

# **CENTRAL REINSURANCE CORPORATION**

## **RULES FOR PROCEDURE OF THE SHAREHOLDERS' MEETING**

### **Article 1**

The shareholders' meetings of Central Reinsurance Corporation (hereinafter referred to as "the Company") shall be conducted pursuant to these Rules.

For matters not prescribed in these Rules, except where explicitly prescribed by Company Act, the Company's Articles of Incorporation, and other laws and regulations, the chairman shall decide such matters.

### **Article 2**

The shareholders attending the Meeting by themselves or through proxies (hereinafter referred to as "the Shareholders") shall wear the sign-in card and identification document.

The number of shares for attending the meeting shall be counted according to sign-in card signed and submitted by shareholders.

The number of representatives of institutional shareholders attending the shareholders' meeting shall not exceed the total number of current directors of the Company.

Where an institutional shareholder is delegated to attend the shareholders' meeting, such institutional shareholder shall only appoint one (1) representative to attend the meeting.

### **Article 3**

Quorum and votes of shareholders' meeting shall be counted on the basis of number of shares.

The Company shall announce the number of non-voting shares, the number of shares in attendance and other relevant information.

### **Article 4**

Venue of the shareholders' meeting shall be at the place where the Company is located or at any other place where it is convenient for the Shareholders to attend and is suitable for the meeting to be conducted. The meeting shall commence not earlier than 09:00 A.M. or not later than 03:00 P.M.

## **Article 5**

Except where prescribed by laws and regulations, the Board of Directors shall convene shareholders' meetings.

All Shareholders shall be notified thirty (30) days in advance of an annual general shareholders' meeting. All Shareholders shall be notified fifteen (15) days in advance of an extraordinary shareholders' meeting.

Those Shareholders who hold less than 1,000 shares of stock may be notified by means of posting a public announcement on the Market Observation Post System of Taiwan Stock Exchange Corporation.

The subject matters of the meeting shall be explicitly stated in notices and the public announcement. When permitted by the recipients, notification may be done through electronic means.

## **Article 6**

The Shareholders holding at least one percent (1%) of the total number of issued shares of the Company may submit written proposal for discussion in an annual general shareholders' meeting to the Company.

Before the closure of transferring stocks of an annual general shareholders' meeting, the Company shall publicly announce its readiness for acceptance of Shareholders' proposals, its place of acceptance and period of acceptance. The period of acceptance may not be shorter than ten (10) days.

The Shareholders' proposal shall be included in the agenda and stated in the subject of the notification when none of the following circumstances as reviewed by the Board applies:

1. The proposal is not a matter that may be resolved by shareholders' meeting.
2. The proposing Shareholder holds less than one percent (1%) of issued shares at the time of closure of transferring stocks prior to the shareholders' meeting.
3. The proposal was not submitted during the acceptance period publicly announced in the forgoing paragraph.
4. The proposing Shareholder has submitted more than one (1) proposal, or the proposal exceeds three hundred (300) words (including punctuations), or the proposal was not submitted in writing.

The Company shall notify the Shareholders who submitted proposals of the result of processing the proposal prior to the notification of the shareholders' meeting.

With regard to the Shareholders' proposals not included in the meeting agenda, the Board shall state in the meeting handbook of the reason why such proposal was not included; No additional agenda will be included and there will not be any reference in the meeting minutes.

If the Shareholders' proposals included in the meeting agenda according to the Paragraph 3 are similar proposals or are similar to the proposal of the Board of Directors, the chairman shall group the proposals and apply Article 25 of these Rules.

### **Article 7**

The Shareholders who cannot attend a shareholders' meeting in person may issue a proxy printed by the Company stating ambit of authorization to a designated person to attend.

The Shareholders attend a shareholders meeting by proxy shall conduct pursuant to the Company Act and relevant regulations.

### **Article 8**

A meeting handbook shall be prepared when a shareholders' meeting is convened. The meeting handbook and other relevant information concerning the meeting shall be publicly announced.

