Mega Financial Holding Company
Minutes of the 2026 Annual General Shareholders' Meeting

Date and Time: 9:00 a.m., on Thursday, June 18, 2026

Shareholders meeting will be held by means of: Hybrid Shareholders' Meeting

Venue: 13/F, Jilin Bldg. of Mega International Commercial Bank (the "Bank") No. 100, Jilin Road, Taipei, Taiwan

Attendance: The number of shares in attendance is 10,326,107,048 shares (including 9,947,976,357 shares attended through electronic means and 50,534 shares attended to exercise voting rights via video conference). This constitutes 77.39% of the total 13,342,299,501 shares issued, excluding 1,491,078,781 shares retained in China.

Attending directors (11 directors, More than half of the directors) :

Directors (8 directors)

Ray Beam Dawn, Chuan-Chang Chang, Po-Cheng Chen, Pei-Chun Chen
Ti-Jen Tsao, Ing-Ren Lee, Fang-Guan Jan, Hui-Chuan Chen

Independent Directors (3 Independent Directors)

Chang-Ching Lin (Chairperson of Audit Committee) , Hung-Ju Chen, Yung-Chih Lien

Observers:

Hwa-Inn Kai, Attorney-at-Law, Partner, Lotus International Law Office
Puo-Ju Kuo, CPA, PricewaterhouseCoopers, Taiwan

Chairman: Ray Beam Dawn, Chairman of the Board of Directors

Minutes taken down by Chia-Lin Chang, Ching-Lun Liao

1. Announce a quorum is present and call the meeting to order

2. Chairman's Remarks (omitted)

3. Reports Items

Proposal 1：2025 Business Report. (Proposed by the Board of Directors)

Explanation：The 2025 Business Report is attached as **Attachment 1.**

Proposal 2：The Audit Committee's Review Report on 2025 Business Report, Consolidated Financial Statements and the Proposal for Distribution of 2025 Earnings. (Proposed by the Board of Directors)

Explanation: The Audit Committee's Review Report is attached as **Attachment 2.**

<u>Proposal 3</u>：The Company's issuance of Corporate Bonds in 2025. (Proposed by the Board of Directors)

Explanation:

(1) The Company's Board approved the issuance of unsecured corporate bonds for an amount of up to NT$10 billion on May 20, 2025, and the Company raised NT$5 billion on November 24, 2025. All the raised funds were used to repay loans from financial institutions.

(2) The key terms of the bonds are as follows.

Issue	Terms	Issue Amount	Coupon Rate	Issue Date	Maturity Date
114-1	5 years	NT$5 billion	Fixed Rate 1.60%	2025.11.24	2030.11.24

(3) The complete terms of the Company's 2025 corporate bond issuance are set forth in **Attachment 3.**

<u>Proposal 4</u>：Communication between Audit Committee members and Chief Internal Auditor. (Proposed by the Audit Committee)

Explanation:

(1) Principles for communication between the Company's Audit Committee members and the Chief Internal Auditor:

i. A meeting for communicating solely with the Chief Internal Auditor is held at least once every year, and the Chief Internal Auditor may also communicate with independent directors as needed. All communications proceeded well.

ii. The Auditing Office sends audit reports and the improvement status of audited units to the Audit Committee and independent directors. There have been full communications on the execution status and effectiveness of audited items.

iii. Communications between Audit Committee members and the Chief Internal Auditor are posted on the Company's official website on a regular basis.

(2) For details on the communications between the Company's Audit Committee members and the Chief Internal Auditor in 2025, please see the Company's official website (URL: https://www.megaholdings.com.tw/tc/communicate.aspx).

<u>Proposal 5</u>：The Distribution of Directors' and Employees' Remuneration for 2025. (Proposed by the Board of Directors)

Explanation:

(1) This proposal is made in accordance with Article 31-1 of the Company's

Articles of Incorporation.

(2) For year 2025, the Company allocated NT$170,168,764 as directors' remuneration (at an allocation rate of 0.5%) and NT$32,423,956 as employees' remuneration (at an allocation rate of 0.09527%), both of which were distributed in cash.

(3) This proposal has been approved respectively by the 24th meeting of the 9th Board of Directors on March 13, 2026, and the 25th meeting of the 9th Board of Directors on April 21, 2026.

<u>Proposal 6</u>：The Company's 2025 transaction report with related parties. (Proposed by the Board of Directors)

Explanation：

(1) In accordance with the provisions of Article 13 of the Company's "Procedures for Acquisition or Disposal of Assets".

(2) In 2025, the Company had a total of 1 transaction with related parties in regard to acquisition or disposal of real estate, right-of-use assets or other assets with an amount exceeding 20% of the Company's paid-in capital, 10% of total assets, or more than NT$300 million. It was a private placement of 388,200 thousand ordinary shares issued by Mega International Commercial Bank Co., Ltd., a subsidiary of Mega FHC, at an issue price of NT$36.70 per share, resulting in total proceeds of NT$14,246.94 million. The Company participated in the subscription in full. The relevant content is as follows:

Item	Description
Counterparty to the trade	Mega International Commercial Bank Co., Ltd. (Mega Bank)
Its relationship to the company / The reason for choosing the related party as trading counterpart	100% owned subsidiary of the company/to maintain as the sole shareholder of the Mega Bank
Acquisition of assets	Private placement capital increase of common equity shares of Mega Bank.
Total transaction amount	NT$14,246.94 million
The purpose, necessity and estimated benefits of the transaction	Strengthen Mega Bank's capital adequacy by enhancing its own capital base.

Whether obtained the monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and an appraisal report from a professional appraiser or a CPA's opinion	Yes
Restrictive covenants in the contract, and other important stipulations	None
Board resolutions	This transaction was approved by the 14th meeting of the 9th-term of the Company's Board of Directors held on May 20, 2025. Following the receipt of investment approval from the competent authority on June 11, 2025, the company completed the investment on June 24, 2025.

(3) This proposal was approved at the 23rd meeting of the 9th-term Board of Directors held on February 24, 2026.

<u>Proposal 7</u>：Report on the promulgation of relevant laws and regulations governing the holding of voting shares in the same financial holding company in excess of certain percentage by the same person or same affiliated party. (Proposed by the Board of Directors)

Explanation:

(1) It is handled in accordance with the Letter No.10060005190 dated Jan. 31, 2012 issued by the Financial Supervisory Commission (FSC).

(2) Relevant laws and regulations are as follows:

i. In accordance with Paragraphs 2 and 3 of Article 16 of the Financial Holding Company Act, a same person or same affiliated person who individually, jointly or collectively holds more than 5% of the financial holding company's outstanding voting shares shall report such fact to the FSC within 10 days from the day of such holding; the same provision shall apply to each cumulative increase or decrease in the shares of the same person or same affiliated person by more than 1% thereafter. A same person or same affiliated person who intends to individually, jointly or collectively acquire more than 10%, 25% or 50% of the financial holding company's outstanding voting shares shall apply for prior approval from the FSC. The definitions of a person or affiliated person and the situation where the holding of shares is excluded are expressly defined in Articles 4 and 5 in the Financial Holding Company Act.

ii. Where the same person or the same affiliated person who holds voting shares issued by a financial holding company without filing a report with the FSC or obtaining approval from the FSC in accordance with Paragraph 10 of Article 16 of the Financial Holding Company Act, the excess shares held by such same person or same affiliated person shall not have voting rights and shall be disposed of within the given period prescribed by the FSC. In the event of violation, a fine not less than NT$2 million but not more than NT$50 million may be imposed in accordance with Article 60 of the Financial Holding Company Act. If such person is elected as a director, supervisor or the responsible person of a financial holding company, such person shall be considered to have engaged in dishonest or improper activities which indicate that he/she is unfit to serve as a responsible person of a financial holding company as set forth in Subparagraph 12 of Article 3 of the "Regulations Governing Qualification Requirements for the Promoter or Responsible Persons of Financial Holding Companies and Concurrent Serving Restrictions and Matters for Compliance by the Responsible Persons of a Financial Holding Company".

(3) This proposal has been approved by the 23rd meeting of the 9th term of Board of Directors on February 24, 2026.

Minutes of speeches:

1. Shareholder No. 1048773: Questions were raised regarding the procedures for the annual general shareholders' meeting, the format of speech slips, gender equality training for employees, the status of accounts receivable collection, and litigation costs related to former Chairman Tsai. (**The Chairman explained that** the personal safety of shareholders speaking at the meeting is guaranteed. **Han-Yin Ting, Executive Vice President of the financial holding company, explained that** regarding the litigation involving former Chairman Tsai, in addition to the Taipei District Prosecutors Office deciding not to prosecute following a review, the Taiwan High Court also dismissed the case after reconsideration of the ruling. This case involved a lawsuit arising from the lawful performance of duties by former Chairman Tsai. It is appropriate for the Company to bear the related legal fees. **Ching-Yi Lee, Executive Vice President of Mega Bank,**

explained that regarding the bank's collection of accounts receivable, the assessment of whether to write off bad debts depends on the recovery status of the bank's overdue loans and the quality of the collateral for overdue loans. If the receivables remain on the books, there is a possibility of recovery. Furthermore, regarding the timeframe for collection, as it involves court proceedings related to collateral and other matters, there are no consistent general rules.)

2. Shareholder No. 1032266: Questions were raised regarding future dividend policy plans, the dividend payout ratio, as well as the cryptocurrencies and stablecoins. **(Chuan-Chang Chang, President of the financial holding company, explained that** the current international trend is to distribute cash dividends. Considering the Company's capital requirements for investment planning, the Company will, in principle, continue to distribute cash dividends in the future and maintain a reasonable dividend payout ratio. **The Chairman explained that** the competent authorities are currently reviewing the "Virtual Assets Service Act", a dedicated law governing cryptocurrencies. Given that banking operations primarily involve large-amount cross-border remittances, which differ from the small-amount cross-border remittances (such as B2C and C2C) more suitable for stablecoins, the Company will explore the relevant business framework once the related legislation is passed.)
3. Shareholder No. 0827304: The Company's harmonious labor-management relations in recent years are recognized. Recommendations were made on the renewal of the banking sector collective bargaining agreement and the salary adjustments for military, public service, and teaching personnel for the coming year. (**The Chairman explained that** harmonious labor-management relations are highly beneficial to the Company's stable growth. Although the banking sector collective bargaining agreement has not yet been entered into at this stage, the previous agreement remains in effect; the management team will be asked to continue discussions with the labor union toward entering into a new agreement. With respect to employee salary adjustments, since 2022, salaries have increased by approximately 20% due to inflation, internal promotions, and employee promotion salary increases, representing a substantial overall increase in remuneration. Going forward, in addition to continuing to enhance employee benefits, the Company will also balance the interests of shareholders to ensure the Company's sustainable operations.)
4. Shareholder No.1107303: Suggestions on workplace bullying and unlawful infringement were raised. (**The Chairman explained that** the Group has incorporated in-person courses on workplace anti-bullying and related topics into the mandatory training programs for managers at all levels.)

5. Shareholder No.358647: Suggestions were raised on issues such as workplace bullying, unlawful infringement, and customer treatment principles for business units. (**The Chairman explained that** the proposed workplace education issues will be incorporated into operational considerations.)
6. Shareholder No.464077: Questions were raised on ESG issues such as the use of green electricity. (**Han-Yin Ting, Executive Vice President of the financial holding company, explained that** in 2025, Mega Financial Holding and the headquarters of its major subsidiaries had already achieved the RE60 target for green electricity usage. In the future, the Group will achieve its long-term green electricity usage targets through continued procurement of green electricity and addition of solar-powered branches.)
7. Shareholder No.962593: Questions were raised regarding the operational strategies of the financial holding company and its securities subsidiary. (**Chuan-Chang Chang, President of the financial holding company, explained that** regarding the integration of group resources, the financial holding company has established a project team under the Group's Asia Asset Management Center to design diversified products spanning the banking, securities, and investment trust sectors. At this stage, the Company is integrating resources and designing a brand to implement the Financial Supervisory Commission's policy of "keeping funds in Taiwan and strengthening the capital market". In regard to merger and acquisition, the Group maintains a cautiously optimistic stance toward the consolidation of subsidiaries, but will not pursue mergers for their own sake. Comprehensive evaluations will be conducted based on factors such as asset quality, feasibility of consolidation, complexity of equity structures, and contributions to the Group's long-term profitability (e.g., ROE, ROA, and EPS targets).)
8. Shareholder No.1175045: Suggestions were made on AI innovation, talent sustainability, and collective bargaining agreements. (**The Chairman explained that** while AI is being widely adopted across various industries, it should be utilized to enhance work efficiency, and there is no cause for concern regarding job losses resulting from its implementation.)
9. Shareholder No.1048773: Questions were raised on workplace bullying, the lawsuit involving former Chairman Tsai, and the bank's accounts receivable; suggestions were made on the order of shareholder speeches. (**The Chairman explained that** the Company will explore the feasibility of adopting an advanced notification method for the order of speeches.)
10. Shareholder No.358647: Opinions were expressed on AI innovation and the Company's stock price. (**The Chairman explained that** these will be incorporated into operational considerations.)
11. Shareholder No.600337: I would like to express my support for the management team.

