

Bank of Kaohsiung Co., Ltd.

Articles of Incorporation

Approved by a resolution adopted at Promoters Meeting on August 24, 1981
Amended and adopted at 1987 Regular Meeting of Shareholders on December 30, 1987
Amended and adopted at 1988 2nd Special Meeting of Shareholders on September 12, 1988
Amended and adopted at 1989 Regular Meeting of Shareholders on November 22, 1988
Amended and adopted at 1991 1st Special Meeting of Shareholders on January 10, 1991
Amended and adopted at 1991 2nd Special Meeting of Shareholders on April 24, 1991
Amended and adopted at 1993 Regular Meeting of Shareholders on October 29, 1993
Approved, amended, and adopted at 1994 Regular Meeting of Shareholders on October 26, 1994
Approved, amended, and adopted at 1995 Regular Meeting of Shareholders on October 12, 1995
Amended and adopted at 1997 Special Meeting of Shareholders on February 4, 1997
Amended and adopted at 1997 2nd Special Meeting of Shareholders on May 14, 1997
Amended and adopted at 1997 3rd Special Meeting of Shareholders on June 26, 1997
Amended and adopted at 1997 4th Special Meeting of Shareholders on August 11, 1997
Amended and adopted at 1998 Regular Meeting of Shareholders on November 27, 1998
Amended and adopted at 1999 Regular Meeting of Shareholders on December 7, 1999
Amended and adopted at 2001 Regular Meeting of Shareholders on May 22, 2001
Amended and adopted at 2002 Regular Meeting of Shareholders on June 20, 2002
Amended and adopted at 2004 Regular Meeting of Shareholders on June 10, 2004
Amended and adopted at 2005 Regular Meeting of Shareholders on June 23, 2005
Amended and adopted at 2006 Regular Meeting of Shareholders on June 22, 2006
Amended and adopted at 2007 Regular Meeting of Shareholders on June 14, 2007
Amended and adopted at 2008 Regular Meeting of Shareholders on June 19, 2008
Amended and adopted at 2011 Regular Meeting of Shareholders on June 16, 2011
Amended and adopted at 2012 Regular Meeting of Shareholders on June 21, 2012
Amended and adopted at 2013 Regular Meeting of Shareholders on June 20, 2013
Amended and adopted at 2014 Regular Meeting of Shareholders on June 19, 2014
Amended and adopted at 2016 Regular Meeting of Shareholders on June 23, 2016
Amended and adopted at 2017 Regular Meeting of Shareholders on June 22, 2017
Amended and adopted at 2018 Regular Meeting of Shareholders on June 20, 2018
Amended and adopted at 2019 Regular Meeting of Shareholders on June 20, 2019
Amended and adopted at 2020 2nd Regular Meeting of Shareholders on November 11, 2020
Amended and adopted at 2022 Special Meeting of Shareholders on December 22, 2022
Amended and adopted at 2024 Regular Meeting of Shareholders on May 24, 2024
Amended and adopted at 2025 Regular Meeting of Shareholders on May 23, 2025

Chapter I General Provisions

Article 1 Bank of Kaohsiung Co., Ltd., known as “Bank of Kaohsiung” (hereinafter referred to as “the Bank”), is duly incorporated under the Banking Act of The Republic of China and the Company Act. The English name hereof is “BANK OF KAOHSIUNG CO., LTD.” (abbreviated as “BOK”).

Article 2 The Bank aims at assisting the government in development and construction, promoting industrial and business development, supporting production, strengthening financing for small and medium enterprises, offering agricultural, labor and fishery loans, encouraging savings, and providing convenient services to the people in line with the national financial policy.

Article 3 The Bank is headquartered in Kaohsiung City, with branches set up at appropriate locations on account of business needs. Additional establishment, relocation or abolition of branches shall be reported to the competent authority for approval, and registered with the Ministry of Economic Affairs after the resolution of the Board of Directors.

Article 4 The Bank's public announcements shall be made in accordance with the relevant provisions of laws and regulations.

