

# **Taiwan FamilyMart Co., Ltd**

## **Articles of Incorporation**

### **Chapter 1 General Provisions**

#### **Article 1**

The Company shall be incorporated as a company limited by shares under the Company Act of the Republic of China, and its name shall be Taiwan FamilyMart Co., Ltd.

#### **Article 2**

The scope of business of the Company is as follows:

1. F399010 Convenience Stores
2. F201010 Retail Sale of Agricultural Products
3. F203010 Retail Sale of Food and Grocery
4. F203020 Retail Sale of Tobacco and Alcoholic Beverages
5. F209060 Retail Sale of Stationery Articles, Musical Instruments and Educational Entertainment Articles
6. F201070 Retail Sale of Flowers
7. F205040 Retail Sale of Furniture, Bedclothes, Kitchen Equipment and Fixtures
8. F206020 Retail Sale of Articles for Daily Use
9. F207030 Retail Sale of Cleaning Preparations
10. F208040 Retail Sale of Cosmetics
11. F213060 Retail Sale of Telecom Instruments
12. F213080 Retail Sale of Machinery and Equipment
13. F214010 Retail Sale of Automobiles
14. F214030 Retail Sale of Motor Vehicle Parts and Supplies
15. F218010 Retail Sale of Computer Software
16. F204110 Retail Sale of Cloths, Clothes, Shoes, Hat, Umbrella and Apparel, Clothing Accessories and Other Textile Products
17. F299990 Retail Sale of Other Retail Trade Not Elsewhere Classified
18. F108031 Wholesale of Drugs, Medical Goods
19. F208031 Retail Sale of Medical Equipments
20. F208050 Retail Sale of the Second Type Patent Medicine
21. IZ01010 Copying Services
22. IZ02010 Typewriting Services
23. JA03010 Laundry Services
24. JZ99160 Engraves Services
25. JZ99990 Other Services Not Elsewhere Classified
26. F213030 Retail sale of Computing and Business Machinery Equipment
27. F113050 Wholesale of Computing and Business Machinery Equipment
28. F113010 Wholesale of Machinery

29. F118010 Wholesale of Computer Software
30. I301010 Software Design Services
31. I301020 Data Processing Services
32. IZ06010 Cargoes Packaging
33. I103060 Management Consulting Services
34. I401010 General Advertising Service
35. F401010 International Trade
36. IZ99990 Other Industry and Commerce Services Not Elsewhere Classified
37. JZ99030 Photographic Studios
38. IE01010 Telecommunications Number Agencies
39. JZ99050 Agency Services
40. C805030 Plastic Made Grocery Manufacturing
41. C103050 Canned, Frozen, Dehydrated Food Manufacturing
42. C104020 Bakery Food Manufacturing
43. CA02030 Screw, Nut and Rivet Manufacturing
44. IZ14020 Public Welfare Ticket Distribution
45. All business items that are not prohibited or restricted by law, except those that are subject to special approval
46. IZ12010 Manpower Services
47. G902011 Type II Telecommunications Enterprise
48. F301020 Supermarkets
49. F213010 Retail Sale of Household Appliance
50. F301010 Department Stores
51. F102030 Wholesale of Tobacco Products and Alcoholic Beverages
52. JE01010 Rental and Leasing Business
53. G202010 Parking Garage Business
54. F501030 Coffee/Tea Shops and Bars
55. F501060 Restaurants
56. I301030 Digital Information Supply Services
57. J202010 Industry Innovation and Incubation Services
58. F212050 Retail Sale of Petrochemical Fuel Products
59. JA01990 Other Automobile Services
60. I101090 Food Consultancy
61. IZ09010 Management System Verification
62. J701020 Amusement Parks
63. F102040 Wholesale of Nonalcoholic Beverages
64. F102170 Wholesale of Food and Grocery
65. F106020 Wholesale of Articles for Daily Use
66. F399990 Retail sale of Others
67. F207050 Retail Sale of Manure

- 68. F210010 Retail Sale of Watches and Clocks
- 69. F210020 Retail Sale of Spectacles
- 70. F216010 Retail Sale of Photographic Equipment
- 71. A102060 Grain Commerce
- 72. JA01010 Automotive Repair and Maintenance
- 73. F206010 Retail Sale of Ironware
- 74. F208021 Retail Sale of Drugs and Medicines
- 75. F399040 Retail Business Without Shop
- 76. F212011 Gas Station
- 77. G101061 Automobile Cargo Transportation Business

Article 3 The Company is headquartered in Taipei City, Republic of China and shall, where necessary, set up branch offices at various locations within the territory of the Republic of China, upon approval of the Board of Directors.