12. Shareholder No.665884: Suggestions were made on issues such as the Company's profitability and mergers. (**The Chairman explained that** changes have been made to the current performance evaluation and bonus systems. The Company is not complacent about its leading position among state-owned enterprises. Instead, it will continue to engage in healthy competition with peers in the financial sector and strive for continuous improvement.)

Decision: The above reporting items were all well noted.

4. Matters for Recognition

(There were two matters for recognition in this session. After discussing the matters for recognition and discussion one-by-one, they were voted and counted aggregately in one voting session, and the outcomes were announced separately; the Chairman designated Mr. Chien-Chung Yen (shareholder No. 1131370) and Mr. Fu-Chiang Chung (shareholder No. 1744170) to serve as ballot examiners, whereas employees of the stock transfer agent - Yuanta Securities served as the ballot counters)

<u>Proposal 1</u>：2025 Business Report and Consolidated Financial Statements. (Proposed by the Board of Directors)

Explanation: The Company's 2025 consolidated financial statements have been audited by CPA Kuo, Puo-Ju and Wu, Shang-Tun of PricewaterhouseCoopers, Taiwan. 2025 business report and consolidated financial statements have been approved by the Board and reviewed by the Audit Committee. 2025 business report and consolidated financial statements are attached as **Attachment 1** and **Attachment 4**.

Summary of meeting proceeding and method of resolution:

The emcee read out the purpose of the motion and made relevant explanations, and then the following shareholders spoke:

Minutes of speeches:

1. Shareholder No.1048773: Questions were raised regarding legal fees for the lawsuit involving former Chairman Tsai and bank certificates of creditor's right. (**The Chairman explained that** the Company manages its certificates of creditor's right in full compliance with the law and maintains sound risk management. Should any certificates of creditor's right become invalid due to mismanagement, the Company has internal administrative disciplinary measures in place. The Company is committed to protecting its internal assets and conducting all matters in accordance with regulations. Shareholders may rest assured. **Attorney Edward Hwa-Inn Kai** explained that the case involving former Chairman Tsai was resolved with a final disposition of non-prosecution. The prosecutor's investigation confirmed that the conduct did not constitute a crime, resulting in a decision not to

prosecute. Additionally, regarding litigation costs, as former Chairman Tsai incurred these expenses while performing his duties in connection with the shareholders' meeting, pursuant to Article 546 of the Civil Code, the Company is obligated to reimburse the agent for necessary expenses incurred in handling the entrusted matters.)

After the motion was fully discussed by the shareholders, the Chairman then made the decision to vote in aggregate after all the motions proposed for acknowledgment and discussion have been discussed individually.

Outcome of vote:

The total number of voting rights represented by attending shareholders (including electronic votes & video attendance) for this motion was 10,326,107,048:

Approval votes/ percentage	Disapproval votes/ percentage	Abstention votes/ percentage	Invalid votes/ percentage
9,752,221,788	2,568,619	571,316,641	0
94.44%	0.02%	5.53%	0.00%
Motion was passed as proposed through vote.			

Resolution: Approved as proposed.

<u>Proposal 2</u>：The Proposal for Distribution of 2025 Earnings. (Proposed by the Board of Directors)

Explanation:

(1) The Company's 2025 financial statements have been audited by CPA Kuo, Puo-Ju and Wu, Shang-Tun of PricewaterhouseCoopers, Taiwan. The net profit after income tax of the Company in 2025 is NT$35,038,130,288, after adding gain on disposal of investments in equity instruments measured at fair value through other comprehensive income amounted to NT$717,460,429, and Remeasurements of defined benefit plans amounted to NT$174,251,698, the 2025 distributable earnings are NT$35,929,842,415, of which needs to deduct the provision for 10% legal reserve NT$3,592,984,242 and plus the previous retained earnings of 2025 NT$56,211,029,302; therefore, the total distributable earnings is NT$88,547,887,475 and the 2025 distributable earnings shall be distributed as a priority as follows:

A. NT$25,958,411,994 as cash dividends. (NT$1.75 per share)

B. The balance of unappropriated retained earnings after distribution is NT$62,589,475,481.

(2) In order to execute this proposal, the annual general shareholders' meeting is proposed to authorize the Board to do the following:

A. To set the ex-dividend date.

B. To deal with relevant changes if the number of the outstanding shares is changed due to share buyback, transfer, conversion, cancellation of treasury shares or other circumstances that affect dividend payout ratio.

(3) 2025 Earnings Distribution Statement is attached as **Attachment 5**.

(4) This proposal has been approved by the 25th meeting of the 9th term of Board of Directors held on April 21, 2026.

Summary of meeting proceeding and method of resolution:

The emcee read out the purpose of the motion and made relevant explanations, and then the following shareholders spoke:

Minutes of speeches:

1. Shareholder No. 1048773: Suggestions were made on the Chairman's remuneration, provisions for claims, and bond certificates.
   (**The Chairman explained that** former Chairman Tsai did not personally receive any remuneration as a director or supervisor. Director remuneration was allocated to the Ministry of Finance.)

After the motion was fully discussed by the shareholders, the Chairman then made the decision to vote in aggregate after all the motions proposed for acknowledgment and discussion have been discussed individually.

Outcome of vote:

The total number of voting rights represented by attending shareholders (including electronic votes & video attendance) for this motion was 10,326,107,048:

Approval votes/ percentage	Disapproval votes/ percentage	Abstention votes/ percentage	Invalid votes/ percentage
9,757,996,172	3,062,410	565,048,466	0
94.49%	0.02%	5.47%	0.00%
Motion was passed as proposed through vote.			

Resolution: Approved as proposed.

5. Matters for Discussion

(There were two matters for discussion in this session. After discussing the matters for discussion one-by-one, they were voted and counted aggregately in one voting session, and the outcomes were announced separately; the Chairman designated Mr. Chien-Chung Yen (shareholder No. 1131370) and Mr. Fu-Chiang Chung (shareholder No. 1744170) to serve as ballot examiners, whereas employees of the stock transfer agent - Yuanta Securities served as the ballot counters)

<u>Proposal 1</u>：Amendment to the Company's "Procedures for Acquisition or Disposal of Assets".

Please proceed to discuss. (Proposed by the Board of Directors)

Explanation:

(1) In response to the Financial Supervisory Commission's amendments to Articles 31 and 35 of the "Guidelines for the Handling of Asset Acquisitions or Disposals by Publicly Listed Companies" issued on July 24, 2025, which relaxed the reporting standards for the acquisition or disposal of assets by companies with paid-in capital of NT$50 billion and unrelated parties.

(2) Our company has accordingly amended the relevant provisions of the aforementioned handling procedures. The key amendments are as follows:

A. Article 25

(A) Paragraph 1, Subparagraph 4: When acquiring or disposing of equipment or the right-of-use assets for business purposes, and the counterparty is not a related party, the reporting standard has been revised from a transaction amount of NT$1 billion or more to 5% or more of the company's paid-in capital.

(B) Paragraph 1, Subparagraph 6: This paragraph is newly added. For the purchase and sale of government bonds, ordinary corporate bonds, and general bonds (excluding subordinated bonds) not involving equity in securities exchanges or securities commercial premises, and the counterparty is not a related party, a reporting requirement is only imposed when the transaction amount reaches 5% or more of the company's paid-in capital.

B. Article 33: The process of this amendment has been added.

(3) Please refer to Attachment 6 for the comparison table and amended Procedures for Acquisition or Disposal of Assets (see page 40 of this Handbook for details).

(4) This proposal has been approved by the 22nd meeting of the 9th term of the Board of Directors held on January 27, 2026.

Summary of meeting proceeding and method of resolution:

The emcee read out the purpose of the motion and made relevant explanations, and then the following shareholders spoke:

Minutes of speeches:

1. Shareholder No. 1048773: Questions were raised on the urban renewal of the Company's office premises and the provision of boxed meals at the shareholders' meetings.

   (**The Chairman explained that** while he welcomes the urban renewal of office premises that are excessively outdated, it is still necessary to consider maintaining the quality of customer service and alternative office arrangements for employees. At this stage, the Company is evaluating the possibility of leasing a space in the Chunghwa Post urban renewal project as the Group's headquarters. Only if the lease is successfully secured can further plans for the urban renewal of the existing building be made.)

After the motion was fully discussed by the shareholders, the Chairman then made the decision to vote in aggregate after all the motions proposed for discussion have been discussed.

Outcome of vote:

The total number of voting rights represented by attending shareholders (including electronic votes & video attendance) for this motion was 10,326,107,048：

Approval votes/ percentage	Disapproval votes/ percentage	Abstention votes/ percentage	Invalid votes/ percentage
9,757,741,236	2,945,091	565,420,721	0
94.49%	0.02%	5.47%	0.00%
Motion was passed as proposed through vote.			

Resolution: Approved as proposed.

<u>Proposal 2</u>：Proposal of Releasing the Prohibition on Directors from Participation in Competitive Business. Please proceed to discuss. (Proposed by the Board of Directors)

Explanation:

(1) In accordance with Article 209 of the Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the Company's business, shall explain to the annual general shareholders' meeting the essential contents of such an act and secure its approval.

(2) Certain directors, including a juristic person and its representative, of the Company participate in the operations, or appoint representative to serve as director of another company that is engaged in the same or similar business as the Company. These Directors have not obtained approval from the annual general shareholders' meeting. It is proposed that the annual general shareholders' meeting release the following directors from participation in competitive business during the tenure, according to Article 209 of the Company Act.

Position	Name of Director	Company	Concurrent Post

Chairman	Ray Beam Dawn (Representative of the Ministry of Finance, R.O.C.)	Taiwan Stock Exchange Corporation	Director

(3) This proposal has been approved by the 25th meeting of the 9th term of Board of Directors held on April 21, 2026.

Summary of meeting proceeding and method of resolution:

The emcee read out the purpose of the motion and made relevant explanations, and no shareholder requested to speak. The Chairman declared a poll on all motions (including matters for recognition and matters for discussion) for the day.

Outcome of vote:

The total number of voting rights represented by attending shareholders (including electronic votes & video attendance) for this motion was 9,109,684,321.

After deducting voting rights of those who recused from conflict of interest, was as follows:

Approval votes/ percentage	Disapproval votes/ percentage	Abstention votes/ percentage	Invalid votes/ percentage
8,534,215,048	9,590,082	565,879,191	0
93.68%	0.10%	6.21%	0.00%
Motion was passed as proposed through vote.			

Resolution: Approved as proposed.

6. Special Motions

Minutes of speeches

1. Shareholder No. 1048773: Questions were raised on the provision of boxed meals at the shareholders' meetings, the removal of the Chairman and the Chief Compliance Officer, the recovery of litigation costs from former Chairman Tsai, and the announcement of the order of speeches at the shareholders' meetings. (**The Chairman explained that** regarding the suggestion to announce the order of speeches for shareholders, this will be implemented at next year's annual general shareholders' meeting. In addition, the resolutions proposed by shareholders to remove the Chairman and the Chief Compliance Officer do not fall within the authority of the shareholders' meeting and are therefore not included in the discussion.)

After giving shareholders ample opportunities to speak, the Chairman announced the closure of the opinions session and thanked everyone for their support and participation. This concluded the agenda and the meeting was adjourned.