Chapter II Shares

Article 5 The Bank has capital amounting to NT\$30 billion, divided into 3 billion shares at NT\$10 par value. The capital may be issued in installments. Special shares may be issued within the amount of capital set forth in the preceding paragraph.

Article 6 The stocks issued by the Bank, except for those printing of physical securities is not required pursuant to relevant regulations, shall be registered, signed or sealed by the Chairperson and two or more directors, and issued in accordance with the laws and regulations.

Article 6-1 The rights and obligations related to special shares of the Bank and other important terms of issue thereof are as follows:

1. If there are earnings in the final accounts of each year, the Bank shall, after all taxes and dues have been paid according to law, first cover its losses in previous years, set aside a portion of the earnings as a legal reserve, and appropriate or reverse a special reserve in accordance with Article 35 of the Articles of Incorporation. Any remaining earnings may be first distributed as the special share dividends distributable for the year. If the amount is insufficient to distribute the dividends at the rate specified in the prospectus of Preferred Share and the Bank has no accumulated losses, the bank may distribute dividends from the additional paid-in capital of Preferred Share under capital reserve.
2. The Bank may distribute special share dividends at its own discretion. The annual dividend is calculated based on the issue price per share, and shall not exceed eight percent (8%).

3. Except for receipt of the dividends set forth in Subparagraph 2, special shareholders are not allowed to participate in the distribution of earnings and capital reserves as cash and equity capital to common shareholders.
4. Special shareholders have priority over common shareholders in the distribution of residual assets of the Bank. The order for them to receive indemnification is the same as that for holders of various special shares issued by the Bank, which is next to general creditors. However, such distribution shall not exceed the issuing amount.
5. Special shareholders do not have the rights to vote and elect. However, they have voting rights at meetings of special shareholders or shareholders' meetings in which issues related to the rights or obligations of special shareholders are raised.
6. Special shares shall not be converted into common shares. Special shareholders shall also not request the Bank to redeem the special shares held by them.
7. In case of no expiration date for special shares, the Bank may, at any time from the day following the fifth anniversary of the issue thereof, redeem the special shares in whole or in part at the original issue price. The special shares not redeemed yet shall still bear all the rights and obligations specified in the terms of issue, as stipulated in this article. If it is resolved at a shareholders' meeting to distribute dividends in the year when special shares are redeemed, the dividends distributable as of the date of redemption will be calculated according to the number of days before redemption in the year.

The Board of Directors is authorized to determine the name of special shares, date of issue, and specific terms of issue according to the capital market and investors' inclination to subscribe for special shares at the time of issue and in accordance with the Articles of Incorporation and applicable laws and regulations.

Article 7 Where a shareholder of the Bank is the same person or the same related party who individually, jointly or in aggregate holds

more than 5% of the Bank's total issued voting shares, or the accumulated shareholding increase/decrease in excess of 5% exceeds 1%, such shareholder shall make a declaration to the competent authority within ten (10) days from the holding date. The same person or the same related party who intends to hold 10%, 25%, or 50% of the Bank's total issued voting shares individually, jointly or in aggregate shall apply to the competent authority for approval beforehand respectively.

The same person as referred to in the preceding 2 paragraphs is the same natural person or the same institution; the scope of the same related party is specified under Article 25 and Article 25-1 of the Banking Act.

Where the same person, or the principal and his or her spouse, or minor child(ren) holds more than 1% of the Bank's total issued voting shares, such principal shall notify the Bank.

Article 8 The Bank shall handle its stock affairs in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" promulgated by the competent authority.

Chapter III Business Operation

Article 9 The Bank's scope of business is shown as follows:

H101021 Commerce Banking

H301011 Securities Brokerage

H601011 Personal Insurance Agency

H601021 Property and Liability Insurance Agency

The Bank may also concurrently engage in other financing-related businesses approved by the competent authority.

Article 10 The Bank may accept commissioning from other financial institutions to engage in various businesses in agency.

