

Taishin Financial Holding Co., Ltd.

Audit Committee Charter

Article 1 (Basis)

The Audit Committee Charter (the Charter) is established in accordance with Article 31, Paragraph 4 of the Company's Articles of Incorporation and by reference to Article 3 of "Regulations Governing the Exercise of Powers by Audit Committees of Public Companies".

Article 2 (The Scope of Application of the Charter)

Matters concerning the number, term of office, authority, rules of procedure for meetings, and resources to be provided by the Company when the Audit Committee ("the Committee") is exercising its powers shall be handled in accordance with this Charter.

Article 3 (Composition of the Committee)

The Committee shall be composed of the entire membership of independent directors. It shall not be fewer than three persons in number, and at least one of them shall have accounting or financial expertise.

One member elected among all members shall serve as the convener and the Chairperson of the meeting. The convener shall represent the Committee to the public.

The independent director members of the Committee shall serve a 3-year term, and may be re-elected to further terms. When the number of the independent director members on the Committee falls below what is prescribed in the preceding paragraph or in the Articles of Incorporation due to an independent director's dismissal for any reason, a by-election shall be held at the next Shareholders' Meeting to fill the vacancy. When the independent directors are dismissed en masse, an Extraordinary Shareholders' Meeting shall be called within 60 days from the date of the occurrence to hold a by-election to fill the vacancy.

Article 4 (Applicable Regulations)

Powers conferred by the Securities and Exchange Act, the Company Act, and any other law to be exercised by supervisors, excepting those set forth in Article 14-4, paragraph 4 of the Securities and Exchange Act shall be exercised by the Committee.

The provisions of Article 14-4, Paragraph 4 of the Securities and Exchange Act, in regard to the Company Act as concerns the actions of supervisors or their role as representatives of a company, apply mutatis mutandis to the independent director members of the Committee.

Article 5 (Scope of Duty)

The duties of the Committee are as follows:

1. The adoption of or amendments to the internal control system pursuant to Article 14-1 of the Securities and Exchange Act.
2. Assessment of the effectiveness of the internal control system.
3. The adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of the procedures for handling financial or business activities of a material nature, such as

acquisition or disposal of assets, derivatives trading, loaning of funds to others, and endorsements or guarantees for others.

4. Matters in which a director is an interested party.
5. Asset transactions or derivatives trading of a material nature.
6. The offering, issuance, or private placement of equity-type securities.
7. The hiring or dismissal of a certified public accountant, or their compensation.
8. The appointment or discharge of a financial, accounting, or internal audit officer.
9. Annual and semi-annual financial reports.
10. Other material matters as may be required by the Company or by the competent authority.

The matters under the preceding paragraph shall be subject to the approval of one half or more of the entire membership of the Committee and shall be submitted to the Board of Directors for a resolution.

Any matter in Paragraph 1, with the exception of Subparagraph 9, that has not been approved by one half or more of the entire membership of the Committee may be adopted with the approval of two thirds or more of the entire Board of Directors.

"The entire membership," as used herein, shall be counted as the number of members actually in office at the given time.

Article 6 (Meeting Method and Agenda Setting)

The Committee shall convene at least once quarterly, and may call a meeting at its discretion whenever necessary.

In calling a meeting of the Committee, a notice of the reasons for convening the meeting shall be given to each independent director member at least 7 days in advance. In emergency circumstances, however, the meeting may be called at any time.

When the convener is on leave or unable to convene a meeting for any reason, the convener shall appoint another independent director member on the Committee as acting convener; if the convener does not make such an appointment, one independent director member of the Committee shall be elected by and from the other independent director members of the Committee to serve as convener. The Committee may request the managers of relevant departments, internal audit officers, accountants, attorneys, or other personnel of the Company to attend the meeting as non-voting participants and provide relevant necessary information, provided that they shall leave the meeting when deliberation or voting takes place.

The Committee's meeting agenda shall be drafted by the convener with the Company's Secretary Division as agenda working group. Other members may also put forward proposals for discussion by the Committee. When the Committee calls a meeting, it shall furnish the members of the Committee present at the meeting with relevant materials for reference as necessary.

Article 7 (Audio or video recordings of the Committee meeting)

The Company shall record on audio or video tape the entire proceedings of the Committee meeting, and preserve the recordings for at least five years, in electronic form or otherwise.

If, before the end of the preservation period referred to in the preceding paragraph, any litigation arises in connection with a resolution of the Committee meeting, the relevant audio or video recordings shall continue to be preserved until the litigation is concluded.

Where the Committee meeting is held via tele- or video conferencing, the audio and visual documentation of the meeting form a part of the meeting minutes and shall be preserved during the existence of the Company.

Article 8 (Attendance and resolution)

When a meeting of the Committee is held, an attendance book shall be made available for signing-in by the independent director members in attendance, and thereafter be made available for reference.

