

# O-Bank Co., Ltd. Board Sustainability Committee

## Organizational Rules

Approved by the 9th Board of Directors in its 3rd meeting on August 21, 2023

Revision passed by the 9th Board of Directors in its 10rd meeting on June 27, 2024

### Article 1 (Basis for adoption)

O-Bank Co., Ltd. ("O-Bank") hereby establishes the Board Sustainability Committee ("the Committee") in accordance with relevant provisions of the "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies" and the "Sustainable Development Best Practice Principles for TWSE/TPEX Listed Companies" and adopts the Committee's Organizational Rules in order to implement corporate sustainability, achieve Environmental, Social, and Governance (ESG) goals, as well as strengthen sustainable governance.

### Article 2 (Scope of application)

Except as otherwise provided by law, regulation, or the O-Bank Articles of Incorporation, the number of Committee members, their terms of office and powers of office, rules of procedure, and related matters of the Committee shall accord with the provisions of these Organizational Rules.

### Article 3 (Composition of the Committee)

The Committee is a functional committee under the Board of Directors, and shall be composed of at least three directors appointed by resolution of the Board of Directors. At least half of the Committee's members shall be independent directors, and O-Bank's chairperson shall serve as the convener and meeting chair. A Committee member may possess the knowledge and capability in corporate sustainability.

Except as otherwise provided by law, regulation, or the O-Bank Articles of Incorporation, the term of a Committee member shall extend from the date of the director's selection as Committee member by the Board of Directors to the date of expiration of the director's term, the director's resignation from the Committee or the directorship, or the director's replacement by another director selected as Committee member by the Board of Directors.

In the event the Committee's member is unable to perform its duties, with the result that the number of Committee members falls below three (e.g. after a director reaches expiration of term, retires, or resigns or is dismissed from the Committee or their directorship), the Board of Directors shall convene within three months from the date of occurrence of the event to appoint a replacement. If the company has no other independent director, until the company completes the election of a succeeding independent director it may temporarily appoint a non-independent director to serve as a member of the Committee.

### Article 4 (Duties of the Committee)

Based on the authorization of the Board of Directors, the Committee shall perform the following duties with the care of a good administrator and present them to the Board of Directors:

1. Deliberate upon O-Bank's sustainability (ESG) strategies, including important matters such as climate change, corporate governance, and green finance.
2. Oversee O-Bank's annual sustainability plan and its success in meeting sustainability goals.
3. Deliberate upon O-Bank's sustainability report and supervise its sustainability-related disclosure matters.
4. Deliberate upon policy decisions regarding O-Bank's other sustainability-related matters.

#### Article 5 (Methods of attending and convening meetings)

Meetings of the Committee shall be convened at least once each half year, and extraordinary sessions may be additionally convened as necessary.

Meetings of the Committee shall be convened by the convener. When the convener is on leave or is unable to convene a meeting due to some reason, the convener shall delegate another Committee member to act as convener in their place. If the convener does not delegate someone to act in their place, the other Committee members shall select one member to serve as a convener.

When a Committee meeting is convened, the meeting notice shall set out the time, place, and reasons for the meeting, and shall be delivered to the Committee members seven days in advance of the meeting. In emergency circumstances, however, the meeting may be called on shorter notice. The meeting notice may be made in writing or electronic transmission.

The Committee's meeting agenda shall be approved by the meeting chair. Other members may also propose motions to the Committee for discussion. The meeting agenda shall be provided to the Committee members in advance.

The Committee's agenda working group is the Corporate Communications Department, which is responsible for assisting with planning agendas, convening meetings, preparing minutes, and handling other related matters. When the Committee convenes, relevant material shall be prepared for the Committee members attending the meeting to examine at any time.

The Committee may as necessary invite O-Bank's relevant department managers, internal auditors, accountants, legal advisors, or other corporate sustainability professionals to attend meetings as non-voting participants and provide related information.