Chapter IV Shareholders' Meeting

Article 11 The shareholders' meetings are classified into two categories, i.e., the regular shareholders' meeting and special shareholders' meeting. The regular shareholders' meeting shall be convened on an annual basis. The special shareholders' meeting may be convened whenever necessary.

The regular shareholders' meeting mentioned in the preceding Paragraph shall be duly convened by the board of directors within six (6) months from the closing of every fiscal year.

Unless otherwise prescribed in the Company Act, a special shareholders' meeting may be duly convened according to law whenever necessary.

When necessary, a meeting of special shareholders may be convened in accordance with applicable laws and regulations.

Article 12 Notices of regular shareholders' meetings shall be served to all shareholders 30 days prior to the scheduled meeting date and that of a special shareholders' meeting shall be served 15 days prior to the scheduled meeting date, specifying the date, place, and reason(s) for convening the meeting.

For shareholders who hold less than one thousand shares, notices of regular and special shareholders' meetings may be served by means of public announcements 30 days and 15 days prior to the scheduled meetings, respectively.

Article 12-1 When the shareholders meeting is in session, the bank should specify vote may be cast in electronic mean and the meeting could be held via videoconferencing or any other means as announced by the competent authority at the central level. If the shareholders meeting is held via videoconferencing, shareholders who participate in the videoconference shall be construed as attending the shareholders meetin in person. If the competent authority of securities have requirements for the the condition, operation procedure, or others to be complied with for the aforementioned videoconference, comply accordingly.

Article 13 For each shareholders' meeting convened by the Bank, a shareholder may issue a power of attorney printed by the Bank, expressly stating therein the scope of authorization and send it to the Bank five days prior to a shareholders' meeting. In case of repeated powers of attorney, the first-served one shall prevail unless an earlier power of attorney is rescinded. For shareholders authorizing a proxy to attend a meeting, the provisions of the Company Act and the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" issued by the competent authority shall be abided by.

Article 14 The shareholders' meeting shall make resolutions and execute matters as follows:

1. Enact and amend the Bank's Articles of Incorporation.
2. Make resolutions on capital increase and reduction.
3. Elect, appoint, or dismiss directors.
4. Examine statements and books prepared by the Board of Directors and reports of the Audit Committee, as well as select inspectors to examine the above.
5. Make resolutions on the distribution of surpluses, and allocation of dividends and bonuses.
6. Make resolutions on other important matters.

Article 15 Resolutions at a shareholders' meeting shall, unless otherwise provided by relevant laws and regulations, be adopted with the consent of over half of the votes represented by the shareholders attending a meeting in person or by proxy, and the attending shareholders shall represent more than half of the total issued voting shares.

When the number of attending shareholders falls short of the quorum specified in the preceding paragraph, but there are shareholders who represent one-third or more of the total issued shares attending a meeting, a tentative resolution may be passed with the consent of over half of the votes represented by the attending shareholders. A notice of the tentative resolution shall be given to each shareholder, and another shareholders' meeting shall be convened within one month.

In the aforesaid shareholders' meeting, if shareholders representing one-third or more of the total issued shares have attended and over half of the votes represented by the attending shareholders have approved the tentative resolution, the resolution is deemed the same as resolutions adopted under the first paragraph.

The tentative resolution mentioned in the preceding two paragraphs does not apply to matters for which a special resolution shall be adopted in accordance with the Company Act.

Article 16 The Bank's shareholders are entitled to one vote per share, except for shares without the rights to vote as prescribed by the Company Act.

Article 17 Resolutions adopted at a shareholders' meeting shall be

recorded in the minutes of the meeting, which shall be signed or sealed by the chairperson of the meeting and distributed to all shareholders of the Bank within twenty (20) days after the meeting.

The minutes may be prepared in electronic form and distributed by means of a public announcement.

The minutes of meeting on record shall contain information on the year, month, day, place, name of the presiding officer, method of resolution, summary of the procedure and result of the meeting and shall be kept by the Bank of Kaohsiung in the duration of its perpetuity.

