

2023 Operation of the Board of Directors

The board of directors has met 13 times (A) in the most recent (2023) 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	13	0	100	
Director	Wei Chen Ma	11	2	85	
Director	Representative of Tsun Chueh Investment Co., Ltd.: Chung Yuan Chen	13	0	100	
Director	Representative of Tsun Chueh Investment Co., Ltd.: Daniel YM Song	13	0	100	
Director	Representative of Modern Investment Co., Ltd.: Chien Weng	13	0	100	
Independent Director	Ming Ling Hsueh	13	0	100	
Independent Director	Kuang Si Shiu	13	0	100	
Independent Director	Hsing Yi Chow	13	0	100	
Independent Director	Sheau Wen Yang	13	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) 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:
 - 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) 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) 12th meeting of the 9th board of directors on March 15, 2023
The motion to propose to sign an additional contract with National Chengchi University for industry-academia cooperation.
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.
 - (4) 12th meeting of the 9th board of directors on March 15, 2023
The motion to propose that the 2023 Annual General Meeting of Shareholders will be held on Friday, June 9, 2023 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.

(5) 12th meeting of the 9th board of directors on March 15, 2023

The motion for the Company's 2022 distribution of remuneration to 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, which was reported to the 2023 Annual General Meeting of Shareholders.

(6) 12th meeting of the 9th board of directors on March 15, 2023

The motion for the Company's 2022 distribution of remuneration to employees

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, which was reported to the 2023 Annual General Meeting of Shareholders.

(7) 14th meeting of the 9th board of directors on April 26, 2023

The motion for the general budget for the design and construction of the interior decoration works of the head office building of Yuanta Bank, a subsidiary of the Company.

Resolution:

- A. Directors Wei Chen Ma, Chung Yuan Chen, Daniel YM Song, and Chien Weng and Independent Directors Ming Ling Hsueh and Kuang Si Shiu 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.

(8) 14th meeting of the 9th board of directors on April 26, 2023

The motion to amend the Company's 2023 Audit Plan.

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.

(9) 14th meeting of the 9th board of directors on April 26, 2023

The motion to amend some provisions of the Regulations Governing the Shareholding of Senior Executives 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.

(10) 15th meeting of the 9th board of directors on May 22, 2023

The motion for the upgrade of the Yuanta Group's SAP financial accounting system.

Resolution: This motion was voted on individually by division and passed as a whole.

(11) 16th meeting of the 9th board of directors on June 28, 2023

The motion to evaluate and determine the remuneration of the Company's managers.

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.

(12) 16th meeting of the 9th board of directors on June 28, 2023

The motion for the Company's 2022 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.

(13) 16th meeting of the 9th board of directors on June 28, 2023

The motion for dispensing remuneration for the Company's commissioning of directors and supervisors for investment business in 2022.

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.

(14) 16th meeting of the 9th board of directors on June 28, 2023

The motion for the distribution of employee remuneration of the Company's managers 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.

(15) 17th meeting of the 9th board of directors on July 26, 2023

The motion for the signing of a lease agreement with a stakeholder, Yuanta Bank, for a portion of the head office building located at No. 157, Sec. 3, Renai Road, Daan District, Taipei City.

Resolution:

- A. Directors Wei Chen Ma, Chung Yuan Chen, Daniel YM Song, and Chien Weng and Independent Directors Ming Ling Hsueh and Kuang Si Shiu 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.

(16) 18th meeting of the 9th board of directors on August 23, 2023

The motion for the increase in the total budget for the construction of the Yuanta Financial Plaza of Yuanta Bank, a subsidiary of Yuanta Financial Holding Co., Ltd.

Resolution:

A. Directors Wei Chen Ma, Chung Yuan Chen, Daniel YM Song, and Chien Weng and Independent Directors Ming Ling Hsueh and Kuang Si Shiu 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.

(17) 18th meeting of the 9th board of directors on August 23, 2023

The motion for the authorization of the subsidiary, Yuanta Bank, to coordinate the apportionment of the budget for the renovation works of certain floors of Yuanta Financial Plaza leased by the Company.

Resolution: This motion was voted on individually by division and passed as a whole.

(18) 20th meeting of the 9th board of directors on October 25, 2023

The motion about the proposed increase in the construction budget of the “Nanjing Fuxing Urban Renewal Project,” which is reported and jointly participated by the five subsidiaries, including Yuanta Securities.

Resolution: This motion was voted on individually by division and passed as a whole.

(19) 22nd meeting of the 9th board of directors on December 27, 2023

The motion to present the Company’s 2024 Annual Audit Plan.

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.

(20) 22nd meeting of the 9th board of directors on December 27, 2023

The motion for adjusting the building lease agreement of Yuanta Financial Plaza between the Company and Yuanta Commercial Bank Co., Ltd.

Resolution:

A. Directors Wei Chen Ma, Chung Yuan Chen, Daniel YM Song, and Chien Weng and Independent Directors Ming Ling Hsueh and Kuang Si Shiu 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.

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 2022, which is valid from December 29, 2022 to December 28, 2024.

(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. The Company expects to conduct a triennial external evaluation of the performance of the board of directors in the year 2024.

- (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 7, 2023.

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	Money Laundering Prevention and Countering Financing of Terrorism and Directors' Legal Obligations and Responsibilities Promotion	Institute of Financial Law and Crime Prevention	3	14
			Seminar on Analysis of <i>Climate Change Response Act</i> and Corporate Response Strategies	Taiwan Corporate Governance Association	2	
			<i>Financial Consumer Protection Act</i> and Fair Treatment of Customers	Taiwan Securities Association	3	
			Net-Zero Carbon Emissions and Corporate Governance	Taiwan Securities Association	3	
			The Help and Impact of Emerging Information Security Technologies on Digital Innovation in Finance	Taiwan Securities Association	3	

Note 1: If a director is a corporation, the name of the corporation/institutional shareholder and the name of its representative shall be disclosed.

Note 2: The Company's directors (including independent directors) of the 9th board were elected on June 10, 2022.

Note 3: (1) Where a specific director may be relieved from duties before the end of the fiscal year, the date of discharge shall be specified in the "Remark" section. Actual and nonvoting attendance rate (%) was calculated based on the number of board meetings held during each director's term and the number of meetings actually attended by that director.

(2) Where a reelection may be held for filling the vacancies of directors before the end of the fiscal year, both the new and the discharged directors shall be listed, and they shall be specified in the "Remark" section if they are the former directors, newly elected, or re-elected and the date of the reelection shall also be specified. Actual and nonvoting attendance rate (%) was calculated on the basis of the number of board meetings held during each director's term and the number of meetings actually attended by that director.