7. Meeting adjournment (at 11：30AM)

All the proposals made today have been completed. The Chairman announced that the meeting be adjourned.

Chairman: Ray Beam Dawn,
Chairman of the Board of Directors

Minutes taken down by
Chia-Lin Chang, Ching-Lun Liao

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1. During this Annual General Shareholders' Meeting, a single vote was conducted after the conclusion of "proposals 1~2 of the matters for recognition" and "proposals 1~2 of the matters for discussion".
2. According to article 183 paragraph 4 of Company Act, this meeting minutes record a summary of the essential points of the proceedings and the results of the meeting. The meeting's content, procedures and shareholders' speech were based on the audio recording.
3. The proportions of approval votes, disapproval votes, abstention votes, and invalid votes to total votes were rounded down to the second decimal place, and may not total 100.00%.

Attachments

Attachment 1. 2025 Business Report
Attachment 2. Audit Committee's Review Report
Attachment 3. 2025 Corporate Bonds Terms
Attachment 4. 2025 Consolidated Financial Statements
Attachment 5. 2025 Earnings Distribution Statement.
Attachment 6. Comparison Table of Partial Amendments to the "Procedures for the Acquisition or Disposal of Assets" and the Draft of Partial Amendments

Attachment 1

Mega Financial Holding Co., Ltd.

2025 Business Report

In 2025, despite challenges such as Trump trade protection policies, escalating geopolitical conflicts, and extreme weather events, the global economy demonstrated remarkable resilience driven by monetary easing policies promulgated by major central banks as well as breakthroughs in generative AI technology, which propelled increased capital expenditures in the technology sector and effectively offset some of the impacts from tariffs and weaknesses in traditional industries. Major international organizations (IMF, OECD, the World Bank, and S&P Global) estimated that the global economic growth rate in 2025 would fall in the range of 2.7% to 3.3%.

In 2025, Taiwan benefited from the continued expansion of emerging applications such as AI and high-performance computing around the world, as well as strong demand for AI infrastructure, which drove investment momentum in advanced semiconductor processes and servers, resulting in a significant increase in exports of electronics and ICT products. Moreover, a stable employment market, the income effect from salary increases, and the wealth effect of the rising stock market were beneficial to private consumption. Driven by the expansion of domestic and external demand, the Directorate General of Budget, Accounting and Statistics and the Central Bank respectively estimated that the economic growth rates for 2025 would be 8.68%, marking the strongest performance in nearly 15 years.

The Group will continuously provide all-inclusive financial services and refine its ESG and digital transformation development. As part of our commitment to excellence, the Company has served as the convener of the “Net-Zero Working Platform for the Financial Industry - Cross-Departmental Advisory Group” within the “Coalition of Movers and Shakers on Sustainable Finance” of the Financial Supervisory Commission (FSC). We have actively bridged communication between government agencies, industries, and peers, guiding financial sector capital toward sustainable economic activities. The Company has also been recognized by a number of sustainability assessments at home and abroad, including consecutive selections for the “DJSI World Index and Emerging Markets Index”, grade A (leadership) in the CDP Climate Change Questionnaire, the “National Sustainability Development Award” from the National Development Council, Executive Yuan, the “Bronze Award for National Corporate Environmental Protection” from the Ministry of Environment, the “Commonwealth Magazine’s Excellence in Corporate Social Responsibility Awards” and “CommonWealth Talent Sustainability Award” from CommonWealth Magazine, and the “Platinum Award for the Sustainability Report” and “Overall Sustainability Performance Award - Top 100 Model Enterprises in Taiwan” from the TCSA Taiwan Corporate Sustainability Awards. The Company has also been a long-term sponsor of various sports and won the Gold Award in the Sponsorship Category of the “17th Sports Promoter Award” sponsored by the Ministry of Sports.

Mega Bank has long been committed to the syndicated loan market, facilitated the sustainable development of SMEs, and actively promoted lending to key national industries with remarkable achievements. It was honored with the “Outstanding Bank for SMEs Credit Program” from the FSC and the “2024 Best Syndicated Loan Bank in Taiwan” from the Asia Pacific Loan Market Association, fully demonstrating its support and contribution to industrial development. In addition, Mega Bank has delivered outstanding performance in inclusive finance, digital finance, and fraud prevention. It won the outstanding performance award in the “2025 Financial Cybersecurity Attack and Defense Drill and Evaluation” from the FSC, the “Sustainable Finance Promotion Award” from the Small and Medium Enterprise and Startup Administration, Ministry of Economic Affairs, and the “List of Best Due Diligence Governance Information Disclosure” from the Taiwan Stock Exchange, highlighting its proactive efforts in strengthening financial security and social responsibility.

In 2025, thanks to the collective efforts of all employees, the Company’s annual consolidated profit amounted to a record high of NT$35,038 million, an increase of 0.78% from 2024, with an after-tax earnings per share of NT$2.36. The operational guidelines, implementation overview, implementation of budget, financial result and analysis, research and development of the Company are shown below:

I. Operational Guidelines

1. Diversify source of profits and strengthen operational resilience
2. Strengthen overseas presence and cultivate customer service
3. Fortify relations with institutional investors and increase disclosure transparency
4. Monitor political, economic, and industrial environment and implement a risk management mechanism
5. Implement laws and regulations to improve data security and strengthen resilient safety transformation
6. Introduce innovative FinTech and enhance information system services
7. Enhance the Group’s awareness of legal compliance and implement a legal compliance culture
8. Strengthen anti-fraud defense capabilities and build a security protection network
9. Create a sustainable and happy workplace and enhance employee value
10. Commit to net-zero emissions and guide sustainable development
11. Build corporate brand image and reinforce social influence
12. Optimize the Group’s financial and taxation operations and improve the Group’s financial resilience

II. Implementation Overview

1. Continue to enhance the subsidiary's business

   The subsidiaries of the Company had continued to enhance their business operations based on the existing foundation. In 2025, in terms of overseas performance, Mega Bank's profit before tax of overseas branches ranked 5th among local banks; in terms of corporate finance business, the market share of syndicated loan Bookrunner and MLA were 11.7% and 8.8%, both ranked 3rd; the credit business ranked 7th with a market share of 5.62%; the lending business ranked 9th with a market share of 5.46%; the corporate loan business ranked 4th with a market share of 6.63% ; and the SME loan business ranked 5th with a market share of 6.74%. As for consumer finance business, after making every effort to expand the business and expansion of the second profit engine, the consumer loan business ranked 12th with the market share of 3.32%. The market share of Mega Bills Finance's CP2 issuance was 31.03%; the market share of bills trading and bond trading business in the secondary market were 28.05% and 26.64%, respectively; and the market share of bills guarantee business was 30.91%, all ranked as the first place in the market. Mega Securities' securities brokerage market share was 2.33%, ranked 10th in the market. Number of IPO underwriting ranked 11th and number of bond underwriting lead managed ranked 8th in the market. The market share of Chung Kuo Insurance's marine insurance business was 18.94%, ranked 2nd in the market; the market share of residential building fire insurance and aviation insurance business were 10.48% and 13.63% , both ranked 3rd in the market.

2. Management Goals

Despite the uncertainties facing the global economy, such as potential innovations in artificial intelligence technology, geopolitical tensions, and tariff wars, the Company will continue to make full use of the Group's resources, deepen cross-subsidiary cooperation, implement the "dual engines, dual wings" strategy, and improve the profit structure to cope with the changing financial environment, continue to create the greatest value for shareholders, and move towards the goal of becoming an Asian regional financial group. The specific measures taken are as follows:

- Scale up capital assets to boost the market status of the Group
- Deepen overseas businesses and identify opportunities of relocated Taiwanese businesses
- Cement competitive advantages in corporate banking and foreign exchange and strengthen the cross-selling practices of the Group
- Promote consumer banking and wealth management services and expand the scope of asset management
- Expand non-bank core businesses and diversify the Group's revenue contribution
- Increase corporate governance standards and pursue sustainable development at the Group level
- Deepen sustainable financial practices and implement environmental and social commitments
- Reinforce the internal control of the Group and implement compliance within and outside of the company

- Deepen the development of digital finance and strengthen the Group's data security
- Encourage employees to improve their professional knowledge and promote talent empowerment and development
- Establish digital mindset within the Group and deepen the Group’s sustainability culture

III. Implementation of Business Plans

According to the Financial Holding Company Act, the business scope of a financial holding company shall be limited to investment in, and management of, its investee enterprises. At the end of 2025, the seven subsidiary companies, in which the Company has direct controlling interest, are Mega International Commercial Bank Co., Ltd. (Mega Bank), Mega Securities Co., Ltd. (Mega Securities), Mega Bills Finance Co., Ltd. (Mega Bill Finance), Chung Kuo Insurance Co., Ltd. (Chung Kuo Insurance), Mega International Investment Trust Co., Ltd., Mega Asset Management Co., Ltd., and Mega Venture Capital Co., Ltd. The operation results of our subsidiary companies are summarized as follows:

1. Mega International Commercial Bank Co., Ltd.

Unit: NT$ million, except foreign exchange business in US$ million

Item / Year	2025	2024	Change (%)
Deposits (including due to Chunghwa Post Co., Ltd.)	3,115,639	3,033,608	2.70
Loans, import/export bills negotiated	2,329,789	2,216,375	5.12
Foreign exchange business	892,200	768,824	16.05
Securities purchased	931,920	934,206	(0.24)
Long-term equity investments	22,760	22,482	1.24
Credit card revolving loans	1,560	1,633	(4.47)
Trust asset balance	985,431	866,382	13.74

Note 1: All figures above use average yearly balances, except for foreign exchange business, which uses cumulative figures.

Note 2: Non-performing loans outstanding at the end of 2025 amounted to NT$4,744 million, representing a non-performing loan ratio of 0.19% and a bad debt coverage ratio of 866.03%.

2. Mega Securities Co., Ltd.

Unit: %; Cases; Quantity

Item	Business details	2025	2024	Change (%)
Securities brokerage	Market share of brokerage	2.33% (Rank 10th)	2.57% (Rank 9th)	(0.24)
	Market share of margin loan	5.13% (Rank 6th)	5.45% (Rank 5th)	(0.32)

Equity underwriting	Number of IPOs lead managed	2 (Rank 11th)	6 (Rank 4th)	(66.67)
Bond underwriting	Number of corporate bond issues lead managed	6 (Rank 8th)	2 (Rank 11th)	200.00
	Amount of corporate bond issues lead managed (NT$ billion)	14 (Rank 11th)	3 (Rank 10th)	366.67
New financial products	Number of warrants issued	829 (Rank 11th)	1,202 (Rank 11th)	(31.03)
	Amount of warrants issued (NT$ billion)	4.3 (Rank 12th)	5.8 (Rank 12th)	(25.86)

Note 1: The ranking is among securities companies in Taiwan in 2025.

Note 2: Underwriting business: The volume of equity underwriting business is determined by a comprehensive assessment of customers' demand and profitability. The decrease in the number of IPO listings in 2025 was due to alignment with customers' delayed listing schedules, leading to fewer cases compared to 2024.

Note 3: The Company adopted a precise issuance strategy for its warrant business, and issued warrants at an appropriate time based on the actual needs of market investors, instead of increasing the number of tranches to enhance brand visibility. Therefore, the number of issuances in 2025 decreased compared with that in 2024.

3. Mega Bills Finance Co., Ltd.

Unit: NT$ million

Item	2025	2024	Change (%)
Underwriting and purchasing of bills	5,402,594	4,975,221	8.59
Underwriting amount of commercial paper issued for funding purposes (CP2)	5,184,719	4,768,264	8.73
Trading volume of bills	13,118,528	12,021,611	9.12
Trading volume of bonds	4,208,225	3,711,329	13.39
Average outstanding balance of guaranteed issues of commercial paper	192,933	180,081	7.14

4. Chung Kuo Insurance Co., Ltd.

Unit: NT$ million

Item	2025	2024	Change (%)
Direct written premiums	11,538	11,024	4.66
Reinsurance premiums	687	833	(17.53)
Total	12,226	11,857	3.11

Note: The 17.53% decline in reinsurance premiums in 2025 was due to the Company's reduction in the acceptance ratio for underperforming reinsurance contracts.