The attendance list bearing the signatures of the attending shareholders and the powers of attorney of the proxies shall be kept for at least one year. However, if a lawsuit has been instituted by any shareholder in accordance with Article 189 of the Company Act, the attendance list or power of attorney involved shall be kept until the legal proceedings of the foregoing lawsuit are concluded.

Chapter V Board of Directors

Article 18 The Bank shall have 11 to 15 directors for the organization of the Board of Directors, and there shall not be less than one director of different gender.

Directors serve for a term of three years and are eligible for re-election. However, the government and corporate shareholders or their representatives who are elected as directors may be replaced at any time in accordance with their duties.

For the election of directors, candidates shall be nominated, and shareholders shall elect the directors from the list of director candidates.

When one third of the directorship becomes vacant, the Board of Directors shall call a special shareholders' meeting within 60 days for a by-election. Replacing or by-elected directors shall serve the unexpired term of their predecessors.

The aggregate shareholding of all directors shall not be less than the percentage specified by the competent authority.

Article 18-1 The Board has two offices: the Audit Office and the Secretariat.

There is one auditor general to oversee audit operations throughout the bank; in the secretariat, there is a chief secretary to take charge of board meetings related matters, and other executives and non-executive personnel are appointed as required. The Audit Office should make a business report to the Board of Directors and the Audit Committee at least once every six months.

Article 19 The Bank shall have at least three independent directors and their number shall not fall short of one-third of the total number of directors.

More than half of the independent directors shall not hold office for more than three consecutive terms. Starting from 2027, the consecutive terms of all independent directors shall not exceed three consecutive terms.

Regarding the professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination and election, and other matters of compliance with respect to independent directors, the relevant regulations prescribed by the competent authority shall apply.

Article 19-1 The Bank has established an Audit Committee since the 12th Board of Directors, which is composed entirely of independent directors. The committee shall have no less than three persons, and one of them shall be the convener. At least one of them shall have accounting or financial expertise.

The exercise of the Audit Committee's duties and other matters of compliance shall be in compliance with the relevant laws and regulations as well as the Bank's "Audit Committee Charter".

Article 19-2 The Board of Directors shall establish a remuneration committee and other functional committees. Regulations governing the exercise of their powers of office shall be separately prescribed by the Board of Directors.

Article 20 A Board of Directors' meeting shall be attended by at least two thirds of the directors, and three to five managing directors shall be mutually elected among the directors with the consent of over half of the attending directors. Moreover, a Chairperson of the Board of Directors shall be mutually

elected among the managing directors with the consent of over half of the attending managing directors at a meeting attended by over two-thirds of the managing directors. At least one of the managing directors shall be independent director and the number of independent directors shall not be less than one fifth of the number of managing directors. The Chairperson of the Board of Directors shall preside the shareholders' meetings, the Board of Directors' meetings, and the meetings of managing directors, and represent the Bank before external parties.

In case the Chairperson is on leave or absent or fails to exercise his/her power and authority for a reason, he/she shall designate one of the managing directors to act on his/her behalf; where the Chairperson has failed to designate a managing director to act on his/her behalf, the managing directors shall mutually elect an Acting Chairperson of the Board of Directors.

The Board of Directors is authorized to examine and specify the remuneration for directors by referencing the customary standards of the same industry.

The remuneration for the Chairperson of the Board of Directors is calculated at 1.25 times the incomes paid to the General Manager.

When the Chairperson retires or resigns, his/her pension shall be calculated on the basis of two points per year for the duration of his/her employment pursuant to the provisions pertaining to the pension fund system in the Labor Standards Act, without being subject to age or seniority.

Article 21 The board of directors shall have the following powers, duties and responsibilities:

1. Proposal for increase/ decrease of the Bank's capital.
2. Review and decision on establishment, change or dissolution of a unit of the bank.
3. Review and decision on the Bank's budget and financial statements.
4. Enactment of and amendment to the internal control system and evaluation of the validity of the internal control system.

