

Yuanta Financial Holding Company Remuneration Committee Charter

Approved by the Board of Directors on August 31, 2010 (3rd meeting of the 5th board)

Amendments approved on June 28, 2011 (15th meeting of the 5th board)

Amendments approved on March 27, 2012 (25th meeting of the 5th board)

Amendments approved on August 28, 2012 (30th meeting of the 5th board)

Amendments approved on June 16, 2016 (1st meeting of the 7th board)

Amendments approved on December 28, 2016 (8th meeting of the 7th board)

Amendments approved on November 27, 2019 (8th meeting of the 8th board)

Amendments approved on June 23, 2020 (17th meeting of the 8th board)

Article 1 (Purpose and Basis for Adoption)

To improve corporate governance, the Remuneration Committee (hereinafter: “the Committee”) shall be established in accordance with the Articles of Incorporation of Yuanta Financial Holding Company (hereinafter: “the Company”), and in accordance with the *Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded Over the Counter*, this Remuneration Committee Charter shall be adopted for compliance.

Article 2 (Scope of Application)

The composition, number of members, term of office, powers and functions, rules of procedure, and resources to be provided by the Company when exercising the powers and functions of the Committee shall be handled in accordance with the provisions of this Charter. If not provided for in this Charter, it shall be handled in accordance with relevant laws and regulations, regulations of competent authorities, and other rules and regulations of the Company.

Article 3 (Committee Composition, Number of Members, and Term of Office)

The members of the Committee shall be all the independent directors of the Company and shall consist of not less than three members, one of whom shall be elected from among themselves as the convener. The convener represents the Committee externally.

The members of the Committee are appointed by the nominating committee after reviewing their qualifications and potential conflicts of interest and with the consent of the board of directors. The term of office of the members is the same as that of independent directors. If the number of independent directors is less than the

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number specified in the preceding paragraph due to the dismissal of an independent director, a board by-election shall be held within three months from the date of occurrence of the fact. In the event of any change in the membership, the term of office shall expire at the end of the original term.

Article 4 (Duties and Powers)

The Committee shall exercise the care of a good administrator to faithfully perform the following duties and present its recommendations to the board of directors for discussion:

1. Establishing and periodically reviewing the performance assessment standards, and the policies, systems, standards, and structure for the compensation of the directors of the board and managerial officers of the Company.
2. Periodically assessing and setting the compensation for the directors of the board and managerial officers of the Company.

The Committee shall perform the duties under the preceding paragraph in accordance with the following principles:

1. Performance assessments and compensation levels of directors of the board and managerial officers shall take into account the general pay levels in the industry. Also to be evaluated are the reasonableness of the correlation between the individual's performance and the Company's operational performance and future risk exposure.
2. There shall be no incentive for the directors of the board or managerial officers to pursue compensation by engaging in activities that exceed the tolerable risk level of the Company.
3. For directors of the board and senior managerial officers, the percentage of employee remuneration to be distributed based on their short-term performance and the time for payment of any variable compensation shall be decided with regard to the characteristics of the industry and the nature of the Company's business.

"Compensation" as used in the preceding two paragraphs includes cash compensation, stock options, profit sharing and stock ownership, retirement benefits or severance pay, allowances or stipends of any kind, and other substantive incentive measures. Its scope shall be consistent with the compensation for directors of the board and managerial officers as set out in the *Regulations Governing Information to be Published in Annual Reports of Financial Holding Companies*.

Article 5 (Procedures for Convening a Meeting)

Meetings of the Committee shall be held at least twice a year, and may be held at

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any time as necessary.

In convening a meeting of the Committee, a notice setting forth the subjects to be discussed at the meeting shall be given to each member at least seven (7) days in advance. In emergency circumstances, however, the meeting may be convened on shorter notice.

The convener shall be the chairperson of the meeting of this Committee. If the convener takes leave or is unable to convene a meeting for any reason, the convener shall appoint another member on the Committee to act in his or her place. If the convener does not make such an appointment, a member of the Committee shall be elected by and from among the other members on the Committee to serve as convener.

The Committee may request directors of the board, managers of relevant departments, internal audit officers, certified public accountants, attorneys, or other personnel of the Company to attend the meeting as non-voting participants and to provide pertinent and necessary information. However, they shall leave the meeting during discussion and voting.