Independent director members shall attend meetings of the Committee in person; if an independent director member is unable to attend in person, the independent director member may appoint another independent director member as proxy to attend the meeting. Attendance via telecommunications is deemed as attendance in person.

A member of the Committee that appoints another independent director member as proxy to attend a meeting of the Committee shall in each instance issue a written proxy stating the scope of authorization with respect to the items on the meeting agenda.

Resolutions at meetings of the Committee shall be adopted with the approval of one half or more of the entire membership. The result of a vote shall be made known immediately and recorded in writing.

During voting, if the committee Chairperson solicits and receives no dissents, the motion is deemed passed with equivalent force as a resolution by votes.

If for a legitimate reason it is impossible to hold a meeting of the Committee, matters on the meeting agenda shall be adopted with the consent of two thirds or more of the entire Board of Directors. Nevertheless, a written opinion indicating approval or disapproval shall be obtained from each independent director member with respect to the matters under Article 5, Paragraph 1, Subparagraph 9.

Article 9 (Meeting Minutes)

Discussions at a meeting of the Committee shall be included in the meeting minutes, which shall faithfully record the following:

1. The session, time, and place of the meeting.
2. The name of the meeting's Chair.
3. Attendance by the independent director members, including the names and the number of members present, excused, and absent.
4. The names and titles of those attending the meeting as non-voting participants.
5. The name of the minute taker.
6. The matters reported at the meeting.
7. Agenda items: For each proposal, the method of resolution and the result; a summary of the comments of the independent director members of the Committee and experts and other persons present at the meeting; the name of any independent director that is an interested party as referred to Article 10, Paragraph 1, an explanation of the important aspects of the relationship of interest, the reasons why the independent director was required or not required to enter recusal, and the status of their recusal; any objections or reservations expressed.

8. Extraordinary motions: The name of the mover; the method of resolution and the result for each motion; a summary of the comments of the independent director members of the Committee and experts and other persons present at the meeting; the name of any independent director that is an interested party as referred to Article 10, paragraph 1, an explanation of the important aspects of the relationship of interest, the reasons why the independent director was required or not required to enter recusal, and the status of their recusal; any objections or reservations expressed.
9. Other matters required to be recorded.

The attendance book constitutes part of the minutes for each meeting of the Committee and shall be preserved during the existence of the Company.

The minutes of a Committee meeting shall bear the signature or seal of both the Chairperson and the minute taker, and a copy of the minutes shall be distributed to each independent director within 20 days after the meeting. The minutes shall be deemed important corporate records and shall be preserved during the existence of the Company.

The meeting minutes of Paragraph 1 may be produced and distributed in electronic form.

Article 10 (Review Recusal)

If any independent director member of the Committee is an interested party with respect to any agenda item, the independent director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interests of the Company, the independent director may not participate in discussion or voting on that agenda item, and further, shall enter recusal during discussion and voting on that item and may not act as another independent director's proxy to exercise voting rights on that matter.

Where the spouse or a blood relative within the second degree of kinship of an independent director is an interested party with respect to an agenda item as described in the preceding paragraph, such independent director shall be deemed to be an interested party with respect to that agenda item.

If, for the reason stated in the preceding two paragraphs, an agenda item cannot be resolved at a meeting of the Committee, it shall be reported to the Board of Directors, which shall resolve on the item.

Article 11 (Engagement of Experts)

The Committee may resolve to retain the service of an attorney, accountant, or other professionals to provide advice with respect to matters in connection with the Committee's duties. The costs of their services shall be borne by the Company.

Article 12 (Obligation and Rewards of the Committee Members)

When a committee member attends the meeting, he/she is entitled to claim transportation allowance ranging from NT\$5,000 to NT\$20,000. The actual amount authorized shall be decided by the Company's Chairperson.

The Committee members shall exercise the due care of a good administrator and faithfully perform the duties prescribed in this Charter; they shall be accountable to the Board of Directors and shall submit their proposals to be resolved by the Board.

Article 13 (Delegation by the Committee)

The execution of tasks relating to resolutions adopted by the Committee may be delegated to the convener or other Committee members for follow-up, with a written or verbal report to be presented to the Committee during the implementation period. When necessary, the matter shall be presented for ratification or a report made at the next meeting of the Committee.

Article 14 (Enforcement)

This Charter, and any amendments hereto, shall come into force after adoption by a resolution of the Board of Directors.

Notes:

2015.06.25 Adopted by the 29th meeting of the Fifth Board.

2017.08.31 Article 7 was added and amendments to the Articles 6 to 13 were made in the 29th Meeting of the Sixth Board.

2018.05.31 Article 3 was amended in the 42nd Meeting of the Sixth Board.

2020.04.30 Article 10 was amended in the 27th Meeting of the Seventh Board.