5. Mega International Investment Trust Co., Ltd.

Unit: NT$ million

Item	2025	2024	Change (%)
Public funds under management	115,627	95,670	20.86
Private placement funds under management	7,499	7,543	(0.58)
Discretionary account	6,856	379	1,708.97
Total	129,982	103,592	25.47

Note: The decrease in the size of private placement funds under management in 2025 compared to 2024 was mainly due to the redemptions and settlements by investors, resulting in a decrease by one fund compared to the same period last year.

6. Mega Asset Management Co., Ltd.

Unit: NT$ million

Item	2025	2024	Change (%)
Service income	526	415	26.75
Gain from recovery of NPL purchased and the disposal of related collateral	21	2	950.00
Rental income	8	7	14.29
Gains from disposal of investment property	41	0	-
Total	596	424	40.57

7. Mega Venture Capital Co., Ltd.

Unit: NT$ million

Item	2025	2024	Change (%)
Drawdown of long-term equity investment	159	155	2.58
Balance of long-term equity investment	860	837	2.75

IV. Budget Implementation Status

1. The Company’s 2025 budget is implemented as follows:

Unit: NT$ million, except EPS in NT$

Item	Final accounting figure	Budget figure	Achievement rate (%)
Revenues	34,851.77	32,059.70	108.71
Expenses and losses	1,018.90	1,192.41	85.45
Profit before tax from continuing operations	33,832.87	30,867.29	109.61
Profit	35,038.13	30,633.93	114.38
Earnings per share	2.36	2.07	114.01

Note: The figures are on an unconsolidated basis.

2. The subsidiaries' 2025 budgets are implemented as follows:

Unit: NT$ million

Name of subsidiary	Profit before tax from continuing operations		Achievement rate (%)
	Final accounting figure	Budget figure	
Mega International Commercial Bank Co., Ltd.	33,301.58	31,200.00	106.74
Mega Securities Co., Ltd.	2,585.87	2,559.69	101.02
Mega Bills Finance Co., Ltd.	3,125.00	2,828.03	110.50
Chung Kuo Insurance Co., Ltd.	905.92	549.61	164.83
Mega Asset Management Co., Ltd.	257.97	225.11	114.60
Mega Venture Capital Co., Ltd.	-39.48	199.99	-
Mega International Investment Trust Co., Ltd.	153.37	111.84	137.14

Note 1: The figures are on an unconsolidated basis.

Note 2: Mega Venture Capital Co., Ltd. recorded a loss in 2025, mainly due to the underperformance of some unlisted investments. While revenue from some investee companies maintained steady growth, the stock prices did not reach the expected price, resulting in the net profit before tax falling short of the budget target.

V. Financial Results and Profitability Analysis

The Company and its subsidiaries' consolidated profit from continuing operations before tax in 2025 amounted to NT$39,531 million, an increase of NT$440 million or 1.12% compared to 2024. The increase is mainly due to the following: net interest revenue increased NT$799 million; revenue other than interest decreased NT$2,276 million, which is contributed by the increase of gain on insurance business, decrease of financial asset and liabilities at fair value through profit and loss, decrease of exchange gain, and decrease of service fee revenue and commissions. Bad debts expense and provisions decreased by NT$2,578 million; operating expense increased by NT$661 million. In 2025, the Company and its subsidiaries' consolidated profit amounted to NT$35,038 million, an increase of NT$272 million or 0.78%, compared to 2024. The Company's consolidated ROA reached 0.72%, and consolidated ROE reached 9.26%. A breakdown of the financial results of the Company and its subsidiaries in 2025 are shown in the table below:

Unit: NT$ million

Company	Profit before tax from continuing operations	Profit	Earnings per Share (NT$)	Return on Assets (%)	Return on Equity (%)
Mega FHC & its Subsidiaries (Consolidated)	39,531.48	35,038.13	2.36	0.72	9.26
Mega FHC (Unconsolidated)	33,832.87	35,038.13	2.36	7.85	9.26
Mega International Commercial Bank Co., Ltd.	33,301.58	28,865.75	2.94	0.66	8.06
Mega Securities Co., Ltd.	2,585.87	2,258.12	1.95	2.02	10.11
Mega Bills Finance Co., Ltd.	3,125.00	2,524.79	1.67	0.73	5.77
Chung Kuo Insurance Co., Ltd.	905.92	760.67	2.31	2.93	7.64
Mega Asset Management Co., Ltd.	257.97	206.57	0.90	1.38	6.71
Mega Venture Capital Co., Ltd.	-39.48	-43.33	-0.36	-3.34	-3.38
Mega International Investment Trust Co., Ltd.	153.37	124.20	2.36	12.50	13.54

Note 1: Return on assets = net income after tax / average assets; return on equity = net income after tax / average equity.

Note 2: Except for the consolidated financials of Mega FHC & its subsidiaries, all financials are on an unconsolidated basis.

VI. Research and Development

The Company and its subsidiaries' research and development progress in 2025 are summarized as follows:

1. The Company has introduced the IFRS Sustainability Disclosure Standards and established a sustainable information management mechanism. It has adopted the PCAF methodology for accounting and reporting GHG emissions linked to investments/financing and for setting SBTs. We have promoted the automation of the PCAF carbon inventory system, continued to measure and manage the climate change risks of emission-intensive industries, of customers in high climate risk areas, and of real estate as collaterals in different scenarios, and conducted dependency and impact assessments on biodiversity (e.g., TNFD). The Company has continued to strengthen the information system, network structure, and data security protection capabilities, maintained the validity of ISO27001 certification, and kept abreast with international information security management systems.
2. In order to promote business development, Mega Bank has actively developed new financial products or launched marketing projects in response to market trends and meet customer needs in real time. In line with the trends of technology development and digital financial transformation, it also continues to strengthen R&D initiatives, increasing the depth of its digital financial services, searching for more cross-industry cooperation opportunities,

expanding the scope of its services, and developing new clientele. To align with customers' thoughts and needs of digital services, we also use data analysis technologies to ascertain customer preferences and insights, so as to optimize product designs and processes. Mega Bank has introduced and optimized the following new financial products and digital banking applications in 2025: Expansion of the functionality of the "AIO (All in One) comprehensive business integration platform" by adding voice services, account opening for other nationalities, and Line BC integration, in order to continuously streamline workflows and improve service quality; development of "direct bank-enterprise connection" to seamlessly connect bank services with enterprise ERP systems, embedding financial services such as collection and payment, financing and credit, and fund management into business operations to achieve the integration of cash flow and business processes; transition of the "Global eBanking (GEB)" payment files for New Taiwan dollar and foreign currencies to globally standardized encrypted messages transmitted via direct system connections to eliminate operational risks from human intervention; establishment of the "GEB Smart Assistant" inquiry service to resolve operational obstacles encountered in usage scenarios; participation in the promotion of the "Financial FAST-ID V2 Program", enabling customers to complete verification and data sharing via the Fast-ID systems of other banks, while continuously promoting diverse application scenarios to customers. While actively investing in digital financial research and development, Mega Bank is also applying for financial patent protection, with 98 new approvals in 2025, an annual growth rate of 9.5%. As of the end of 2025, a total of 203 invention patents, 917 utility model patents, and 11 design patents had been approved by the MOEA, totaling 1,131 financial patents, which ranked first in the domestic banking industry.

3. Mega Securities continues to optimize its order placement and trading systems, including improving the performance of "Host Co-Location", the functionality of the "ETF Investment Section", and the "Bank-Securities Dual-Opening System". It has also established a digital center and is planning a second mobile app, while optimizing the first mobile app. Mega Securities has introduced a human resources AI assistant and utilized AI to integrate financial information to comprehensively improve operational efficiency and customer service quality.

4. In line with its business development strategy, Mega Bills revised the department performance appraisal system, built an E-loan credit process management system, continuously optimized the ESG risk assessment system, improved various risk control indicators and operational risk self-assessment system, digitized transaction processes, optimized accounting processes, integrated the NTD bond repo business, enhanced paperless reporting, implemented the intelligent document management system, digitized information requests, digitized deposit/withdrawal operations, integrated joint marketing notification mechanisms, introduced AI applications, and strengthened digital and AI talent cultivation.

5. To keep pace with diverse market operations and FinTech development and to satisfy the needs of corporations and consumers, Chung Kuo Insurance actively collected market information and built databases, combining FinTech applications and digital processes to

simplify procedures and improve efficiency, and used data to analyze the market and consumer behavior to develop insurance products that are marketable, competitive, and profitable. There was a total of 128 insurance products submitted in 2025. Among them, there were 72 items on file for recordation basis, and 56 items on simple file for recordation basis.

Chairman: Ray Beam Dawn President: Chuang-Chang Chang Chief-Accountant: Mei-Li Chao

Attachment 2

Audit Committee's Review Report

The Company has prepared 2025 consolidated financial statements, audited by CPA Kuo, Puo-Ju and Wu, Shang-Tun of PricewaterhouseCoopers, Taiwan, 2025 business report and the proposal for distribution of 2025 earnings. The above statements, report and proposal have been reviewed by the Audit Committee and considered in compliance with applicable laws and regulations. We hereby submit this report in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act for your ratification.

To

2026 Annual General Shareholders' Meeting

Mega Financial Holding Co., Ltd.

Chairman of the Audit Committee: Wu, Ying

Date : April 21, 2026

Attachment 3

Mega Financial Holding Co., Ltd
2025 Corporate Bonds Terms

Type of Corporate Bond	1st Unsecured Corporate Bonds Issued in 2025
Issue Date	November 24, 2025
Denomination	NT$ 1 million
Issuing and Transaction Place	Taipei Exchange
Issue Price	100% of par value
Issue Amount	NT$ 5 billion
Coupon Rate	Fixed Rate 1.60%
Terms and Maturity Date	5 years November 24, 2030
Order of Compensation	Senior Unsecured Bond
Guarantor	None
Trustee	Yuanta Commercial Bank, Trust Department
Underwriter	Mega Securities Co., Ltd.
Legal Counsel	Lawyer Yue, Chung-Chieh of Yue, Chung-Chieh Law Firm
Auditor	CPA Kou, Po-Ju of PricewaterhouseCoopers, Taiwan
Payment Method	One lump sum payment upon maturity
Redemption or Early Repayment Terms	None
Restrictive Covenants	None
Whether included in Eligible Capital	No
Name of Credit Rating Agency, Rating Date and Rating Result	None

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INDEPENDENT AUDITORS' REPORT

PWCR 25000264

To the Board of Directors and Shareholders of Mega Financial Holding Co., Ltd.

Opinion

We have audited the accompanying consolidated balance sheets of Mega Financial Holding Co., Ltd. and subsidiaries (collectively the "Mega Group") as of December 31, 2025 and 2024, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Mega Group as at December 31, 2025 and 2024, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Financial Holding Companies, Regulations Governing the Preparation of Financial Reports by Public Banks, Regulations Governing the Preparation of Financial Reports by Public Held Bills Finance Companies, Regulations Governing the Preparation of Financial Reports by Securities Firms, Regulations Governing the Preparation of Financial Reports by Futures Commission Merchants, Regulations Governing the Preparation of Financial Reports by Enterprises Engaging in Insurance and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants, Jin-Guan-Yin-Fa-Zi Letter No.10802731571 and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the *Auditors' responsibilities for the audit of the consolidated financial statements section* of our report. We are independent of the Mega Group in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Mega Group's 2025 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Mega Group's 2025 consolidated financial statements are addressed as follows:

Impairment assessment of loans discounted

Description

The impairment assessment of loans discounted is complied with the regulations under IFRS 9 "Financial Instruments" and relevant regulations issued by the competent authority. For the accounting policy of impairment assessment of loans discounted, please refer to Note 4(9); for critical accounting judgements, estimates, and assumption uncertainty of the recognition and measurement of expected credit losses on loans discounted, please refer to Note 5(2). For information on gross loans discounted and allowance for bad debts, which amounted to $2,476,747,705 thousand and $42,083,855 thousand, respectively, as at December 31, 2025, please refer to Note 6(7); for disclosures of related credit risks, please refer to Note 8(3).

