

# **TS Financial Holding Co., Ltd.**

## **Nomination Committee Charter**

### Article 1 (Basis for adoption)

To ensure the soundness of the system employed by Taishin Financial Holdings Co., Ltd. (“the Company”) regarding nominations for director positions, the Nomination Committee Charter (“the Charter”) is established in accordance with Article 31- 4 of the Company’s Articles of Incorporation and Article 27 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

### Article 2 (The Scope of Application of the Charter)

Except as otherwise provided by laws and regulations or by the Articles of Incorporation, matters related to the official powers of the Nomination Committee ("the Committee") shall be handled in accordance with the Charter.

### Article 3 (Disclosures regarding the Committee)

The Company shall make any disclosures regarding the Nomination Committee available on its website and on the Market Observation Post System for public reference.

### Article 4 (Composition and Term of the Committee)

The Committee shall be composed of at least three directors selected by the Board of Directors from among themselves; a majority of the Committee members shall be independent directors.

The term of a Committee member, except as otherwise provided by laws and regulations, by the Company's Articles of Incorporation, or by Board resolutions, shall extend from the date of the director's selection as Committee member by the Board to the date of expiration of the director's term, or to the director's resignation from the Committee or the directorship, or to the director's replacement by another director selected as Committee member by the Board.

### Article 5 (Scope of Duties)

The duties of the Committee are as follows:

1. To recommend a list of director candidates for nomination to the Board.
2. To establish and to review the continuing education programs for directors.
3. To examine the Regulation of the Board Performance Evaluation and to evaluate the Regulation of the Board Performance Evaluation’s implementation results.

When undertaking the task described in subparagraph 1 of the preceding paragraph, the Committee shall comply with the following:

1. When nominating candidates for director positions, the Committee shall base their recommendations on the Company's Board Membership Diversification Policy and on the qualifications of the candidates whose expertise, skills, experience, etc. are relevant to the business development of the Company.
2. To ensure compliance with the regulations as requested by the Competent Authority, when nominating independent directors the Committee shall take note of the nominees' professional qualifications, independence, and any concurrent positions held at other companies.
3. The Committee shall conduct reviews of the recommended director candidates' qualifications, education, work experience, and background, and shall consider any matters set forth in Article 30 of the Company Act or in Article 3 of the Regulations Governing Qualification Requirements for the Founder or Responsible Persons of Financial Holding Companies and Concurrent Serving Restrictions and Matters for Compliance by the Responsible Persons of a Financial Holding Company; these reviews shall be conducted in accordance with Article 192-1 of the Company Act.

#### Article 6 (Recusal due to Conflicts of Interest)

If a member of the Committee has a stake in performing the duties of the Committee, he/she shall state the important aspects of its stake in the meeting of the Committee concerned, and where there is a likelihood that the interests of this Company would be prejudiced, he/she may not participate in discussion or voting, shall recuse himself/herself from any such discussion and voting, and may not exercise voting rights as proxy on behalf of another member of the Committee. Where the spouse, a blood relative within the second degree of kinship of a committee member, or any company which has a controlling or subordinate relation with a committee member has interests in the matters under discussion in the meeting, such committee member shall be deemed to have a personal interest in the matter.

#### Article 7 (Committee Convener and Procedures for Calling Meetings)

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

In calling a Committee meeting, a notice setting out the reasons for the meeting shall be given to the Committee members more than seven days in advance of the meeting. In emergency circumstances, however, the meeting may be called at shorter notice.

The convener and chairperson of a Committee meeting shall be selected by the Committee members from among themselves. If the Committee convener is on leave, is unable to convene a meeting for any reason, or is required to recuse himself/herself pursuant to Article 6, then the convener shall appoint another

member of the Committee to act as convener. If the convener does not make such an appointment, the other Committee members shall select one member from among themselves to serve as convener.

The Committee may request personnel of relevant departments and also, when necessary, accountants, legal consultants, or other professional personnel to attend the meeting and provide related information as required; such delegates shall leave the meeting before the initiation of any discussion or voting.

#### Article 8 (Drafting Meeting Agendas)

The Committee's meeting agenda shall be drafted by the convener, and the Secretariat Division is designated as the Committee's procedural unit. Committee members, or department managers within their areas of responsibility, may propose motions to the Committee for discussion, and shall furnish the attending members with relevant materials for ready reference when a Committee meeting is held. When a Committee meeting is convened, the Company shall make available an attendance book for attending members to sign, and it shall be available for future reference.

Committee members shall attend meetings in person. If a Committee member is unable to attend the meeting in person, he/she may appoint another member to attend the meeting as his/her proxy, and the proxy may accept appointment from one person only. Attendance via videoconferencing is deemed attendance in person. A Committee member appointing another member to attend a meeting as his/her proxy shall issue a letter of authorization for each such appointment setting out the authorization in regard to matters for which the meeting is convened.

#### Article 9 (Resolution Method and the Board's Refusal to Adopt Recommendations)

Except as otherwise provided by laws and regulations or by the Company's Articles of Incorporation, a resolution of the Committee requires majority attendance of the Committee members and the approval of the majority of the attending members. To refuse to adopt a recommendation of the Committee, the Board of Directors shall require the agreement of a majority of the directors in attendance at a meeting attended by two-thirds or more of all of the directors. In such an event, the Company shall specify the details and cause of the discrepancy in the Board meeting minutes.

#### Article 10 (Meeting Minutes)

The proceedings of a Committee meeting shall be recorded in minutes, which shall specify the following matters in detail:

1. The session, time, and place of the meeting.
2. The chairperson's name.

3. The attendance of members, including names and numbers of members who are present at the meeting, are on leave, or are absent from the meeting.
4. The names and titles of nonvoting delegates at the meeting.
5. The name of the minute taker.
6. The matters reported on.
7. The matters for discussion: the resolution method and outcome of each motion, and any objections or reservations expressed by any Committee member.
8. Any extempore motions: the name of the person submitting the motion, the resolution method and outcome of the motion, and a summary of statements and objections or reservations expressed by members of the Committee, experts, and other persons.
9. Any other matters required to be recorded.

The attendance book of the meeting, and the video and audio recordings in the event that a meeting is convened by videoconference, are an integral part of the minutes of the proceedings.

Minutes of the proceedings must be signed or sealed by the chairperson and the minute taker of the meeting, and copies thereof shall be distributed to all Committee members within 20 days after the meeting. The minutes shall be retained as important corporate records for 5 years. The meeting minutes may be produced and distributed in electronic form.

If, before the expiration of the meeting minutes' retention period, any litigation arises in connection with any matter relating to the Committee, the meeting minutes shall be preserved until the conclusion of the litigation.

#### Article 11 (The Company's obligation to provide assistance)

The Committee may request any of the Company's relevant departments to assist in the execution of tasks relating to matters connected to the Committee's duties.

When necessary, the Committee may resolve to engage the service of external experts to provide advice or assistance. The related expense shall be borne by the Company.

#### Article 12 (Obligation and Compensation of the Committee Members)

When a Committee member attends a meeting, he/she is entitled to claim a transportation allowance ranging from NT\$5,000 to NT\$20,000. The Company's Chairman is authorized to decide on the actual amount.

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.

#### Article 13 (Enforcement and Amendment)

This Charter and any amendments hereto shall come into in force after adoption by

a resolution of the Board of Directors.

Notes:

2020.08.20 Adopted by the 33<sup>rd</sup> meeting of the Seventh term Board Meeting.

2025.08.28 Adopted by the 21<sup>st</sup> meeting of the Ninth term Board Meeting.