

**ARTICLES OF ASSOCIATION OF  
HAITONG BANK, S.A.**

**CHAPTER I**

**ARTICLE ONE**

**NAME - HEAD-OFFICE**

1. The Company takes the name HAITONG BANK, S.A., and its business shall be governed by these articles of association and relevant legislation.

2. The Company's registered office is at Rua Alexandre Herculano, 38, Coração de Jesus, Lisbon but may be transferred within the national territory by simple resolution of the Board of Directors.

3. Subject to a favourable opinion from the Supervisory Board and relevant legislation, the Board of Directors may decide to establish branches, agencies, delegations or any other form of company representation domestically or abroad.

**ARTICLE TWO**

**CORPORATE BUSINESS**

1. The Company's corporate business is to perform all banking industry-related activities, pursuant to the law.

2. The Company may acquire shares in limited liability companies even if their business differs from that of the Company, if they are governed by special laws or if they are part of complementary corporate groupings and European economic interests, whatever their business.

**ARTICLE THREE**

**SHARE CAPITAL**

1. The Company's share capital amounts to € 847,399,305.00 (eight hundred and forty-seven million, three hundred and ninety-nine thousand and three hundred and five euros), divided into 169,479,861 (one hundred and sixty-nine million, four hundred and seventy-nine thousand and eight hundred and sixty-one) shares with a nominal value of € 5.00 (five euros) each.

2. All securities issued by the Bank may take the form of certificates or of book-entry securities.

3. When materialized, shares shall be nominal, registered and represented by securities of one, five, ten, fifty, one hundred and multiples of one hundred up to fifty thousand shares.

4. Final or interim materialized shares or bonds shall be signed by two Directors or one Director and one proxy, specifically empowered to take such action. The signatures of the two Directors may be affixed by a duly authorized hand stamp.

**ARTICLE FOUR**

**SHARE ISSUING**

1. Upon proposal of the Board of Directors, the General Meeting of the Company may, under the terms of the applicable legislation, authorize the Company to issue preference shares without voting rights as well as redeemable shares, with or without voting rights, while defining how the respective priority dividend is to be determined.

2. Pursuant to the deliberation of the General Meeting, capital increases through the capitalization of reserves may involve the issue of preference shares without voting rights, in a number proportional to similar existing ones, to be distributed exclusively amongst holders of existing shares.

3. Preference shares without voting rights may, upon issue, be subject to redemption at a date specified by the General Meeting.

Redeemable shares may be redeemed at the nominal value or with the premium established by the General Meeting.

## **ARTICLE FIVE**

### **BONDS**

The Board of Directors may pass a resolution to issue bonds in whatever forms provided by law, namely bonds convertible into shares and bonds conferring the right to subscribe or purchase one or more shares.

## **CHAPTER II**

### **SECTION I**

## **GENERAL MEETING**

### **ARTICLE SIX**

#### **COMPOSITION OF THE GENERAL MEETING**

1. The General Meeting is made up of all shareholders who within five business days prior to the date of the respective general meeting and in relation to at least one hundred shares:
  - a) Register the shares in their name in the Company's register of shares; or
  - b) In the case of book-entry shares, provide evidence of the respective deposit or registration into a book-entry securities account with a financial intermediate.
2. Holders of less than one hundred shares may pool their shares so as to reach said number, and appoint anyone amongst them as their representative.
3. Shareholders may be represented at the General Meeting.
4. All representations mentioned in the previous paragraphs shall be notified to the Chairman of the Board of the General Meeting by written document sent to the Company at least five business days prior to the date of the respective meeting.
5. The bondholders, the holders of preference shares without voting rights and the shareholders without voting rights, cannot attend the General Meetings.
6. Voting by correspondence is not allowed.

### **ARTICLE SEVEN**

#### **GENERAL MEETING BOARD**

1. The General Meeting Board is composed of one Chairman and one Secretary appointed by the General Meeting for a period of three years and they can always be re-elected, provided legal requirements are met.
2. It falls to the Chair of the General Meeting Board to summon and preside to the meetings of the General Meeting, to approve the mandates of the members of the Board of Directors, the Supervisory Board and the Statutory Auditor, as well as to perform the remaining functions provided by law and these Articles of Association.