The subsidiary, Mega International Commercial Bank Co., Ltd. ("MICB"), assesses the impairment of its loans discounted based on the expected credit loss model. At each financial reporting date, financial instruments are categorized into three stages based on the degree of change in its credit risk since initial recognition. Provision for impairment loss is measured either using 12-month expected credit losses (i.e. stage 1, there has been no significant increase in credit risk since initial recognition) or lifetime expected credit losses (i.e. stage 2, there has been a significant increase in credit risk since initial recognition; or stage 3, the credit has impaired). The measurement of expected credit losses, which includes various parameters and assumptions, reflects reasonable and supportable information about past events, current conditions and forecasts of future economic conditions. For example, the probability of default and loss given default are estimated using grouping and historical data and subsequently calibrated according to forward-looking information.

The aforementioned impairment assessment of loans discounted, which involves various assumptions, estimates, and judgements, as well as predictions and assessments of future economic conditions and credit behavior of debtors. The amounts, recognized in a manner consistent with regulations and interpretations, are directly subject to the measurement results. Thus, we have included the impairment assessment of loans discounted as one of the key audit matters in our audit.

How our audit addressed the matter

We performed the following audit procedures on the key audit matter described above:

1. Obtained an understanding and assessed the related internal control policies of MICB's loans discounted, and sample tested the related internal control.
2. Obtained an understanding on the assumptions of the expected credit loss model and approach adopted by management, and sample tested the parameters of the expected credit loss model (including the historical data on probability of default, loss given default, and exposure at default) and forward-looking information, and sample calculated the amount of impairment.
3. Sampled and tested the consistency of measurement criteria for the samples in the three stages of expected credit loss with the judgement results of the system.
4. Assessed cases in stage 3 (credit impaired) with material amounts that were assessed individually.
5. Assessed whether the provision for impairment loss is in compliance with the relevant regulations of the competent authority.

Fair value measurement of unlisted stocks without an active market

Description

For the accounting policy for unlisted stocks without an active market (included financial assets at fair value through profit or loss and financial assets at fair value through other comprehensive income), please refer to Note 4(7) ; for critical accounting judgements, assumption, and estimates uncertainty of unlisted stocks without an active market, please refer to Note 5(1); for details on financial assets at fair value through profit or loss and financial assets at fair value through other comprehensive income, please refer to Notes 6(3) and (4). The fair values of unlisted stocks without an active market were classified as financial assets at fair value through profit or loss amounting to $7,793,583 thousand and financial assets at fair value through other comprehensive income amounting to $30,333,575 thousand as at December 31, 2025.

The fair value of unlisted stocks is determined by valuation methods since these financial instruments have no quoted prices from active market. Management uses the market approach and net asset approach or the appraisal report issued by an expert appointed by the management to measure the fair value. The market approach is based on the fair value of comparable listed companies in similar industries or recently published price-to-book ratios of industries in which the valuation target operates, and incorporates discounting according to market liquidity or specified risk.

The aforementioned fair value measurement involves various assumptions and significant inputs that are not observable. This leads to estimates that are highly uncertain and rely on the subjective judgement of management. Any changes to the judgements and estimates will affect the final measurement results, and in turn affect the financial condition of the Mega Group. Thus, we have included the fair value measurement of unlisted stock without active market as one of the key audit matters in our audit.

How our audit addressed the matter

We performed the following audit procedures on the key audit matter described above:

1. Obtained an understanding and assessed the related written policies, internal control system, fair value measurement models, and approval process of the fair value measurement of stocks of unlisted companies.
2. Sampled and ascertained whether the measurement methodology used by the management is commonly used by the industry.
3. Sampled and assessed the reasonableness of similar and comparable companies used by management.
4. Sampled and examined the inputs and calculation formulas used in the valuation models and agreed such data to the supporting documents.

Claims reserve and ceded claims reserve

Description

For the accounting policy for claims reserve (including those prior to and after reinsurance), please refer to Notes 4(19)D and (25); for critical accounting estimates and assumption uncertainty of claims reserve (including ceded reserves), please refer to Note 5(4); for details on claims reserve (including ceded reserves), please refer to Note 6(25).

The subsidiary, Chung Kuo Insurance Co., Ltd (CKI)'s claims reserve (including ceded reserve) uses the loss development triangle to estimate the reasonable amount of ultimate claims according to the Corporate Actuarial Department's historical claim experience and expenses by insurance type. As of December 31, 2025, subsidiary CKI's claims reserve and ceded claims reserve was $6,672,553 thousand and $3,174,425 thousand, respectively. Because the calculation method and assumptions for claims reserve involve the professional judgment of management, and because claims reserve is material to the financial statements, we have thus included the estimation of claims reserve and ceded claims reserve as one of the key audit matters in our audit.

How our audit addressed the matter

We performed the following audit procedures on the key audit matter described above:

1. Obtained an understanding and assessed CKI's policies, internal controls and processing procedures for the calculation of the CKI's claims reserves (included ceded reserves). Also, on a sampling basis tested the effectiveness of internal controls for provisions.
2. Sampled and inspected whether there were differences between the numbers referred to claims reserves (including those prior to and after reinsurance) and carrying amount in order to confirm the accuracy and completeness.
3. Used the work of actuarial specialists to assists us in assessing the reasonableness of the claims reserves (including those prior to and after reinsurance). This included the following procedures:
   (1) Sampled and inspected the reasonableness of method used in the estimation of claims reserves;
   (2) Sampled and examined how provision were calculated to ensure the accuracy of the CKI's contributed provision.
4. Sampled and inspected significant reported but not paid cases to assess the reasonableness of the estimated amount.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair representation of the consolidated financial statements in accordance with Regulations Governing the Preparation of Financial Reports by Financial Holding Companies, Regulations Governing the Preparation of Financial Reports by Public Banks, Regulations Governing the Preparation of Financial Reports by Publicly Held Bill Finance Companies, Regulations Governing the Preparation of Financial Reports by Securities Firms, Regulations Governing the Preparation of Financial Reports by Futures Commission Merchants, Regulations Governing the Preparation of Financial Reports by Enterprises Engaging in Insurance, and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Mega Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate Mega Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing Mega Group's financial reporting process.

Auditors' responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgement and professional skepticism throughout the group audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk

of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Mega Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Mega Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Mega Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Mega Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Kuo, Puo-Ju

Wu, Shang-Tun

For and on behalf of PricewaterhouseCoopers, Taiwan

March 13, 2026

The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

MEGA FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars)

	Assets	Notes	December 31, 2025 AMOUNT	%	December 31, 2024 AMOUNT	%
	Assets					
11000	Cash and cash equivalents, net	6(1) and 11	$ 168,055,070	3	$ 103,947,126	2
11500	Due from the Central Bank and call loans to banks, net	6(2) and 11	709,445,698	14	598,175,343	13
12000	Financial assets at fair value through profit or loss	6(3), 11 and 12	269,201,495	5	248,660,022	5
12150	Financial assets at fair value through other comprehensive income	6(4), 11 and 12	587,669,884	12	580,413,345	13
12200	Investments in debt instruments at amortized cost, net	6(5) and 12	728,597,513	14	649,383,986	14
12500	Securities purchased under resell agreements		5,711,060	-	7,032,081	-
13000	Receivables, net	6(6)	132,628,590	3	117,592,363	3
13200	Current tax assets		1,519,661	-	2,558,187	-
13500	Loans discounted, net	6(7) and 11	2,434,663,850	48	2,294,640,812	49
13700	Reinsurance contract assets, net	6(8)	15,235,806	-	14,846,172	-
15000	Investments accounted for using equity method	6(9)	5,140,716	-	5,408,372	-
15500	Other financial assets, net	6(10) and 12	8,031,465	-	6,235,154	-
18000	Investment property, net	6(13) and 12	1,686,729	-	2,070,487	-
18500	Property and equipment, net	6(14) and 12	23,123,633	1	22,427,836	1
18600	Right-of-use assets, net	6(11)	2,053,165	-	1,985,283	-
19000	Intangible assets, net		1,636,766	-	1,522,902	-
19300	Deferred income tax assets	6(40)	6,674,072	-	6,627,546	-
19500	Other assets, net	6(15) and 12	10,179,971	-	8,079,732	-
	Total Assets		$ 5,111,255,144	100	$ 4,671,606,749	100

(Continued)

MEGA FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars)

	Liabilities and equity	Notes	December 31, 2025 AMOUNT	%	December 31, 2024 AMOUNT	%
	Liabilities					
21000	Deposits from the Central Bank and banks	6(16) and 11	$ 739,867,828	15	$ 557,004,765	12
21500	Due to the Central Bank and banks	6(17)	2,178,941	-	2,655,613	-
22000	Financial liabilities at fair value through profit or loss	6(18)	28,598,754	1	26,637,926	1
22500	Securities sold under repurchase agreements	6(3)(4)(5)(19) and 11	329,767,072	6	300,343,788	6
22600	Commercial paper issued, net	6(20)(42) and 11	51,686,929	1	37,437,809	1
23000	Payables	6(21)	103,737,545	2	93,627,240	2
23200	Current tax liabilities		7,740,480	-	8,421,828	-
23500	Deposits and remittances	6(22)	3,325,935,975	65	3,152,660,552	68
24000	Bonds payable	6(23)(42)	50,200,000	1	43,700,000	1
24400	Other borrowings	6(24)(42)	4,796,947	-	9,101,108	-
24600	Provisions	6(25)	30,615,558	1	30,112,679	1
25500	Other financial liabilities	6(26)	24,458,754	-	23,070,614	-
26000	Lease liabilities	6(11)(42)	2,114,829	-	2,056,289	-
29300	Deferred income tax liabilities	6(40)	2,282,238	-	2,203,014	-
29500	Other liabilities	6(27)	14,904,192	-	18,529,638	-
	Total Liabilities		4,718,886,042	92	4,307,562,863	92
	Equity					
	Equity attributable to owners of parent					
31100	Capital					
31101	Common stock	6(28)	148,333,783	3	148,333,783	3
31500	Capital surplus	6(28)	76,849,829	1	76,840,889	2
	Retained earnings					
32001	Legal reserve	6(28)	55,107,264	1	50,982,316	1
32003	Special reserve	6(28)	2,535,262	-	2,535,262	-
32011	Unappropriated earnings	6(29)	92,140,872	2	84,069,383	2
	Other equity interest	6(30)				
32500	Other equity interest		17,402,092	1	1,282,253	-
	Total Equity		392,369,102	8	364,043,886	8
	TOTAL LIABILITIES AND EQUITY		$ 5,111,255,144	100	$ 4,671,606,749	100

The accompanying notes are an integral part of these consolidated financial statements.

