

## **Bank SinoPac Company Limited**

### **Board Credit Committee Charter**

- Article 1      The Board Credit Committee Charter (the "Charter") is formulated in accordance with Article 25 of the Company's Articles of Incorporation and Article 35 of the "Corporate Governance Best-Practice Principles for Banks."
- Article 2      The number of members, terms, functional authorities, and rules of procedure of the Board Credit Committee (the "Committee");, resources to be provided by the Company for the Committee to carry out its duties; annual reviews and assessments of whether to update the Charter, etc. are subject to the provisions of the Charter.
- Article 3      The Committee is delegated by the Board of Directors (the "Board") to assist the latter with reviewing credit cases and credit risk-related investment cases which exceed the President's level of authority. Those cases must be reviewed by the Credit and Investment Committee, followed by managers of all levels based on the level of authority, before being submitted to the Committee for approval. The Committee shall report to the Board on a regular basis for reference. However, credit cases and credit risk-related investment cases that must be approved by the Board due to regulatory compliance shall still be submitted to the Board for approval.
- Article 4      The Committee is composed of three to five Directors recommended by the Board. One of the members shall be the convener and the chairperson of meetings and at least one of them shall be an Independent Director.
- Unless otherwise provided by laws and regulations or the Company's Articles of Incorporation, a Director's term in the Committee shall commence on the date he/she is recommended by the Board and expire on the date when his/her term of office as a Director expires, or he/she resigns from the position as a Committee member or Director, or the Board recommends another individual to replace him/her as a Committee member.
- Article 5      The Committee members shall recuse themselves from matters discussed at the meeting that are of interest to them and are harmful to the interests of the Company.
- 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 6      The Committee shall meet at least twice a month and may hold extraordinary meetings when necessary.
- When the Committee meeting is convened, a attendance book shall be provided for the attending Directors to sign in and be available for future reference. The attendance book is part of the meeting minutes and shall be permanently retained.

Director members shall attend the Committee meeting in person. The Director member who is unable to attend in person shall appoint another 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 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. No Director may act as a proxy for more than one other Director.

The Committee may invite management members to attend meetings and provide relevant information if necessary.

Article 7 When the Committee's convener is on leave, or unable to convene the meeting or shall recuse himself/herself pursuant to Paragraph 1, Article 5, he/she shall appoint a Director member to serve as a proxy. If the convener does not appoint a proxy, the Director members shall elect one from among themselves.

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

Article 8 The Committee's meeting agenda is determined by the convener and shall be provided to members prior to the meeting. Other members may also submit proposals to be discussed by the Committee.

Article 9 Unless otherwise provided by laws and regulations or the Company's Articles of Incorporation and rules, the Committee's resolution shall have the consent of majority of attending Committee members of which more than two-thirds of all Committee members are present. The resolutions shall be deemed adopted if no objection is voiced by any of the attending members after solicitation by the Committee chairperson. The validity of such resolutions shall be the same as those adopted by voting.

The resolutions of Committee meeting shall be recorded in the meeting minutes, which are to be signed and affixed with the seals of the chairperson and the recorder of the meeting and distributed to all Committee members within twenty days after meeting, as well as being submitted to the Board. The meeting minutes may be prepared and distributed in electronic form.

The meeting minutes shall record the meeting's day, month, year, venue or method, chairperson's name, resolution method, and essentials and results of the proceedings. The minutes shall be classified as the Company's important files and be permanently retained throughout the life of the Company.

Article 10 The Committee may, by resolution, engage lawyers, accountants or other professionals to provide advice and assistance on matters stipulated in Articles 3 and 5. The expenses incurred shall be borne by the Company.

Article 11 The Company shall pay the attendance fee of NT\$10,000 to each Committee member who attends the Committee meeting in person within five days after the meeting.

Article 12 The Committee members shall exercise the due care of a prudent administrator and faithfully perform the duties prescribed in the Charter. Also, they shall be responsible to the Board and report all proposals to the Board for reference.

Article 13 The execution of matters resolved by the Committee may be delegated to the convener or other Committee members, 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 14 The Committee shall, within a certain period after the end of the year, conduct a review and a performance evaluation on credit cases it had approved in the previous year by elements including category, number, balance, yield, and quality, as the determinant of whether to update the Charter.

Article 15 The Charter and any amendment hereto shall take effect upon the Board's resolution.

Adopted in the 6th meeting of the 6th-term Board of Directors in 2009 on June 26, 2009.  
Amended in the 12th meeting of the 6th-term Board of Directors in 2009 on December 25, 2009.  
Amended in the 4th meeting of the 7th-term Board of Directors in 2010 on August 20, 2010.  
Amended in the 3rd meeting of the 7th-term Board of Directors in 2012 on March 23, 2012.  
Amended in the 10th meeting of the 7th-term Board of Directors in 2012 on October 26, 2012.  
Amended in the 16th meeting of the 9th-term Board of Directors in 2017 on December 22, 2017.