

Bank SinoPac Company Limited

Audit Committee Charter

Article 1

To achieve sound corporate governance and strengthen the professional competency of the Board of Directors (the "Board"), the Bank has formulated the Audit Committee (the "Committee") Charter (the "Charter") in accordance with Article 14-4 of the Securities and Exchange Act (the "Act") and Article 3 of the "Regulations Governing the Exercise of Powers by Audit Committees of Public Companies."

Article 2

The number of members, terms, duties and powers, and rules of procedure of the Committee, resources to be provided by the Company for the Committee to exercise its duties, etc. are subject to the provisions of the Charter.

Article 3

The main purpose of the Committee is to supervise the following matters:

1. Fair presentation of the Company's financial statements;
2. Appointment (dismissal), independence and performance of the certified public accountants (CPAs);
3. Effective implementation of the Company's internal control;
4. Regulatory compliance; and
5. Control over the Company's existing or potential risks.

Article 4

The Committee is composed of all Independent Directors. The number of members shall not be less than three and one of them would be the convener. At least one member shall have accounting or financial expertise.

The Committee's Independent Directors shall serve a term of three years, and may be eligible for re-election. If they are dismissed for any reason and the number of members fails to satisfy the preceding paragraph or the number stipulated in the Articles of Incorporation, new members shall be elected in the next shareholders' meeting to fill in the vacancies. When all Independent Directors are dismissed, the Company shall, within 60 days from the date of occurrence, convene an extraordinary general meeting to hold the election.

When all of the Bank's shares issued are held by the same financial holding company, the aforementioned Independent Directors would be appointed by the financial holding company.

Article 5

Duties and powers stipulated in the Act, the Company Act, and other laws and regulations to be exercised by Supervisors, except for ones prescribed in Paragraph 4, Article 14-4 of the Act, are to be exercised by the Committee.

Provisions of Paragraph 4, Article 14-4 of the Act covering provisions in the Company Act associated with the Independent Directors' behaviors or Independent Directors acting as corporate representatives shall apply mutatis mutandis to the Committee's Independent Directors.

Article 6

The duties and powers of the Committee are as follows:

1. Formulate or amend internal control system pursuant to Article 14-1 of the Act;
2. Assess the effectiveness of the internal control system;
3. Formulate or amend procedures for significant financial or business activities, e.g. acquisition or disposal of assets and derivatives transactions, pursuant to Article 36-1 of the Act;
4. Matters involving Directors' personal interests;
5. Material asset or derivative instrument transactions;
6. Offering, issuance, or private placement of equity-type marketable securities;
7. Appointment, dismissal or remuneration of CPAs;
8. Appointment or discharge of a financial, accounting, or internal audit manager;
9. Annual and semi-annual financial reports; and
10. Other material matters governed by the Company or the competent authority.

The resolution of the preceding paragraph shall be approved by the majority of all Audit Committee members and be submitted to the Board for resolution.

Except for Subparagraph 9, matters prescribed in the first paragraph shall be approved by two-thirds of all Directors if the majority of all Audit Committee members does not approve.

"All Audit Committee members" are number of persons currently holding those positions.

The convener of the Committee represents the Committee externally.

Article 7

The Committee meets at least once a quarter and may meet at any time as needed.

The meeting notice shall indicate the reasons for convening the Committee meetings and be given to all Independent Director members of the Committee seven days before the meeting. However, emergencies are not subject to this requirement.

The Committee members shall elect one from among themselves to be the convener and the chairperson of meetings. If the convener is on leave or is unable to convene the meeting for some reasons, the convener shall appoint another Independent Director member to stand proxy. If the convener does not appoint a proxy, the Independent Director members shall elect one person from among themselves to stand proxy.

The Committee may invite the Bank's management members from relevant departments, internal auditing personnel, CPAs, legal consultants or other personnel to attend the meetings and provide relevant information. However, they shall leave the meetings during discussion and voting.

When convening the Committee meetings, relevant information shall be provided to the Committee members as reference materials.

Committee members are unpaid positions. However, they are entitled to an attendance fee of NT\$5,000 when they attend the Committee meeting in person.

Article 8

When the Committee meeting is convened, a signature book shall be provided for the attending Independent Directors to sign in and be available for future reference.

