it and check whether it meets the threshold for exercising voting rights as stated in Article 4, Clause 6.

- (3) Before attending the shareholders' meeting of the invested company, the responsible unit shall prepare an evaluation analysis report on the exercise of voting rights, evaluating each proposal at the shareholders' meeting. If necessary, the responsible unit may communicate with the management before the meeting. After approval by the head of the responsible unit, authorized person shall execute electronic voting or assign a representative to attend the shareholders' meeting and exercise voting rights.
- (4) The authority to review the electronic voting platform shall be exercised by the department head of the responsible unit or the authorized head of the Equity Trading Section of the Treasury Department. The reviewer must not be the same person authorized to execute the electronic voting in the previous clause.
- (5) The computer settings related to the authorized voters and supervisor review of the electronic voting platform should be handled with the assistance of the Information Unit by submitting an information request form.
- (6) If the threshold for exercising voting rights as stated in Article 4, Clause 6 is not met, personnel may not be assigned to attend the shareholders' meeting. However, participation in the shareholders' meeting and exercising voting rights is still deemed necessary, an evaluation report can be submitted for approval by the head of the responsible unit to participate in electronic voting or apply to attend the shareholders' meeting and exercise voting rights.
- (7) To fully express opinions on proposals at the shareholders' meetings of the invested company and reduce the limitations of time and space on voting, O-Bank primarily uses electronic voting, with attending the shareholders' meeting as a supplementary method.

Article 6 : ESG Proposal Voting Guidelines

O-Bank's voting decisions will be categorized based on environmental, social, and corporate governance aspects, setting corresponding voting guidelines for different proposals :

(1) Definition of ESG Proposals

ESG proposals focus on the behaviors and strategies of the invested company in environmental, social, and corporate governance aspects. These proposals aim to promote responsible and transparent practices by the invested company to improve its performance in environmental protection, social impact, and governance structure. The goal is to

encourage the invested company to integrate ESG considerations into its business decisions and strategies, thereby strengthening its social and environmental responsibilities and promoting sustainable development.

(2) Covered ESG Issues (ESG Three Dimensions Issues) include but are not limited to :

Aspect	Focus Areas
Environment	<ul style="list-style-type: none"> ● Climate change ● Environmental protection ● Green resources ● Biodiversity
Social	<ul style="list-style-type: none"> ● Labor wages and benefits ● Health and safety ● Human rights maintenance ● Community development and feedback ● Consumer responsibility ● Product responsibility
Governance	<ul style="list-style-type: none"> ● Establishing an effective corporate governance framework ● Protecting shareholder rights, treating shareholders fairly, and playing their important functions ● Emphasizing the role of stakeholders in corporate governance ● Information disclosure and transparency ● Implementing board responsibility

(3) ESG Voting Guidelines

Aspect	Principles of Support	Principles of Opposition	Abstention
Environment	<ul style="list-style-type: none"> ● Directly improve the environmental protection measures of invested companies, such as climate transition proposals with reasonable completeness, plans to reduce greenhouse gas emissions from operations and supply chains, etc. 	<p>Actions that are significantly detrimental to environmental conservation or information disclosure, such as investment in production lines that cause significant environment pollution, investment in the thermal coal industry, and proposals causing irreversible impact on the natural</p>	<p>If the O-Bank has concerns about the environmental proposals of the invested company, and after communication with the invested company still has doubts or needs further observation, O-Bank may abstain from voting.</p>

	<ul style="list-style-type: none"> ● Help with information disclosure. 	environment and ecosystem.	
Social	<ul style="list-style-type: none"> ● promote the fulfillment of social responsibilities or employee benefits of the invested company, such as employee stock warrants issued below market price, treasury stocks transferred at a price below the repurchase price, community feedback plans, etc. ● Help with information disclosure. 	Actions that are significantly detrimental to corporate social responsibility, such as illegally employing child labor or migrant workers, forced labor, employment discrimination based on gender or education, investment in socially controversial industries such as the pornography industry, etc.	If O-Bank has any concerns about the social proposals of the invested company, and after communication with the invested company still has doubts or needs further observation, O-Bank may abstain from voting.
Governance	<ul style="list-style-type: none"> ● Help to improve corporate governance performance, such as internal control policies and long-term compensation policies linked to corporate profitability. ● Strengthen board functions, such as increasing the number of independent directors. ● Help with information disclosure. 	Proposals that negatively impact on corporate governance or shareholder rights, such as inaccurate financial reports, unjustified dismissal of certifying accountants, and removal of director non-competition restrictions with conflicts of interest concerns.	If O-Bank has concerns about corporate governance proposals of the invested company, and after communication with the invested company still has doubts or needs further observation, or there are disputes in the election of directors and supervisors of the invested company, O-Bank may abstain from voting.

Article 7 : Requirements that external service provider voting

recommendations are consistent with internal voting guidelines

If O-Bank entrusts external service providers to vote or provide voting recommendations, it will ensure through communication, agreement, or supervision that the entrusted external service institutions comply with O-Bank's voting guidelines. O-Bank remains ultimately responsible for the management and execution of outsourced matters.

Article 8 : Disclosure Method and Frequency

O-Bank will disclose the annual summary of voting results on the company website, conducted once a year.

Article 9 : These guidelines shall be implemented upon approval by the general manager and also apply to any amendments thereto.

Revision Records:

Approved by the General Manager on August 2, 2018

Approved by the General Manager on November 12, 2020

Approved by the General Manager on October 15, 2021

Approved by the General Manager on May 5, 2022

Approved by the General Manager on March 1, 2023

Approved by the General Manager on May 14, 2024