#### Article 6 (Attendance and resolutions)

When the Committee convenes a meeting, it shall prepare a sign-in form for participants to sign as proof of their attendance. Members of the Committee shall attend meetings in person, but if unable to attend in person they may delegate another Committee member to attend as their proxy. Persons who attend meetings via video conference shall be deemed to have attended in person.

A Committee member who attends a meeting on behalf of another member as proxy shall furnish a proxy form at each meeting, and shall specify the scope of proxy in regard to matters for which the meeting is convened. A proxy may accept a proxy delegation from one person only.

A resolution of the Committee shall require the approval of a majority of the members present at a meeting attended by a majority of the Committee members. During voting, if the committee chair solicits opinions and receives no dissents, the motion shall be deemed passed, and the resolution has the same effect as a vote.

When the Committee submits a proposal for adoption by resolution it shall fully consider the views of the independent directors, and if they have dissenting opinions or reservations, these shall be recorded in the meeting minutes.

#### Article 7 (Recusal from deliberations)

The Committee members who have a conflict of interest with respect to a matter under discussion at a Committee meeting that could harm the interests of O-Bank, are unable to participate in discussions and voting, shall exercise recusal from discussions and voting, and are unable to exercise their voting rights on behalf of other Committee members.

Where the spouse or a blood relative within the second degree of kinship of a Committee member has an interest in a matter under discussion at the meeting, the member shall be deemed to have a personal interest in the matter.

If the Committee is unable to pass a resolution due to the provisions of this article, the matter under discussion shall be presented to the Board of Directors to approve a resolution.

#### Article 8 (Meeting minutes)

The proceedings of a Committee meeting shall be recorded in minutes, which shall note the following matters:

1. The session (or year), time, and place of the meeting.
2. The full names of the meeting chair and the person taking minutes.
3. The members attendance, including the name and number of persons present, on leave, and absent.
4. The name and job title of persons who attend Committee meetings as non-voting participants.
5. Matters reported on.
6. Matters discussed.
7. Other matters required to be recorded.

The sign-in form of the Committee is part of the minutes. If the meeting is convened by video conference, the video and audio data are also part of the minutes.

The Minutes of the proceedings must be signed or stamped by the meeting chair and minute-taker and within 20 days after the meeting shall be delivered to individual Committee members, and shall be retained for at least five years. The minutes of the proceedings may be prepared and distributed electronically.

Before the expiration of the retention period in the preceding paragraph, if a lawsuit arises regarding the relevant resolutions of the Committee, the retention period shall be extended to the end of the litigation.

#### Article 9 (Retention of professionals)

The Committee may resolve to retain lawyers, accountants, or other professionals to provide advisory or auditing services regarding the matters set out in Article 4 of these Organizational Rules.

#### Article 10 (Confidentiality obligation)

Committee members and persons who attend Committee meetings as non-voting participants shall maintain the confidentiality of sensitive O-Bank information which they learn, obtain, or come to possess in the performance of their job duties.

#### Article 11 (Implementation of the Committee resolutions)

The execution of tasks relating to resolutions adopted by the Committee based on the duties stipulated in Article 4 of these Organizational Rules may be delegated to the convener, other members of the Committee, or a related O-Bank working group for follow-up handling, with a written or verbal report to be presented to the Committee during the implementation period. When necessary, the matter shall be presented at the next meeting of the Committee for retroactive approval or presentation of a report.

#### Article 12 (Disclosures)

The Committee's agenda working group shall use the Market Observation Post System (MOPS) website of the Taiwan Stock Exchange to disclose the Committee's composition, the number of meetings held, member attendance at meetings, the Committee's Organizational Rules, and other related information. The Organizational Rules shall be placed on O-Bank's website for inspection.

#### Article 13 (Matters not addressed in these Rules)

Matters not addressed in these Rules shall be handled in accordance with the provisions of the competent authority's applicable laws and regulations as well as other applicable O-Bank rules and bylaws.

#### Article 14 (Implementation)

These Organizational Rules, and any subsequent amendments hereto, shall be implemented after approval by the Board of Directors.