Article 4 (Deleted)

Article 4-1

The Company may provide endorsement or guarantees to other companies for business purposes. When the Company becomes a shareholder of limited liability of another company, the total amount of the Company's investment shall not be subject to the restriction of not more than 40% of the Company's paid-in capital as provided in Article 13 of the Company Act.

## **Chapter 2 Shares**

Article 5 The total authorized capital of the Company shall be NT\$3 billion, divided into 300 million shares with a par value of NT\$10 each. The remaining shares may be issued in installments at the discretion of the board of directors.

Article 6 Shares of the Company shall be registered, signed or sealed, and numbered by directors representing the Company. The shares shall be issued after proper certification. Shares issued by the Company are not required to be printed. The Company shall contact the centralized securities depository enterprise institution for registration of the share certificates.

Article 6-1 The Company shall authorize the Board of Directors to enter into share subscription right agreement with employees and issue employee stock option upon adoption of the resolutions of a majority vote of the directors present, who represent more than one-half of the total number of directors.

Article 6-2 When new outstanding shares of the Company are subscribed by shareholders or by particular persons by agreement, the Company shall authorize the Board of Directors to make payment for such shares in property, technology, or business

reputation necessary to the business of the company upon adoption of the resolutions of a majority vote of the directors present, who represent more than one-half of the total number of directors.

Article 7 The Company shall handle share matters in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies.

Article 8 (Deleted)

Article 9 Registration for transfer of shares shall be suspended 60 days before the date of annual general shareholders' meeting, and 30 days before the date of any special shareholders' meeting, or within 5 days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Company.

### **Chapter 3 Shareholders' Meetings**

Article 10 The Company holds general and extraordinary shareholders' meetings. Unless otherwise regulated by the Company Act, the general meeting shall be convened at least once a year. It shall be convened by the Board of Directors within six months after the close of each fiscal year, unless otherwise approved by the competent authority for good cause shown. The extraordinary meeting shall be held in accordance with the relevant statutory requirements whenever deemed necessary.

Article 11 Shareholders shall be notified of the annual general meeting 30 days prior to the meeting date. And at least 15 days prior to the meeting date for extraordinary shareholders' meetings. Notifications of shareholders' meeting shall be delivered in writing and may be made in electronic forms following the approval of shareholders. Agenda items must be explained in detail in the meeting notices and announcements.

Article 11-1 Where the Company convenes a shareholders' meeting, the Company shall prepare a manual for shareholders' meeting proceedings and shall disclose such manual together with other information related to the said shareholders' meeting in a public notice to be published prior to the scheduled meeting date of that shareholders' meeting.

Article 11-2 The Company's shareholders' meeting may be convened via video call or a method announced by the central competent authority.

Article 12 A shareholder who cannot attend shareholders' meeting may, in accordance with Article 177 of the Company Act of the Republic of China, appoint a proxy to attend on his/her behalf by executing a power of attorney printed and issued by the Company, stating clearly the scope of the authorization, or exercise voting rights in

accordance with Article 14-1.

Article 13 Shareholders' meetings shall be chaired by the Chairman. If the Chairman is unable to perform such duties due to leave of absence or any reason, the Vice Chairman shall act on the Chairman's behalf. If the Vice Chairman is also to perform such duties due to leave of absence or any reason, the Chairman may appoint one of the directors to act on the Chairman's behalf. If the Chairman does not appoint a delegate, one shall be elected among the directors to act on the Chairman's behalf. For shareholders' meetings convened by any authorized party other than the board of directors, the convener will act as the meeting chair. If there are two or more conveners at the same time, one shall be appointed from among them to chair the meeting.

Article 13-1 (Deleted)

Article 14 Unless otherwise prescribed by law, a shareholder shall have one voting right per share he or she is in possession of.

Article 14-1 Shareholders' voting right may be exercised in writing or by way of electronic. The method for exercising the voting power shall be described in the shareholders' meeting notice to be given to the shareholders. Shareholders who exercise their voting rights in writing or by electronic means are considered to have attended the meeting in person. The aforesaid shareholders shall also be considered to have forfeited the voting rights on extraordinary motions and resolution amendments.

Article 15 Unless otherwise regulated by the Company Act, a shareholders' meeting resolution is passed when more than 50% of all outstanding shares are represented in the meeting, and voted in favor by more than 50% of all voting rights represented at the meeting.