Independent Director members shall attend the Committee meeting in person. The Independent Director who is unable to attend in person shall appoint another Independent Director member to attend the meeting on his/her behalf as a proxy. Attendance by video conference shall be deemed to attend in person.

The Committee member who appoints other Independent Director member to attend the Committee meetings shall submit a power of attorney each time, indicating the scope of authorization with respect to the reasons for convening the meeting.

The resolution of the Committee shall be approved by more than one-half of the members. The voting result shall be announced at the meeting and placed on record.

If the Committee meeting cannot be held due to legitimate reasons, it shall be approved by more than two-thirds of all Directors of the Board. However, the Independent Director members shall still express opinions on whether to approve matters referred to in Subparagraph 9, Paragraph 1 of Article 6.

The proxy referred to in the second paragraph shall be authorized by one person only.

Article 9

The Committee meetings' proceedings shall be recorded in the meeting minutes, which shall contain the following items:

- 1.The meeting term, time, and venue;
- 2.Chairperson's name;
- 3.Attendance of the Independent Directors, including the names and numbers of those who are present, on leave, and absent;
- 4.Names and title of attendees;
- 5.Recorder's name;
- 6.Report items;
- 7.Discussion items: The voting method and result of each proposed resolution; speech summary of Independent Director members, experts and other persons; name of Independent Director member having a personal interest pursuant to Paragraph 1 of Article 11; description of major aspects of the personal interest; the reasons for recusal or non-recusal; the circumstances of recusal; and objections or reservations;
- 8.Temporary motions: Name of proposer; the voting method and result of each proposed resolution; speech summary of Independent Director members, experts and other persons; name of Independent director member having a personal interest pursuant to Paragraph 1 of Article 11; description of major aspects of the personal interest; the reasons for recusal or non-recusal; the circumstances of recusal; and objections or reservations; and
- 9.Other items that shall be recorded.

The Committee meeting attendance book is part of the minutes of the proceedings and shall be properly kept during the existence of the Bank.

The meeting minutes shall be signed and affixed with the seals of the chairperson and the recorder of the meeting and be distributed to all Independent Director members within twenty days after meeting. The minutes shall be deemed important files of the Company and be properly kept during the existence of the Bank.

The production and distribution of the meeting minutes in Paragraph 1 may be made electronically.

Article 10

The Committee's meeting agenda is determined by the convener. The Board Secretariat Department is the designated division responsible for the Committee meetings. Other members may also submit proposals to be discussed by the Committee.

Article 11

With regard to agenda items of which the Independent Director members have a personal interest, they shall disclose the major aspects of such personal interest. If the Company's interest may be impaired, those Independent Directors shall not participate in and shall recuse themselves from discussion and voting. Also, they shall not exercise the voting rights as proxy for other Independent Director members.

If the Committee is unable to make a resolution due to provisions of the preceding paragraph, it shall report to the Board for the Board to make the resolution instead.

Article 11-1

The Bank shall audio or video record the entire process of a Committee meeting and preserve the record for at least five years, and the file shall be preserved electronically.

When a lawsuit concerning relevant resolutions of the Committee occurs before the expiration of the preservation period in the preceding paragraph, relevant audio or video records shall be preserved until the end of the lawsuit.

In the case of a video Committee meeting, its video and audio material is part of the meeting minutes and shall be properly preserved during the Bank's preservation period.

Article 12

The Committee may, by resolution, engages lawyers, accountants or other professionals to audit or provide advice on matters stipulated in Article 6. The expenses incurred shall be borne by the Company.

Article 13

The Committee members shall exercise the due care of a prudent administrator and faithfully perform the duties prescribed in the Charter and shall be responsible to the Board of Directors and submit proposals to the Board of Directors for resolution.

Article 14

The Committee shall periodically review matters related to this Charter and make recommendations to the Board for amendments.

The execution of matters resolved by the Committee may be delegated to the convener, other Committee members or designated management departments, and they shall submit written or oral reports to the Committee during the execution. If necessary, their actions may be ratified or reported in the next Committee meeting.

Article 15

The Charter shall be implemented after the approval of the Board of Directors by resolution, and the same shall apply to any amendments.

The Charter was adopted in the 1st meeting of the 9th-term Board of Directors in 2016 on July 1, 2016.

The amendment was adopted in the 1st meeting of the 9th-term Board of Directors in 2018 on February 2, 2018.