MEGA FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars, except earnings per share)

			Year ended December 31				Changes Percentage
			2025		2024		
	Items	Notes	AMOUNT	%	AMOUNT	%	(%)
41000	Interest income	6(31) and 11	$ 123,754,881	151	$ 130,126,801	156	(5)
51000	Less: interest expense	6(31) and 11	(86,161,796)	(105)	(93,332,874)	(112)	(8)
	Net interest revenue		37,593,085	46	36,793,927	44	2
	Net revenue other than interest						
49800	Net service fee revenue and commissions	6(32)	13,980,755	17	14,323,898	17	(2)
49810	Net insurance revenue		3,408,048	4	3,010,265	4	13
49820	Gain on financial assets and liabilities at fair value through profit or loss	6(33) and 11	19,434,125	24	21,089,916	25	(8)
49825	Gain on investment property	6(13)	65,801	-	23,221	-	183
49835	Realized gain on financial assets at fair value through other comprehensive income	6(34)	3,356,844	4	3,332,596	4	1
49850	(Loss) gain arising from derecognition of financial assets measured at amortized cost	6(5)(7) and 8	(172,740)	-	194,368	-	(189)
49870	Foreign exchange gains		2,759,717	3	3,232,676	4	(15)
49890	Share of profit (loss) of associates and joint ventures accounted for using equity method	6(9)	(53,806)	-	83,612	-	(164)
49898	(Loss) gain on reclassification under the overlay approach	6(30)	(1,178)	-	1,308	-	(190)
49900	Net other revenue other than interest income	6(36)	1,608,662	2	1,358,113	2	18
49880	Reversal of impairment loss on assets	6(35)	28,361	-	41,231	-	(31)
	Net revenue		82,007,674	100	83,485,131	100	(2)
58100	Bad debts expense, commitment and guarantee liability provision	6(6)(7)(8)(10)(25) and 8(3)	(5,278,531)	(7)	(7,692,005)	(9)	(31)
58300	Net change in provisions for insurance liabilities	6(25)	(289,016)	-	(453,908)	(1)	(36)
	Operating expenses						
58501	Employee benefit expenses	6(37)	(23,678,319)	(29)	(23,275,113)	(28)	2
58503	Depreciation and amortization expenses	6(38)	(2,609,304)	(3)	(2,540,226)	(3)	3
58599	Other general and administrative expenses	6(39)	(10,621,026)	(13)	(10,432,066)	(12)	2
	Total operating expenses		(36,908,649)	(45)	(36,247,405)	(43)	2
61000	**Profit from continuing operations before tax**		39,531,478	48	39,091,813	47	1
61003	Income tax expense	6(40)	(4,493,348)	(6)	(4,325,927)	(5)	4
69000	**Net profit**		$ 35,038,130	42	$ 34,765,886	42	1

(Continued)

MEGA FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars, except earnings per share)

	Items	Notes	Year ended December 31 2025 AMOUNT	2025 %	2024 AMOUNT	2024 %	Changes Percentage (%)
	Components of other comprehensive income that will not be reclassified to profit or loss, net of tax						
69561	Gain on remeasurement of defined benefit plan	6(25)	$ 216,581	-	$ 845,274	1	(74)
69563	Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss	6(9)(30)	2,246	-	888	-	153
69567	Revaluation gain on investments in equity instruments measured at fair value through other comprehensive income	6(30)	6,349,995	8	4,851,750	6	31
69569	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(40)	(43,316)	-	(169,055)	-	(74)
	Components of other comprehensive income that will be reclassified to profit or loss, net of tax						
69571	Exchange differences on translation	6(30)	(66,927)	-	1,900,555	2	(104)
69575	Share of other comprehensive income (loss) of associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss	6(9)(30)	149,330	-	(277,896)	(1)	(154)
69585	Revaluation gain (loss) from investments in debt instruments measured at fair value through other comprehensive income	6(30)	10,854,632	13	(2,515,154)	(3)	(532)
69587	Reversal of impairment loss from investments in debt instruments measured at fair value through other comprehensive income	6(30)	(16,462)	-	(25,840)	-	(36)
69590	Other comprehensive income (loss) on reclassification under the overlay approach	6(30)	1,178	-	(1,308)	-	(190)
69579	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	6(30)(40)	(435,705)	-	12,594	-	(3560)
69500	**Other comprehensive income**		17,011,552	21	4,621,808	5	268
69700	**Total comprehensive income**		$ 52,049,682	63	$ 39,387,694	47	32
	Profit attributable to:						
69901	Owners of parent		$ 35,038,130	42	$ 34,765,886	42	1
	Comprehensive income attributable to:						
69951	Owners of parent		$ 52,049,682	63	$ 39,387,694	47	32
	Earnings per share						
70000	Basic and diluted earnings per share (in dollars)	6(41)	$	2.36	$	2.35	

The accompanying notes are an integral part of these consolidated financial statements.

MEGA FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars)

		Equity attributable to owners of the parent										
		Capital			Retained earnings			Other equity interest				
	Notes	Common stock	Advance receipts for capital stock	Capital surplus	Legal reserve	Special reserve	Unappropriated earnings	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Other comprehensive income (loss) on reclassification using overlay approach	Other equity interest	Total equity
For the year ended December 31, 2024												
Equity at beginning of year		$ 140,513,382	$ 1,391,394	$ 68,502,384	$ 47,670,164	$ 16,163,964	$ 58,426,861	($ 2,227,625)	$ 5,385,960	($ 299)	($ 15,097)	$ 335,811,088
Profit		-	-	-	-	-	34,765,886	-	-	-	-	34,765,886
Other comprehensive income (loss)	6(30)	-	-	-	-	-	676,219	1,900,555	2,031,245	(1,308)	15,097	4,621,808
Total comprehensive income (loss)		-	-	-	-	-	35,442,105	1,900,555	2,031,245	(1,308)	15,097	39,387,694
Earnings distribution for 2023												
Legal reserve	6(29)	-	-	-	3,312,152	-	(3,312,152)	-	-	-	-	-
Special reserve	6(29)	-	-	-	-	(13,625,012)	13,625,012	-	-	-	-	-
Cash dividends	6(29)	-	-	-	-	-	(21,602,007)	-	-	-	-	(21,602,007)
Stock dividends	6(29)	4,320,401	-	-	-	-	(4,320,401)	-	-	-	-	-
Issuance of shares	6(28)	3,500,000	(1,391,394)	8,050,000	-	-	-	-	-	-	-	10,158,606
Disposal of investments in equity instruments measured at fair value through other comprehensive income	6(4)	-	-	-	-	-	5,806,275	-	(5,806,275)	-	-	-
Reversal of special reserve due to disposal of property	6(28)	-	-	-	-	(3,690)	3,690	-	-	-	-	-
Other changes in capital surplus	6(28)	-	-	288,505	-	-	-	-	-	-	-	288,505
Equity at end of year		$ 148,333,783	$ -	$ 76,840,889	$ 50,982,316	$ 2,535,262	$ 84,069,383	($ 327,070)	$ 1,610,930	($ 1,607)	$ -	$ 364,043,886
For the year ended December 31, 2025												
Equity at beginning of year		$ 148,333,783	$ -	$ 76,840,889	$ 50,982,316	$ 2,535,262	$ 84,069,383	($ 327,070)	$ 1,610,930	($ 1,607)	$ -	$ 364,043,886
Profit		-	-	-	-	-	35,038,130	-	-	-	-	35,038,130
Other comprehensive income (loss)	6(30)	-	-	-	-	-	174,252	(66,927)	16,903,049	1,178	-	17,011,552
Total comprehensive income (loss)		-	-	-	-	-	35,212,382	(66,927)	16,903,049	1,178	-	52,049,682
Earnings distribution for 2024												
Legal reserve	6(29)	-	-	-	4,124,948	-	(4,124,948)	-	-	-	-	-
Cash dividends	6(29)	-	-	-	-	-	(23,733,406)	-	-	-	-	(23,733,406)
Disposal of investments in equity instruments measured at fair value through other comprehensive income	6(4)	-	-	-	-	-	717,461	-	(717,461)	-	-	-
Other changes in capital surplus	6(28)	-	-	8,940	-	-	-	-	-	-	-	8,940
Equity at end of year		$ 148,333,783	$ -	$ 76,849,829	$ 55,107,264	$ 2,535,262	$ 92,140,872	($ 393,997)	$ 17,796,518	($ 429)	$ -	$ 392,369,102

The accompanying notes are an integral part of these consolidated financial statements.

MEGA FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31 2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		$ 39,531,478	$ 39,091,813
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation expense	6(38)	1,747,494	1,721,549
Amortization expense	6(38)	861,810	818,677
Bad debts expense, commitment and guarantee liability provision		5,278,531	7,692,005
Interest expense	6(31)	86,161,796	93,332,874
Interest income	6(31)	(123,754,881)	(130,126,801)
Dividend income	6(33)(34)	(3,652,061)	(3,953,019)
Net change in provisions for insurance liabilities		289,016	453,908
Share of loss (gain) of associates and joint ventures accounted for using equity method	6(9)	53,806	(83,612)
Loss (gain) on disposal of property and equipment	6(36)	5,639	(23,285)
Gain on disposal of investment property		(41,320)	-
Reversal of impairment loss on assets	6(35)	(28,361)	(41,231)
Profit reclassified by applying overlay approach	6(3)	1,178	(1,308)
Changes in operating assets and liabilities			
Changes in operating assets			
Increase in due from Central Bank and call loans to other banks		(23,013,030)	(12,944,513)
Increase in financial assets at fair value through profit or loss		(20,541,473)	(20,196,162)
Decrease (increase) in financial assets at fair value through other comprehensive income		9,964,550	(20,785,400)
Increase in investments in debt instruments measured at amortized cost		(79,216,851)	(33,006,201)
Increase in receivables		(15,215,481)	(24,559,028)
Increase in discounts and loans		(145,060,548)	(168,715,685)
Increase in reinsurance contract assets		(389,634)	(999,319)
(Increase) decrease in other financial assets		(1,797,746)	114,807
(Increase) decrease in other assets		(2,097,908)	649,059
Changes in operating liabilities			
Increase (decrease) in deposits from the Central Bank and banks		182,863,063	(77,093,472)
Increase in financial liabilities at fair value through profit or loss		2,059,526	1,175,680
Increase in bills and bonds purchased under resale agreements		29,423,284	17,864,883
Increase (decrease) in payables		8,482,438	(5,624,685)
Increase in deposits and remittances		173,275,423	298,842,159
Increase (decrease) in other financial liabilities		1,388,140	(1,413,313)
Increase in liabilities reserve		45,068	1,100,862
(Decrease) increase in other liabilities		(1,667,602)	816,848
Cash inflow (outflow) generated from operations		124,955,344	(35,891,910)
Interest received		124,024,909	129,843,335
Cash dividend received		3,846,307	4,060,516
Interest paid		(86,906,697)	(93,864,169)
Income tax paid		(4,582,493)	(9,105,414)
Net cash flows from (used in) operating activities		161,337,370	(4,957,642)

(Continued)

MEGA FINANCIAL HOLDING CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31 2025	2024
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from capital reduction of investments accounted for using equity method		$ 56,089	$ 35,539
Acquisition of property and equipment	6(14)	(1,544,415)	(1,263,074)
Proceeds from disposal of property and equipment		839	30,025
Acquisition of intangible assets		(955,640)	(904,760)
Acquisition of investment properties	6(13)	(51,912)	(55,145)
Proceeds from disposal of investment property		160,017	-
Net cash flows used in investing activities		(2,335,022)	(2,157,415)
CASH FLOWS FROM FINANCING ACTIVITIES			
Decrease in due to the Central Bank and banks		(476,672)	(215,192)
Increase (decrease) in commercial papers payable	6(42)	14,250,000	(2,945,000)
Proceeds from issuance of bonds	6(42)	5,000,000	-
Proceeds from issuance of bank notes payable	6(42)	1,500,000	13,200,000
Decrease in other borrowings	6(42)	(4,304,161)	(2,846,004)
(Decrease) increase in guarantee deposits received		(1,980,197)	7,401,076
Proceeds from issuance of shares	6(28)	-	10,158,606
Increase in financial liabilities designated at fair value through profit or loss		-	297,349
Decrease in financial liabilities designated at fair value through profit or loss		(98,698)	(422,399)
Payment of lease liabilities	6(42)	(712,625)	(621,773)
Cash dividends paid		(21,347,679)	(19,430,533)
Net cash flows (used in) from financing activities		(8,170,032)	4,576,130
Effect of exchange rate changes		211,932	1,857,996
Net increase (decrease) in cash and cash equivalents, net		151,044,248	(680,931)
Cash and cash equivalents, net at beginning of year		459,724,760	460,405,691
Cash and cash equivalents, net at end of year		$ 610,769,008	$ 459,724,760
The components of cash and cash equivalents			
Cash and cash equivalents reported in the balance sheet	6(1)	$ 168,055,070	$ 103,947,126
Due from Central Bank and call loans to other banks qualified as cash and cash equivalents as defined by IAS 7	6(2)	437,002,878	348,745,553
Investments in bills and bonds under resale agreements qualified as cash and cash equivalents as defined by IAS 7		5,711,060	7,032,081
Cash and cash equivalents at end of reporting period		$ 610,769,008	$ 459,724,760

The accompanying notes are an integral part of these consolidated financial statements.

Attachment 5

Mega Financial Holding Co., Ltd.