5. Proposal for enactment of or amendment to the Procedures for the Acquisition or Disposal of Assets.
6. Enactment of and amendment to the Procedures to Engage in Transactions and Disposal of Derivatives.
7. Proposals for allocation of earnings.
8. Appointment, discharge and payment of the auditing Certified Public Accountant(s).
9. Appointment and discharge of the Auditor-General, law compliance directors, consultants, chief secretary, assistant managers, corporate governance heads, heads of various divisions, departments, and units of the Head Bank, directors of finance, accounting, and risk management, and branch managers.
10. Review and decision on the standards for performance evaluation of managerial officers and business staff.
11. Review and decision on the standards for remuneration and fringe benefits.
12. Appointment of the directors (supervisors) and representatives for investees and subsidiaries.
13. Donations to related parties or significant donations to non-related parties. In case of donation to public interests in case of significant acts of God or disaster by nature, nevertheless, it may be posed to next board of directors meeting for retroactive acknowledgement.
14. Review and decision on the Bank's business plans.
15. Surveillance over the mechanism of risk control.
16. Review and decision on the Bank-wide loaning policies, major credit facility loans and investment cases.
17. Review and decision on the external contracts and commissioned cases.
18. Review and decision on the real estate transaction and leasehold cases.
19. Review and decision on major rules and regulations.
20. Other responsibilities and powers bestowed by laws or a shareholders' meeting.

Article 21-1 The Bank may enter into a liability insurance contract with an insurance company for the directors' and key staff's liability for compensation within the scope of their duties.

Article 22 The Chairman shall call for the session of the Board unless the Company Act provides otherwise.

Unless otherwise provided, resolutions of the Board of Directors shall be adopted by over half of the attending directors at a meeting attended by over half of the directors. The meeting minutes shall be signed or sealed by the Chairperson and kept together with the attendance record signed by the attending directors.

Article 23 The Board of Directors' meetings are divided into two categories which are:

1. Regular meeting: The Board of Directors meets once every two months; the managing directors meet once every two weeks. Both shall be convened by the Chairperson.
2. Special meeting : In the event of a vital issue or at the proposal of more than half of the Directors in writing with the content and the reasons of meeting specified pursuant to Article 203-1 of the Company Act, the Chairman shall call for a special session at any time. In addition, a special session of the Executive Directors may also be called where necessary.

Notices of Board of Directors may be served in writing, by fax or e-mail.

Article 24 In case a director is unable to attend a meeting for any reason, he/she shall notify the Board of Directors in advance and designate another director to act on his/her behalf, but a power of attorney, stating the scope of authorization thereof shall be presented in each incident.

A proxy mentioned above shall accept one person's authorization only.

Article 25 During the recess of the Board of Directors, the managing directors shall meet regularly to exercise the power and perform the duties of the Board of Directors in accordance with the provisions of laws and regulations, the Articles of Incorporation herein, and the resolutions adopted by the shareholders' meetings, except for matters described in Paragraphs 1-13 of Article 21 and the following matters:

1. Examination and approval of important contracts concerning merger, division, transfer of business or assets and acceptance of business or assets transfer.
2. Examination and approval of real estate transactions worth of more than NT\$300 million.
3. Review and approval of directors' remunerations.
4. Other matters that shall be deliberated by the Board of Directors as required by law.

Resolutions made at a managing directors' meeting shall be reported to the Board of Directors for future reference.

Article 26 Resolutions of the managing directors' meeting shall, unless otherwise prescribed by the Company Act, be adopted by over half of the attending managing directors in a meeting attended by over half of the managing directors.

Article 27 When a Board of Directors' meeting or a managing directors' meeting is convened, the General Manager, Deputy General Manager, and relevant competent supervisors may be required to present themselves in the meeting to answer inquiries.

Chapter VI (Deleted)

Article 28 (Deleted)

Article 29 (Deleted)

Article 30 (Deleted)

Chapter VII Managers

Article 31 The Bank shall have one General Manager and several Deputy General Managers, to be nominated by the Chairperson of the Board of Directors, and whose appointment and dismissal shall be approved by more than half of the Board members.

