

Bank of Kaohsiung Co., Ltd.

Regulations Governing the Election of Directors

Amended and resolved in the shareholders' meeting convened on October 24, 1997

Duly resolved in the Bank's Shareholders' Meeting 2002 convened on June 20, 2002

Duly resolved in the Bank's Shareholders' Meeting 2006 convened on June 22, 2006

Duly resolved in the Bank's Shareholders' Meeting 2007 convened on June 14, 2007

Duly resolved in the Bank's Shareholders' Meeting 2011 convened on June 16, 2011

Duly resolved in the Bank's Shareholders' Meeting 2014 convened on June 19, 2014

Duly resolved in the Bank's Shareholders' Meeting 2021 convened on July 23, 2021

Article 1 This set of Regulations is amended pursuant to Article 30 of the “Ethical Corporate Best Practice Principles for Banking Industry” for the fair, just and transparent election of Directors.

Article 2 The election of Directors at Bank of Kaohsiung shall be governed by this set of Regulations unless the law or the Articles of Incorporation provides otherwise.

Article 3 The overall establishment of the Board shall be taken into consideration in the election of Directors. Members of the Board shall be disciplined in the knowledge, skill and accomplishment in their assigned duties. They shall be capable of the following:

1. Capacity in making judgment in operation.
2. Capacity in accounting and financial analysis.
3. Capacity in corporate management.
4. Capacity in crisis management.
5. Industry knowledge.
6. International view of market.
7. Leadership.
8. Decision-making capacity.

Of all the seats of Directors, spouse or kindred within the 2nd Tier of the Directors shall not occupy more than half of the total seats of Directors.

The qualification requirements of the Directors for the Bank shall be complying with the requirements in Article 9 of the “Regulations Governing the Qualification Requirements and Restriction of Part-Time Engagement and Particulars of Compliance for Representatives of Banks.”

Article 4 The Bank adopt the candidate nomination system for the election of Directors. Shareholders shall elect the candidates on the list. The election of Independent Director shall be held simultaneously with the election of Directors. Votes will be counted for the candidates to different seats.

The qualification requirements and appointment of Independent Directors of the Bank shall be in compliance with the “Securities and Exchange Act”, and “Regulations Governing Appointment of Independent Directors and Matters of Compliance for Public Companies.”

Article 5 In case of the relief of particular Director from office, to the extent that the number of Directors falls below 5 seats, an election should be held in the nearest session of the Shareholders Meeting to fill the vacancies. If there is more than 1/3 of the seats of the Directors were left vacant, a special session of the Shareholders Meeting shall be called within 60 days after the vacancy to hold a new election of Directors for filling the vacancies.

If the number of seats for Independent Directors falls below the requirement as stated in Paragraph 1 in Article 14-2 in the exception of the Securities and Exchange Act, an election should be held to fill the vacancies in the nearest session of the Shareholders Meeting. If a specific Independent Director was relieved from office, a special session of the Shareholders’ Meeting shall be held to elect new Independent Directors to fill the vacancy within 60 days thereafter.

Article 6 The accumulative single voting system is adopted for the election of Directors for the Bank. The holder of each share is entitled to the number of votes equivalent to the seats of Directors to be elected. Shareholders may cast all votes for a particular candidate or split up the votes for various candidates.

Article 7 The Board shall prepare ballots equivalent to the number of seats of Directors to be elected with the inscription on the number of votes allocated for release to the shareholders. The name of the voter may be expressed by the attendance pass number printed on the ballots instead.

Article 8 The number of seats for the Directors and Independent Directors of the Bank as stated in the Articles of Incorporation will be the basis of allocation of votes for the election of Directors and Independent Directors. Candidates who won the majority of the votes will be elected to the seats, followed by the candidates winning the second majority of the votes, and so on. If there are more than 2 candidates winning the same number of votes, they shall participate in a lot drawing. The candidate who pick the lot will be elected to the seats. The presiding officer shall act on behalf of the candidates in the lot drawing.

Article 9 The presiding officer shall appoint several scrutineers and tally clerks, who must also be shareholders, before the commencement of election. They shall perform their assigned duties. The Board shall prepare the ballot box and open the box in public for the inspection of the scrutineers.

Article 10 A ballot shall be invalid if any of the following applies:

1. No use of the ballots prepared by parties entitled to call for the session of Shareholders Meeting.
2. Blank ballot in the ballot box .
3. The handwriting is blurred that cannot be identified or being marked for correction.
4. The candidate is found irrelevant with the names of candidates on the list for election to the seats of Directors.
5. Other wording was marked on the ballot in addition to the number of voting rights of the candidate.

Article 11 The ballots shall be opened on the scene immediately after the balloting. The presiding officer shall announce the result on the scene and the number of votes won by the winners.

The ballots of the aforementioned election shall be sealed and affixed with the signatures of the scrutineers for keeping for at least 1 year. If legal proceedings was instated pursuant to Article 189 of the Company Act, the ballots shall be kept until the final judgment of the proceedings.

Article 12 The Director Elects and Independent Director Elects will be notified by the Bank in writing.

Article 13 This set of Regulations shall come into force after passing by the Shareholders' Meeting. The same procedure is applicable to any amendments thereto.

The amendment to this set of Regulations on 2014.06.19 shall come into force as passed by the Shareholders Meeting except Article 5 on the candidate nomination system for the election of Non-Independent Directors, which will come into force after the election held by the 13th Board for new Directors.