Earnings Distribution Statement

Year 2025 **Unit:NT$**

Items	Amount	
Beginning undistributed retained earnings in 2025		**56,211,029,302**
Net profit after income tax in 2025	35,038,130,288	
Add：Gain on disposal of investments in equity instruments measured at fair value through other comprehensive income	717,460,429	
Add：Remeasurements of defined benefit plans	174,251,698	
2025 distributable earnings		**35,929,842,415**
Less：10% legal reserve		(3,592,984,242)
Total distributable earnings		**88,547,887,475**
Less：Distribution item		
Cash dividends to shareholders (NT$1.75 per share)	(25,958,411,994)	
Distribution amount		**(25,958,411,994)**
Unappropriated retained earnings		**62,589,475,481**

Note1：The 2025 distributable earnings shall be distributed as a priority.

Note2：The amount of cash dividend per share shall be calculated and truncated to NT$1. The sum of all cash dividends less than NT$1 shall be allocated in line with a progressive decrease in decimal numbers and a progressive increase in shareholders' ID number so that the total dividend distribution is fully paid.

Attachment 6

Mega Financial Holding Co., Ltd.

Procedures for the Acquisition or Disposal of Assets Comparison of the Proposed Amendments to Some Articles

Amended articles	Existing articles	Description
Article 25 Under any of the following circumstances, in acquiring or disposing of assets, the Company shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event: 1. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. 2. Merger, demerger, acquisition, or transfer of shares. 3. Losses from financial derivative	**Article 25** Under any of the following circumstances, in acquiring or disposing of assets, the Company shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event: 1. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. 2. Merger, demerger, acquisition, or transfer of shares. 3. Losses from financial derivative	1.Amended in accordance with Article 31, Paragraph 1, Subparagraphs 4 and 7 of the Guidelines for the Acquisition or Disposal of Assets by Publicly Issued Companies issued by the Financial Supervisory Commission on July 24, 2025. 2.Considering that the acquisition or disposal of equipment for business use by companies is a normal business activity, and that companies may need to improve their cash yield by investing in fixed-income products to better utilize their working capital, and in accordance with the principle of materiality disclosure, the Financial Supervisory Commission (FSC) has relaxed the disclosure standards for publicly traded companies with

Amended articles	Existing articles	Description
transactions reach the full amount specified by the Disposal Procedures or the maximum amount of loss specified by individual contracts. 4. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches 5% or more of the paid-in capital of the company. 5. Where land is acquired under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the Company expects to invest in the transaction reaches NT$500 million or more. 6. Government bonds, general corporate bonds, and general financial bonds not involving equity (excluding subordinated debts) traded on a stock exchange or at a securities firm's place of business, which do not fall under any of the items in the proviso of subparagraph 7, and where the counterparty is not a related party, provided that the transaction amount reaches 5%	transactions reach the full amount specified by the Disposal Procedures or the maximum amount of loss specified by individual contracts. 4. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT$1 billion or more. 5. Where land is acquired under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the Company expects to invest in the transaction reaches NT$500 million or more.	paid-in capital of NT$50 billion or more and for transactions between them and unrelated parties in Article 31 of the aforementioned guidelines. 3.Adjust the article number.

Amended articles	Existing articles	Description
<u>or more of the Company's paid-in capital.</u> <u>7</u>.Where an asset transaction other than any of those referred to in the preceding <u>six</u> subparagraphs, a disposal of receivables, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT$300 million; provided, this shall not apply to the following circumstances: A. Trading of domestic government bonds or foreign government bonds with credit ratings not lower than the sovereign rating of the R.O.C.. B. Trading of marketable securities at stock exchanges or securities dealers' offices; subscription of foreign government bonds or offered and issued ordinary corporate bonds and general financial bonds not involving equity interests (excluding subordinated bonds) in the primary market; subscription or repurchase of securities investment trusts or futures trusts; or subscription or repurchase of exchange-traded notes. C. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. The amount of transactions above	<u>6</u>. Where an asset transaction other than any of those referred to in the preceding <u>five</u> subparagraphs, a disposal of receivables, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT$300 million; provided, this shall not apply to the following circumstances: A. Trading of domestic government bonds or foreign government bonds with credit ratings not lower than the sovereign rating of the R.O.C.. B. Trading of marketable securities at stock exchanges or securities dealers' offices; subscription of foreign government bonds or offered and issued ordinary corporate bonds and general financial bonds not involving equity interests (excluding subordinated bonds) in the primary market; subscription or repurchase of securities investment trusts or futures trusts; or subscription or repurchase of exchange-traded notes. C. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. The amount of transactions above	

Amended articles	Existing articles	Description
shall be calculated as follows: 1. The amount of any individual transaction. 2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year. 3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year. 4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. "Within one year" in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items which have been announced according to the Disposal Procedures may be excluded. When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from	shall be calculated as follows: 1. The amount of any individual transaction. 2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year. 3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year. 4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. "Within one year" in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items which have been announced according to the Disposal Procedures may be excluded. When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from	

Amended articles	Existing articles	Description
the date of knowing of such error or omission. The Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the Company, where they shall be retained for 5 years except where another act provides otherwise.	the date of knowing of such error or omission. The Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the Company, where they shall be retained for 5 years except where another act provides otherwise.	
Article 33 This procedure was adopted by Meeting of Shareholders on June 6, 2003. 1st amendment by Annual Shareholders' Meeting on June 15, 2007. 2nd amendment by Annual Shareholders' Meeting on June 15, 2012. 3rd amendment by Annual Shareholders' Meeting on June 24, 2014. 4th amendment by Annual Shareholders' Meeting on June 16, 2017. 5th amendment by Annual Shareholders' Meeting on June 21, 2019. 6th amendment by Annual Shareholders' Meeting on June 17, 2022. 7th amendment by Annual Shareholders' Meeting on June 21, 2024. <u>8th amendment by Annual Shareholders' Meeting on June 18, 2026</u>.	**Article 33** This procedure was adopted by Meeting of Shareholders on June 6, 2003. 1st amendment by Annual Shareholders' Meeting on June 15, 2007. 2nd amendment by Annual Shareholders' Meeting on June 15, 2012. 3rd amendment by Annual Shareholders' Meeting on June 24, 2014. 4th amendment by Annual Shareholders' Meeting on June 16, 2017. 5th amendment by Annual Shareholders' Meeting on June 21, 2019. 6th amendment by Annual Shareholders' Meeting on June 17, 2022. 7th amendment by Annual Shareholders' Meeting on June 21, 2024.	The revision process has been expanded.

Mega Financial Holding Co., Ltd.
Articles of Procedures for Acquisition and Disposal of Assets
(Draft amendment)

Chapter I General Principles

Article 1
These Procedures are established in accordance with the Regulations Governing the Acquisition and Disposal of Assets by Public Companies (hereinafter referred to as the "Regulations") promulgated by the Financial Supervisory Commission (FSC).

Article 2
The Company shall handle the acquisition or disposal of assets in compliance with these Procedures; provided, where financial laws or regulations provide otherwise, such provisions shall govern.

Article 3
The term "assets" as used in these Procedures includes the following:
1. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.
2. Real property (including land, houses and buildings, investment property) and equipment.
3. Memberships.
4. Patents, copyrights, trademarks, franchise rights, and other intangible assets.
5. Right-of-use assets.
6. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).
7. Derivatives.
8. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.
9. Other major assets.

Article 4
Terms used in these Procedures are defined as follows:
1. Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives.

The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.

2. Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act and other acts, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor (hereinafter "transfer of shares") under Article 156-3 of the Company Act.
3. Related party or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
4. Professional appraiser: Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment.
5. Date of occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply.
6. Mainland China area investment: Refers to investments in the mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area.
7. Securities exchange: "Domestic securities exchange" refers to the Taiwan Stock Exchange Corporation; "foreign securities exchange" refers to any organized securities exchange market that is regulated by the competent securities authorities of the jurisdiction where it is located.
8. Over-the-counter venue ("OTC venue", "OTC"): "Domestic OTC venue" refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; "foreign OTC venue" refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business.

Article 5

Professional appraisers and their officers, certified public accountants, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:

1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Securities and Exchange Act, the Company Act, the

Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.
2. May not be a related party or de facto related party of any party to the transaction.
3. If the Company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.

When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the self-regulatory rules of their respective sector associations.

Article 6

In acquisition or disposal of assets, the Company shall handle the assessment and transaction in compliance with the following provisions:

1. Acquisition or disposal of real property, equipment, other assets and right-of-use assets thereof shall be handled in compliance with the Company's "Guidelines for Procurement, Leasing and Disposal of Assets".
2. The acquisition or disposal of marketable securities shall be governed by the Financial Holding Company Act and applicable laws and regulations, as well as the Company's Regulations Governing the Use of Short-term Funds.
3. Long-term equity investments and their disposal shall be governed by the Financial Holding Company Act and applicable laws and regulations.
4. Financial derivative transactions shall be governed by the Company's Procedures for Engaging in Financial Derivative Transactions.

Article 6-1

The total amount of real estate that is not for business use and its right-of-use assets or marketable securities acquired by the Company and its subsidiaries, as well as the cap on individual marketable securities, shall be governed by the Financial Holding Company Act, applicable laws and regulations, and the relevant regulations of each company.

Chapter II Disposition Procedures

Section I Establishment of Disposition Procedures

Article 7

In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the Company's paid-in capital or NT$300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:

1. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.
2. Where the transaction amount is NT$1 billion or more, appraisals from two or more professional appraisers shall be obtained.
3. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant (CPA) shall be engaged to perform the appraisal and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:
   A. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.
   B. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.
4. No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.

Article 8

When acquiring or disposing of securities, the Company shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the Company's paid-in capital or NT$300 million or more, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price.This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).

Article 9

In acquiring or disposing of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20 percent or more of the Company's paid-in capital or NT$300 million or more, the Company, unless transacting with a domestic government agency, shall engage a certified public accountant (CPA) prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price.

Article 10

The calculation of the transaction amounts referred to in the preceding three articles shall be done in accordance with Article 25, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.

Article 11

Where the Company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.

Section II Related Party Transactions

Article 12

When the Company engages in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised, if the transaction amount reaches 10 percent or more of the Company's total assets, the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provisions of the applicable regulations.

The calculation of the transaction amount referred to in the preceding paragraph shall be made in accordance with Article 10 herein.

When judging whether a transaction counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.

Article 13

When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the audit committee and board of directors:

1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.
2. The reason for choosing the related party as a transaction counterparty.

3. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 14 and Article 15.
4. The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the company and the related party.
5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.
6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.
7. Restrictive covenants and other important stipulations associated with the transaction.

For related party transactions listed in the preceding paragraph, the actual transaction status (including the transaction amount, terms and conditions, and information listed in the preceding paragraph) shall be reported to the latest shareholders' meeting after the end of the year.

With respect to the types of transactions listed below, when to be conducted between the Company and its subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the company's board of directors may delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting:

1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use.
2. Acquisition or disposal of real property right-of-use assets held for business use.

When a matter is submitted for discussion by the board of directors pursuant to paragraph 1, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.

When a matter is submitted for discussion by the audit committee pursuant to paragraph 1, it shall be approved by more than half of all audit committee members and submitted to the board of directors for resolution, Article 31, paragraph 3 and paragraph 4 shall apply mutatis mutandis to the audit committee.

In the event that the Company or a non-domestic publicly-listed subsidiary carries out a transaction specified in Paragraph 1 and the transaction amount reaches 10% or more of the Company's total assets, the information listed in Paragraph 1 shall be submitted to the Company's shareholders' meeting for approval before the transaction contract is signed and the payment is made. However, transactions between the Company and its subsidiaries, or between subsidiaries in which the Company directly or indirectly holds 100% of the issued shares or authorized capital, are not subject to this limitation.

The calculation of the transaction amounts referred to in Paragraph 1 and the preceding paragraph shall be made in accordance with Paragraph 2, Article 25, and "within one year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been submitted to the shareholders' meeting, the Audit Committee, and the Board of Directors for acknowledgment in accordance with the provisions of the Disposal Procedures need not be counted toward the transaction amount.

Article 14

In acquiring real property or right-of-use assets thereof from a related party, the Company shall evaluate the reasonableness of the transaction costs by the following means:

1. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the Company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.
2. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties.

Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.

The Company that acquires real property or right-of-use assets thereof from a related party and appraises the cost of the real property or right-of-use assets thereof in accordance with the preceding two paragraphs shall also engage a CPA to check the appraisal and render a specific opinion.