Article 32 The General Manager shall oversee the Bank's affairs by upholding the Chairperson's orders and the resolutions of the Board of Directors, and the Deputy General Manager shall assist the General Manager in handling the Bank's affairs. When the General Manager is unable to perform his/her duties for any reason, the Chairperson shall designate one of the Deputy General Managers as acting by proposing to the Board of Directors.

Chapter VIII Accounting

Article 33 The Bank's accounting year runs from January 1 to December 31 each year, and is designated according to the Republic of China calendar. Accounts are concluded twice a year, with June 30 as the closing date for the first half and December 31 the closing date for the second half. At the end of the year, the annual financial statements should be prepared based on the closing figures of the two halves.

Article 34 At the close of each fiscal year, the Bank's Board of Directors shall prepare the following statements and shall submit them to the regular shareholders' meeting for ratification according to the statutory procedures:

1. the business report;
2. the financial statements; and
3. the surplus distribution or loss make-up proposals.

The foregoing statements shall be forwarded to the competent authority and the Central Bank for reference within 15 days after the Board of Directors has submitted them to the regular shareholders' meeting for ratification.

Article 34-1 If a profit is made in a year, 5% of the profit shall be set aside as employees' compensation, of which allocated as remuneration to basic-level employees shall be no less than 1%, and no more than 1.25% as directors' remunerations. However, if the Bank has an accumulated loss, the loss shall be made up first, and then employees' compensation and directors' remunerations may be allocated from the remaining surplus.

The allocation manner of employees' compensation referred to in the preceding paragraph and the scope of basic-level employees in addition to the ratio of remuneration allocation shall be approved by over half of the attending directors in a meeting attended by at least two thirds of the directors in the Board, and shall be reported to the shareholders' meeting. However, directors' remunerations shall only be distributed in cash.

Distribution of directors' remunerations shall be proposed by the Remuneration Committee and submitted to the Board of Directors. Decision shall be made with approval by over half

of the attending directors in a meeting attended by two thirds of the directors in the Board.

Article 35 If there is a surplus in the Bank's year-end accounts, after paying the taxes in accordance with the law and making up for the losses of the past years, the Bank shall set aside 30% as a statutory reserve, appropriate or return a special reserve according to the laws and regulations and business needs, then distribute preferred stock dividends. The remaining balance plus the undistributed earnings of the previous years shall be used as the distributable amount. 30% to 100% of the distributable amount is contributed. The Board of Directors shall draft the proposal for the distribution of the remaining earnings and submit to the shareholders' meeting for the approval of the dividend and bonus distribution to the shareholders.

Dividends to shareholders will be distributed in both stock and cash dividends in accordance with the Bank's operational plan. However, cash dividend shall not be less than 10% of the total dividend distributed; if the cash dividend distributed per share is less than NT\$0.1, unless otherwise resolved by the shareholders' meeting, it will not be distributed.

Before the legal reserve runs up to the amount equivalent to the total capital, or when the regulatory capital to risk assets ratio has not met the requirements of the Banking Act, the maximum cash surplus allocation shall be handled in accordance with the Banking Act and the competent authority's regulations.

Chapter IX Supplementary Provisions

Article 36 The Bank's Organizational Charter shall be separately enacted.

Article 37 Matters not covered herein shall be handled in accordance with the Company Act, Banking Act, and relevant laws and regulations.

Article 38 The Articles of Incorporation shall come into force after passing by the Shareholders' Meeting. The same procedure is applicable to any amendments thereto.

The Articles of Incorporation was amended, with addition and removal of provisions, including the amendment to Article 11, Article 14, Article 19, Article 19-1, Article 21-1, Subparagraph

16 of Article 25, Article 34, Article 35, and removal of Article 28 to Article 30 in Chapter VI on 2013.06.20, which came into force after the election of the 12th Board. All other amendments came into force at the resolutions of the Shareholders' Meeting.

The amendment to the Articles of Incorporation on 2014.06.19 became effective at the resolutions of the Shareholders Meeting except Article 18-2 regarding the adoption of the candidate nomination system for the candidates to the seats of Non-Independent Directors, which was effective after the election of the 13th Board of Bank of Kaohsiung.