Time and manner of the public announcement of the preceding paragraph, main provisions of the meeting handbook and other compliance requirements should be processed in accordance with the Regulations Governing Content and Compliance Requirements for Shareholders' Meeting Agenda Handbooks of Public Companies.

### **Article 9**

Chairman of the Board shall serve as chairman of a shareholders' meeting convened by the Board. If the Chairman has taken leave or cannot act for any reason, the Vice Chairman shall act in his stead. If the Chairman and Vice Chairman have both taken leave or cannot act for any reason, the Chairman shall designate one director to act on his behalf. If the Chairman has not designated any director to act as chairman, the directors shall elect one from themselves to serve as the meeting chairman.

When a shareholders' meeting has been convened by a person with convening

powers other than the Board, the convener shall serve as the chairman. If there are two or more conveners, they shall elect one from themselves to serve as the chairman.

### **Article 10**

The Company may designate commissioned lawyers, certified public accountants, or other relevant personnel to present the shareholders' meeting in a non-voting capacity.

### **Article 11**

The Company shall make an audio or video recording of the entire proceedings of the shareholders' meeting, and shall preserve the recording for at least one (1) year. However, if any shareholder files a lawsuit pursuant to Article 189 of the Company Act, the audio or video recording shall be retained until the final conclusion of the lawsuit.

### **Article 12**

Chairman of the meeting shall declare the meeting open when it's time for meeting. However, chairman of the meeting may declare postponement of the meeting provided that the Shareholders represent not more than half of total number of issued shares, but such postponements are limited to twice and the total postponement time shall not be more than one (1) hour. If twice postponements cannot still constitute a majority, but the Shareholders represent over one third of the total number of issued shares, a tentative resolution may be passed by a majority of those present pursuant to the Paragraph 1 of the Article 175 of the Company Act.

If the Shareholders have been up to more than half of total number of issued shares before the conclusion of that meeting, the chairman may make the proposition to resolve such tentative resolution by vote pursuant to Article 174 of the Company Act.

### **Article 13**

Where a shareholders' meeting is convened by the Board of Directors, its agenda shall be arranged by the Board of Directors. Moreover, the meeting shall proceed on the basis of arranged agenda and cannot be changed without the resolution at the shareholders' meeting.

Where a shareholders' meeting is called by a convener who is entitled to call

such meeting other than the Board of Directors, the preceding Paragraph shall be mutatis mutandis applicable.

Unless it has been duly resolved, chairman of the meeting shall not declare the meeting adjourned at discretion before the agenda as set forth in the preceding two Paragraphs (including motions) have been concluded.

After the meeting is over, the Shareholders shall not elect another chairman to preside to continue the meeting at the same place or any other place. However, if the chairman announces adjournment in violation of the Rules, then based on the consent of more than half of the voting rights of attending Shareholders one person shall be elected as the chairman to continue the meeting.

#### **Article 14**

Any Shareholder shall, before speaking at the meeting, present a speaking memo stating summary, shareholder A/C number (or attendance certificate number) and A/C name. Speaking sequence shall be arranged by the chairman of the meeting.

In the event that a Shareholder only presents a speaking memo, but he/she doesn't speak at the meeting, it shall be deemed that he/she speaks nothing at the meeting. If the speaking contents are not same as those indicated on the speaking memo, only the former shall be considered.

When a Shareholder is speaking, other Shareholders may not interfere by speaking unless being authorized by chairman or the Shareholder who is speaking. Chairman shall stop such violation.

#### **Article 15**

An attending Shareholder may question about report items on the agenda only after the chairman or person designated by the chairman has read or reported all report items. Each Shareholder may speak once concerning all report items and each instance may not exceed five (5) minutes.

When an attending Shareholder speaks with regard to the matters for recognition and discussion listed on the agenda, and to the motions made in the extraordinary motion session, each Shareholder shall speak no more than twice concerning each motion and each proposition and not exceeding five (5) minutes each time without obtaining the consent of the chairman.