Where the Company acquires real property or right-of-use assets thereof from a related party and one of the following circumstances exists, the acquisition shall be conducted in accordance with the preceding article, and the preceding three paragraphs do not apply:

1. The related party acquired the real property or right-of-use assets thereof through inheritance or as a gift.
2. More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property or right-of-use assets thereof to the signing date for the current transaction.
3. The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the Company's own land or on rented land.
4. The real property right-of-use assets for business use are acquired by the Company from its subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital.

Article 15

When the results of the Company's appraisal conducted in accordance with paragraph 1 and paragraph 2 of the preceding article are uniformly lower than the transaction price, the matter shall be handled in compliance with Article 16. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained, this restriction shall not apply:

1. Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:
   A. Where undeveloped land is appraised in accordance with the means in the preceding article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.
   B. Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land of a similar size, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.
2. Where the Company acquiring real property, or obtaining real property right-of-use assets through leasing, from a related party provides evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year.

Completed transactions involving neighboring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or obtainment of the right-of-use assets thereof.

Article 16

Where the Company acquires real property or right-of-use assets thereof from a related party and the results of appraisals conducted in accordance with the preceding two articles are uniformly lower than the transaction price, the following steps shall be taken:

1. A special reserve shall be set aside in accordance with Article 41, paragraph 1 of the Securities and Exchange Act against the difference between the real property transaction price and the appraised cost, and may not be distributed or used for capital increase or

issuance of bonus shares. Where the Company uses the equity method to account for its investment in another company, then the special reserve called for under Article 41, paragraph of the Act shall be set aside pro rata in a proportion consistent with the share of the Company's equity stake in the other company.
2. The independent director members of the audit committee shall comply with Article 218 of the Company Act.
3. Actions taken pursuant to the preceding two subparagraphs shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any prospectus.

If the Company has set aside a special reserve under the preceding paragraph, it may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased or leased at a premium, or they have been disposed of, or the leasing contract has been terminated, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the FSC has given its consent.

In acquiring real property or right-of-use assets thereof from a related party, the Company shall also comply with the preceding two paragraphs if there is other evidence indicating that the acquisition was not an arm’s length transaction.

Section III Mergers and Consolidations, Splits, Acquisitions, and Assignment of Shares

Article 17

When conducting a merger, demerger, acquisition, or transfer of shares, prior to convening the board of directors to resolve on the matter, the Company shall engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the board of directors for deliberation and passage. However, the requirement of obtaining an aforesaid opinion on reasonableness issued by an expert may be exempted in the case of a merger by the Company of a subsidiary in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, and in the case of a merger between subsidiaries in which the Company directly or indirectly holds 100 percent of the respective subsidiaries' issued shares or authorized capital.

Article 18

When participating in a merger, demerger, acquisition, or transfer of shares, the Company shall prepare a public report to shareholders detailing important contractual content and matters relevant to the merger, demerger, or acquisition prior to the shareholders meeting and include it along with the expert opinion referred to in paragraph 1 of the preceding article when sending shareholders notification of the shareholders meeting for reference in deciding whether to approve the merger, demerger, or acquisition. Provided, where a provision of another act exempts a company from convening a shareholders meeting to approve the merger, demerger, or acquisition, this restriction shall not apply.

Where the shareholders meeting of any one of the companies participating in a merger, demerger, or acquisition fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal restriction, or the proposal is rejected by the shareholders meeting, the Company shall immediately publicly explain the reason, the follow-up measures, and the preliminary date of the next shareholders meeting.

Article 19

When participating in a merger, demerger, or acquisition, the Company shall convene a board of directors meeting and shareholders meeting on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent.

When participating in a transfer of shares, the Company shall call a board of directors meeting on the day of the transaction, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent.

When participating in a merger, demerger, acquisition, or transfer of another company's shares, the Company shall prepare a full written record of the following information and retain it for 5 years for reference:

1. Basic identification data for personnel: Including the occupational titles, names, and national ID numbers (or passport numbers in the case of foreign nationals) of all persons involved in the planning or implementation of any merger, demerger, acquisition, or transfer of another company's shares prior to disclosure of the information.
2. Dates of material events: Including the signing of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, the execution of a contract, and the convening of a board of directors meeting.
3. Important documents and minutes: Including merger, demerger, acquisition, and share transfer plans, any letter of intent or memorandum of understanding, material contracts, and minutes of board of directors meetings.

When participating in a merger, demerger, acquisition, or transfer of another company's shares, the Company shall, within 2 days counting inclusively from the date of passage of a resolution by the board of directors, report (in the prescribed format and via the Internet-based information system) the information set out in subparagraphs 1 and 2 of the preceding paragraph to the FSC for recordation.

Where any of the companies participating in a merger, demerger, acquisition, or transfer of another company's shares is neither listed on an exchange nor has its shares traded on an OTC market, the Company shall sign an agreement with such company whereby the latter is required to abide by the provisions of the preceding two paragraphs.

Article 20

Every person participating in or privy to the plan for merger, demerger, acquisition, or transfer of shares shall issue a written undertaking of confidentiality and may not disclose the content of the plan prior to public disclosure of the information and may not trade, in their own name or under the name of another person, in any stock or other equity security of any company related to the plan for merger, demerger, acquisition, or transfer of shares.

Article 21

When participating in a merger, demerger, acquisition, or transfer of shares, the Company may not arbitrarily alter the share exchange ratio or acquisition price unless under the below-listed circumstances, and shall stipulate the circumstances permitting alteration in the contract for the merger, demerger, acquisition, or transfer of shares:

1. Cash capital increase, issuance of convertible corporate bonds, or the issuance of bonus shares, issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, or other equity based securities.
2. An action, such as a disposal of major assets, that affects the company's financial operations.
3. An event, such as a major disaster or major change in technology, that affects shareholder equity or share price.
4. An adjustment where any of the companies participating in the merger, demerger, acquisition, or transfer of shares from another company, buys back treasury stock.
5. An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares.
6. Other terms/conditions that the contract stipulates may be altered and that have been publicly disclosed.

Article 22

The contract for participation by the Company in a merger, demerger, acquisition, or of shares shall record the rights and obligations of the companies participating in the merger, demerger, acquisition, or transfer of shares, and shall also record the following:

1. Handling of breach of contract.
2. Principles for the handling of equity-type securities previously issued or treasury stock previously bought back by any company that is extinguished in a merger or that is demerged.
3. The amount of treasury stock participating companies are permitted under law to buy back after the record date of calculation of the share exchange ratio, and the principles for handling thereof.
4. The manner of handling changes in the number of participating entities or companies.
5. Preliminary progress schedule for plan execution, and anticipated completion date.
6. Scheduled date for convening the legally mandated shareholders meeting if the plan exceeds the deadline without completion, and relevant procedures.

Article 23

After public disclosure of the information, if any company participating in the merger, demerger, acquisition, or share transfer intends further to carry out a merger, demerger, acquisition, or share transfer with another company, all of the participating companies shall carry out anew the procedures or legal actions that had originally been completed toward the merger, demerger, acquisition, or share transfer; except that where the number of participating companies is decreased and a participating company's shareholders meeting has adopted a resolution authorizing the board of directors to alter the limits of authority, such participating company may be exempted from calling another shareholders meeting to resolve on the matter anew.

Article 24

Where any of the companies participating in a merger, demerger, acquisition, or transfer of shares is not a public company, the Company(s) shall sign an agreement with the non-public company whereby the latter is required to abide by the provisions of Article 19, Article 20, and the preceding article.

Chapter III Public Disclosure of Information Chapter III Public Disclosure of Information

Article 25

Under any of the following circumstances, in acquiring or disposing of assets, the Company shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:

1. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
2. Merger, demerger, acquisition, or transfer of shares.
3. Losses from financial derivative transactions reach the full amount specified by the Disposal Procedures or the maximum amount of loss specified by individual contracts.
4. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches 5% or more of the paid-in capital of the company.
5. Where land is acquired under an arrangement on engaging others to build on the

Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the Company expects to invest in the transaction reaches NT$500 million or more.

6. Government bonds, general corporate bonds, and general financial bonds not involving equity (excluding subordinated debts) traded on a stock exchange or at a securities firm's place of business, which do not fall under any of the items in the proviso of subparagraph 7, and where the counterparty is not a related party, provided that the transaction amount reaches 5% or more of the Company's paid-in capital.

7. Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT$300 million; provided, this shall not apply to the following circumstances:

A. Trading of domestic government bonds or foreign government bonds with credit ratings not lower than the sovereign rating of the R.O.C..

B. Trading of marketable securities at stock exchanges or securities dealers' offices; subscription of foreign government bonds or offered and issued ordinary corporate bonds and general financial bonds not involving equity interests (excluding subordinated bonds) in the primary market; subscription or repurchase of securities investment trusts or futures trusts; or subscription or repurchase of exchange-traded notes.

C. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.

The amount of transactions above shall be calculated as follows:

1. The amount of any individual transaction.
2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.
3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year.
4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.

"Within one year" in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items which have been announced according to the Disposal Procedures may be excluded.

When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission.

The Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the Company, where they shall be retained for 5 years except where another act provides otherwise.

Article 26

Where any of the following circumstances occurs with respect to a transaction that the Company has already publicly announced and reported in accordance with the preceding article, a public report of relevant information shall be made on the information reporting website designated by the FSC within 2 days counting inclusively from the date of occurrence of the event:

1. Change, termination, or rescission of a contract signed in regard to the original transaction.
2. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.
3. Change to the originally publicly announced and reported information.

Chapter IV Additional Provisions

Article 27

Information required to be publicly announced and reported in accordance with the provisions of the preceding Chapter on acquisitions and disposals of assets by the Company's subsidiary that is not itself a public company in Taiwan shall be reported by the Company.

The paid-in capital or total assets of the Company shall be the standard applicable to a subsidiary referred to in the preceding paragraph in determining whether, relative to paid-in capital or total assets, it reaches a threshold requiring public announcement and regulatory filing under Article 25, paragraph 1.

Article 28

Information required to be publicly announced and reported in accordance with the provisions of the preceding Chapter on acquisitions and disposals of assets by the Company's subsidiary that is not itself a public company in Taiwan shall be reported by the public company.

The paid-in capital or total assets of the Company shall be the standard applicable to a subsidiary referred to in the preceding paragraph in determining whether, relative to paid-in capital or total assets, it reaches a threshold requiring public announcement and regulatory filing under Article 31, paragraph 1.

Article 29

Matters not addressed by these Procedures shall be governed by other applicable laws and regulations, and the Company’s relevant requirements.

Article 30

The Company’s subsidiaries shall enact “Procedures for Acquisition or Disposal of Assets” and sent to supervisors and the shareholders meeting for approval, after adopted by the Board of Directors.

In acquiring or disposing of assets, subsidiary of the Company shall handle pursuant to its Procedures for Acquisition or Disposal of Assets and the Company’s Rules for Subsidiary Supervisory Operation.

Article 31

When these Procedures are submitted for discussion by the board of directors, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting and sent the audit committee.

Material asset transaction and formulation or amendment to these Procedures shall be approved by more than half of all audit committee members and submitted to the board of directors for a resolution.

If approval of more than half of all audit committee members as required in the preceding paragraph is not obtained, the procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting.

The terms "all audit committee members" in paragraph 2 and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.

Article 32

The Disposal Procedures shall be approved by the Audit Committee and submitted to the Board of Directors for approval, and then reported at the shareholders' meeting for approval prior to implementation. The same shall apply to future amendments.

Article 33

This procedure was adopted by Meeting of Shareholders on June 6, 2003. 1st amendment by Annual Shareholders’ Meeting on June 15, 2007. 2nd amendment by Annual Shareholders’ Meeting on June 15, 2012. 3rd amendment by Annual Shareholders’ Meeting on June 24, 2014. 4th amendment by Annual Shareholders’ Meeting on June 16, 2017. 5th amendment by Annual Shareholders’ Meeting on June 21, 2019. 6th amendment by Annual Shareholders’ Meeting on June 17, 2022. 7th amendment by Annual Shareholders’ Meeting on June 21, 2024. <u>8th amendment by Annual Shareholders’ Meeting on June 18, 2026.</u>