The Human Resources Department shall provide such assistance as may be necessary for the operation of the Committee and information on its proceedings.

Article 6 (Drafting of Meeting Agendas)

The agenda of the Committee shall be determined by the convener under the supervision of the Human Resources Department. Other members may submit motions to the Committee for discussion. Meeting agendas shall be forwarded to the Committee members in advance.

Article 7 (Rules of Procedure)

When a meeting of the Committee is held, an attendance book shall be made available for sign-in by the Committee members in attendance.

The Committee members shall attend the meeting in person. If a member is unable to attend the meeting in person, the member may appoint another member to attend as his or her proxy. Attending a meeting via telecommunications will be deemed attendance in person.

A member of the Committee that appoints another member as proxy to attend a meeting shall in each instance issue a written proxy stating the scope of authorization with respect to the items on the meeting agenda.

Resolutions at meetings of the Committee shall be adopted with the consent of one half or more of the entire membership. When a matter comes to a vote at a Committee meeting, if upon inquiry by the meeting chair no member voices an

objection, the matter will be deemed approved, with the same effect as approval by vote. The result of the vote shall be made known immediately and recorded in writing.

The proxy under Paragraph 2 may accept a proxy from one person only.

Article 8 (Recusal)

If a member of the Committee has a personal stake in the matter under discussion at the committee meeting, that member shall undertake to disclose the material content of the stake in the meeting. He or she shall not participate in discussions and voting if there is a risk that it is detrimental to the Company's interests and shall recuse himself or herself from discussions and voting and shall not exercise his or her voting rights on behalf of other members of the Committee.

If, as a result of the preceding paragraph, the Committee is unable to resolve the matter, it shall report the matter to the board of directors, who shall make the resolution.

Article 9 (Matters to be Recorded in Meeting Minutes)

Discussions at a meeting of the Committee shall be included in the meeting minutes, which shall faithfully record the following:

1. The session, time, and place of the meeting.
2. The name of the meeting chair.
3. Attendance of the Committee members at the meeting, specifying the names and the number of members present, excused, and absent.
4. The names and titles of those attending the meeting as non-voting participants.
5. The name of the minute taker.
6. The matters reported at the meeting.
7. Agenda items: For each proposal, the method of resolution and the result, the names of the Committee members involved in their own compensation matters and the contents of their compensation and recusal situations, and any objections or reservations expressed by the Committee members.
8. Extemporaneous motions: The name of the mover; the method of resolution and the result for each motion; a summary of the comments of the members of the Committee, experts and other persons present at the meeting; the names of the Committee members involved in their own compensation matters and the contents of their compensation and recusal situations; and any objections or reservations expressed by the Committee members.
9. Other matters required to be recorded.

If any member objects to or reserves his or her opinion on any of the resolutions of the Committee, and such objection or reservation is recorded in the minutes or a written statement is made, the fact shall be specified in the meeting minutes and be announced and declared on the information reporting website designated by the competent authority within two (2) days from the date of occurrence of the fact. The attendance book constitutes part of the minutes for each meeting of the Committee

The minutes of each meeting of the Committee shall bear the signature or seal of both the meeting chair and the minute taker. A copy of the minutes shall be distributed to each member on the Committee within twenty (20) days after the meeting, and shall be presented to the board of directors and retained as important corporate records for five (5) years.

The meeting minutes of Paragraph 1 may be produced and distributed in electronic form.

If the meeting is held via telecommunications, the audio and video materials also constitute part of the meeting minutes.

Article 10 (Resources to be Provided by the Company)

The Committee may, at the expense of the Company, resolve to retain the service of an attorney, certified public accountant, or other professional to conduct a necessary audit or to provide advice on matters relating to the exercise of the Committee's powers.

Article 11 (Implementation of Resolutions)

The Committee shall review, on a timely basis, matters relating to this Charter for amendment by the board of directors.

Matters resolved by the Committee and related implementation work may be delegated to the convener or other committee members for follow-up, with a written report to be presented to the Committee during the implementation period. When necessary, the matters shall be presented for ratification or a report made at the next meeting of the Committee.

Article 12 (Enforcement)

This Charter shall take effect after having been submitted to and adopted by the board of directors. Subsequent amendments thereto shall be effected in the same manner.