Article 15-1 When the number of shareholders present does not constitute more than half of the total number of issued shares, but those present represent one-third or more of the total number of issued shares, a tentative resolution may be passed by a majority of those present. A notice of such tentative resolution shall be given to each of the shareholders, and a shareholders' meeting shall be reconvened within one month.

If the tentative shareholders' meeting resolution in the preceding paragraph is again adopted by a majority of those present who represent one-third or more of the total number of issued shares, such tentative resolution shall be deemed as effective as the resolution of Article 15 following approval by a majority of

shareholders present.

Article 16 Shareholders' meeting minutes shall include the date and place of the meeting, the proceeding and results of various meeting agenda items, the chair's name and method of resolution, number of shareholders present, and number of shares represented. The minutes shall be signed and sealed by the chairperson and disseminated to each shareholder no later than 20 days after the meeting. Preparation and distribution of meeting minutes can be made in electronic form. The meeting minutes prescribed in the preceding paragraph may be distributed by means of announcement.

#### **Chapter 4 Directors, Audit Committee, and President**

Article 17 The Company shall have 13-15 directors. A candidate nomination system shall be adopted. Candidates shall be nominated and elected at the shareholders' meeting from the list of candidates. The term of office shall be three years, and directors may be eligible for re-election.

The list of candidates mentioned above shall include at least three independent directors, who shall be elected from among the nominees in the shareholders' meeting. Regarding other requirements on independent directors including professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination and election, and other compliance matters, the Company shall comply with the Company Act and the regulations announced by the competent authority for the securities industry.

The Company shall establish an Audit Committee in accordance with the Securities and Exchange Act. The Audit Committee shall be responsible for executing its supervisory role in accordance with the Company Act, Securities and Exchange Act, and other applicable laws and regulations. The Audit Committee shall consist entirely of independent directors. One member shall be the convener, and at least one member shall have a background in accounting or finance. The responsibilities, organizational regulations, exercising of rights, and other requirements pertaining to the Audit Committee shall be specified in the Company Act and regulations announced by the competent authority in charge of the securities industry.

Article 18 When the number of vacancies in the Board of Directors equals to one third of the total number of directors, the Board shall call, within 60 days, a special meeting of shareholders to elect succeeding directors to fill the vacancies. The new director shall serve the remaining term of his or her predecessor.

Article 19 The Board of Directors shall elect a Chairman and a Vice Chairman by a majority vote at a meeting attended by more than two thirds of board members. The Chairman shall represent the Company externally. If the Chairman is unable to perform such duties due to leave of absence or any other reason, the Vice Chairman shall act on the Chairman's behalf. If the Vice Chairman is unavailable, one shall be elected from among the directors to act on the Chairman's behalf. The convening of a board meeting shall be handled in accordance with applicable regulations.

Article 20 Meetings of the Board of Directors shall be convened by the Chairman. Unless otherwise regulated by the Company Act, board resolutions shall be passed by more than half of all directors present in a meeting and exercised with more than half of present directors voting in favor. The resolutions shall be signed or sealed by the Chairman and minutes taker and shall be stored in the Company.

Article 21 A director may appoint other directors to attend a board meeting on his/her behalf by executing a power of attorney stating clearly the scope of the authorization each time. Each director may delegate one proxy only.

Article 21-1 The business operations of the Company shall be resolved by the Board of Directors, except for matters that need to be resolved in the shareholders' meeting in accordance with the Company Act.

Article 21-2 Where a director of the Company holds concurrent posts at the Company, the provision of remuneration to the director for carrying out his or her duties in the Company shall be approved by the President authorized by shareholders at a shareholders' meeting pursuant to the Company's internal management regulations.

Article 22 (Deleted)

Article 23 (Deleted)

Article 24 (Deleted)

Article 25 (Deleted)

Article 25-1 (Deleted)

Article 26 The compensation paid to directors shall be determined by the Board of Directors' resolution according to the industry standard. Directors may concurrently act as managers of the Company.

Article 26-1 The Company may purchase liability insurance for its directors and key personnel to cover the respective compensation liabilities involved when

performing their duties. The Company shall report the insured amount, coverage, premium rate, and other major contents of the liability insurance it has taken out or renewed for directors at the next board meeting.

## **Chapter 5   Managers**

Article 27 The Company may, by resolution of the Board of Directors, appoint one executive officer who shall oversee the operations and decision-making processes relating to the Company and all of its affiliated enterprises. The Company shall appoint a President and several Vice Presidents, all of whom shall be appointed upon the resolution of the Board of Directors. The President is the Chief Operating Officer of the company and may concurrently act as a director who shall be subject to the supervision of the Board of Directors and execute the company's policies. The appointment, dismissal, and remuneration of the President and Vice Presidents shall be in accordance with Article 29 of the Company Act.