Where a Shareholder speaks over the prescribed time limit or exceeds the bounds of the issue at hand, the chairman is entitled to stop such speaking. The

chairman may direct disciplinary personnel (or security personnel) to take necessary measures to maintain order in the meeting place or ensure the smooth progress of the meeting if a speaker still refuses to stop talking or other interfering circumstances occur.

#### **Article 16**

When government or an institutional shareholder sends two or more representatives to attend a shareholders' meeting, only one person may speak on each proposition.

#### **Article 17**

After an attending Shareholder has spoken, the chairman may personally respond, or designate another relevant person to do so.

#### **Article 18**

The chairman may announce an intermission at an appropriate time during a shareholders' meeting.

#### **Article 19**

The chairman may announce an end of discussion and put the proposition to a vote when the chairman considers that discussion is adequate to make a resolution. The chairman shall arrange adequate voting time.

#### **Article 20**

Except where prescribed by laws and regulations or the Articles of Incorporation of the Company, a Shareholder shall have one voting right for each share.

#### **Article 21**

Except where prescribed by laws and regulations or the Articles of Incorporation of the Company, a resolution shall be adopted by a majority vote by attending Shareholders.

The resolution shall be voted on by casting ballots, and the chairman shall decide all voting (including the election votes) to be conducted separately or at the meantime.

#### **Article 22**

The election of directors at a shareholders meeting shall be held in accordance with “The Directors Election Rules” of the Company.

### **Article 23**

When a proposition is put to a vote, the chairman shall direct two (2) ballot supervising personnel and several ballot counting personnel to perform duties. However, such ballot supervising personnel must be a Shareholder of the Company.

The result of voting shall be reported on the spot and recorded. Ballot supervising personnel shall seal the ballots, and shall turn them over to the Company for preservation after signing or affixing their seals on them.

### **Article 24**

A ballot shall be deemed invalid when all ballot supervising personnel concur that one of the following situations applies:

1. The ballot used was not prepared by the Board.
2. A blank ballot has been placed in the ballot box.
3. The ballot is illegible due to damage or indistinct writing.
4. The ballot has been altered or bears extraneous written text or symbols.
5. Both consent and oppose have been marked.

### **Article 25**

If a Shareholder disputes any matters such as the voting process, the ballot counting method or the validity of ballots, the ballot supervising personnel shall state the Shareholder’s account number, the number of voting rights, and the subject of the dispute, then sign or seal for preservation.

### **Article 26**

If there shall be an amendment or alternative to one proposition, the chairman may combine the amendment or alternative into the original proposition and determine their orders for resolution. If one of the above shall be resolved, the others shall be considered as rejected, upon which no further resolution shall be required.

### **Article 27**

The deliberation conducted at a shareholders' meeting shall be recorded in the meeting minutes. The contents and distribution of minutes shall be in accordance with Article 183 of the Company Act and the minutes of shareholders' meetings must be preserved as long as the Company is in existence.

### **Article 28**

The staffs conducting the affairs of the meeting (including security personnel) shall wear badge or armband for identification purpose.

The chairman may ask pickets or security personnel to help maintain order at a meeting.

Shareholder who violate the rules of this procedure and defy the chairman's correction, or obstruct the proceeding of the meeting and refuse to stop, the chairman may direct the pickets (including security personnel) to escort the shareholder off the meeting.

### **Article 29**

The Rules shall take effect after been passed by the shareholders' meeting and the same procedure shall apply when they are revised.

### **The History of "RULES FOR PROCEDURE OF THE SHAREHOLDERS' MEETING"**

The Rules were duly established on February 20, 1998.

The 1st amendment was made on September 29, 1998.

The 2nd amendment was made on October 24, 2000.

The 3rd amendment was made on June 25, 2002.

The 4th amendment was made on June 9, 2006.

The 5th amendment was made on June 13, 2008.

The 6th amendment was made on June 15, 2011.

The 7th amendment was made on June 15, 2012.

The 8th amendment was made on July 15, 2021.