## **Chapter 6   Accounting**

Article 28 The company's fiscal year is set from January 1st to December 31st every year. The last day of the accounting year is the close of the fiscal year.

Article 29 At the end of each accounting year, the Board of Directors shall compile the following reports and statements, which shall be submitted to the Audit Committee for review at least 30 days before the annual general meeting, and further submitted to the shareholders' meeting for acknowledgment:

- I. Business report;
- II. Financial statements; and
- III. Surplus earnings appropriation or loss offsetting proposals.

Article 30 If the Company has profits in the fiscal year, it shall distribute not less than 1% of the profit as remuneration for employees and not more than 2% of the profit as director remunerations; However, an amount shall be set aside first to compensate cumulative losses, if any.

The employee bonuses mentioned in the preceding paragraph shall be distributed by stock or cash to eligible employees, which may include employees of subordinate companies with certain qualifications, and related terms shall be separately established; directors' remuneration may only be distributed in cash. The remunerations to employees and directors in the first paragraph shall be resolved by the Board of Directors and reported in the shareholders' meeting.

Article 30-1 If there is any profit in an annual general financial statement of the Company, such profit shall be first reserved for tax payments, to offset accumulated



losses, and set aside a legal reserve at 10% of the earnings left over; this restriction does not apply in the event that the amount of legal reserve accumulates to the same amount of the Company's total paid-in capital. The profit shall also be set aside for the allocation or reverse of special reserves as required by law or government authorities. The remaining profits and undistributed earnings from the same period shall be allocated as shareholders' dividend. The Board of Directors shall prepare a distribution proposal and submit the same to the shareholders' meeting for review and approval by a resolution.

If dividends and bonuses, statutory reserve, and capital surplus in the preceding paragraph is distributed in cash, the board of directors is authorized to implement the distribution with the approval of more than one half of directors in attendance at a meeting with more than two thirds of all directors in attendance, and shall report it to the shareholders' meeting.

Article 31 The distribution of dividends to shareholders shall be limited to shareholders listed in the shareholders' registry five days before the baseline date for the distribution of dividends to shareholders.

Article 31-1 To accommodate its long-term capital plans and seek both sustainability and stability, the Company adopts a residual dividend policy. After taking into consideration its earnings for the year, cumulative earnings from the previous year, profitability, capital structures, and future business needs, the Company may distribute more than 50% of its earnings by way of stock dividend to shareholders. The ratio of cash dividend shall be at least 10% of the total dividend.

## **Chapter 7 Miscellaneous**

Article 32 The Board of Directors is authorized to establish separately the Company's Articles of Incorporation and detailed operational procedures.

Article 33 Any issues not covered in the Articles of Incorporation shall be subject to the provisions prescribed in the Company Act.

Article 34 (Deleted)

Article 35 This Articles of Incorporation was established on August 2, 1988. The first revision was made on August 29, 1990, the second revision was made on July 10, 1991, the third revision was made on December 27, 1991, the fourth revision was made on January 10, 1992, the fifth revision was made on July 30, 1992, the sixth revision was made on November 2, 1992, the seventh revision was made on March 27, 1993, the eighth revision was made on October 18, 1995, the ninth revision was

made on October 24, 1996, the tenth revision was made on April 30, 1997, the eleventh revision was made on November 18, 1998, the twelfth revision was made on June 4, 1999, the thirteenth revision was made on April 14, 2000, the fourteenth revision was made on June 18, 2002, the fifteenth revision was made on June 18, 2002, the sixteenth revision was made on June 14, 2005, the seventeenth revision was made on June 14, 2005, the eighteenth revision was made on June 14, 2006, the nineteenth revision was made on June 15, 2007, the twentieth revision was made on June 13, 2008, the twenty-first revision was made on June 18, 2010, the twenty-second revision was made on June 21, 2012, the twenty-third revision was made on June 20, 2014, the twenty-fourth revision was made on June 18, 2015, the twenty-fifth revision was made on June 17, 2016, the twenty-sixth revision was made on June 16, 2017, the twenty-seventh revision was made on June 25, 2018, the twenty-eighth revision was made on June 21, 2019, the twenty-ninth revision was made on August 13, 2021, the Thirty revision was made on June 17, 2022, and the Thirty-first revision was made on June 16 2023 and the thirty-second revision was made on June 21 2024.