## **ARTICLE EIGHT**

### **CONVENING THE GENERAL MEETING**

1. General meetings of Shareholders shall be summoned with the minimum prior notice and the publicity determined by law. The first notice of meeting may set a second date in case the General Meeting cannot take place on the first day established.

2. It falls to the Chair of the General Meeting Board or whoever may represent the Chair to summon the General Meeting for the first quarter of each year to deliberate on the subjects provided by law and deal with any other business deemed of interest for the company that will be expressly indicated in the respective notice of meeting.

3. The Chair of the General Meeting Board shall call an Extraordinary General Meeting whenever so requested by the Board of Directors, the Supervisory Board or holders of shares corresponding to at least 5% of the share capital who request it by letter holding their certified signature, where they shall indicate with precision the subjects to be included in the agenda and whenever the need to summon the General Meeting is justified.

4. The General Meeting called by request of shareholders will not take place if applicant holders of, at least, the minimum of shares required for the call of a general meeting, are not present.

## **ARTICLE NINE**

### **RESOLUTIONS OF THE GENERAL MEETING**

1. Resolutions of the General Meeting shall require an absolute majority of the votes cast at each meeting, except where the law or these Articles of Association require a qualified majority.

2. Each lot of one hundred shares corresponds to one vote.

3. Non-mandatory provisions in the Companies Code may be waived by simple resolution of the General Meeting of Shareholders, without needing to amend these articles of association.

4. Whenever it deems suitable, the General Meeting may appoint some of its members to collaborate with the Board of Directors on issues deemed relevant to the Company's business, defining, in each case, the respective power and form of action.

5. The appointment referred to in the previous paragraph can be for a similar period as that provided for the Board of Directors.

## **SECTION II**

### **BOARD OF DIRECTORS**

#### **ARTICLE TEN**

##### **COMPOSITION OF THE BOARD OF DIRECTORS**

1. The Board of Directors is composed of a minimum of three and a maximum of twenty-four members elected by the General Meeting for a three-year term.

2. The General Meeting shall fix the number of Directors; if no specific resolution is passed, the number of members elected is considered to be the number set.

#### **ARTICLE ELEVEN**

##### **ORGANIZATION OF THE BOARD OF DIRECTORS**

1. The Board of Directors shall appoint one of its members as Chair; in case of absence, the Chairman will be replaced by the Chair of the Executive Committee or, in his absence, by the elder of the Vice-Chair.

2. The Board of Directors may also appoint one or more of its members to perform the functions of Vice-Chair.

3. The Board of Directors may freely replace the Chair and the Vice-Chair.

4. A Director who, during the same term of office, misses four consecutive or six

interpolated meetings without justification accepted by the Board of Directors shall be considered definitively absent.

5. The Board of Directors shall declare the definitive absence of a Director.

#### **ARTICLE TWELVE**

##### **MEETINGS AND RESOLUTIONS OF THE BOARD OF DIRECTORS**

1. The Board of Directors shall meet whenever called by the Chair or two Directors and in principle, four times per year. Directors may be called in writing or by any other means provided by law.
2. Resolutions of the Board of Directors require the presence of the majority of its members.
3. The Board of Directors' resolutions shall be valid when approved by the majority of members present or duly represented. In case of a tie, the Chair or whoever replaces him/her shall have the casting vote.
4. Directors may vote by correspondence and may appoint another Director to represent them by letter addressed to the Chair; however, each proxy cannot be used more than once.

#### **ARTICLE THIRTEEN**

##### **ATTRIBUTIONS OF THE BOARD OF DIRECTORS**

1. It falls to the Board of Directors to manage the Company's business and represent the Company in court or otherwise.
2. The Board of Directors may delegate the day-to-day management of the Company to two or more Directors or to an Executive Committee, under the terms and in the manner provided for by law.
3. In the event of delegation, the Board of Directors or the members of the Executive Committee shall appoint the Chair of the Executive Committee.
4. Among other duties granted by the delegation of the powers of the Board of Directors, the Chair of the Executive Committee is responsible for:
  - a) ensuring that all information is provided to the other members of the Board of Directors in respect of the activity and resolutions of the Executive Committee;
  - b) ensuring compliance with the limits of the delegation, the Bank's strategy and the duties of co-operation before the Chair of the Board of Directors.
5. The appointment of proxies by the Bank may be done by two Directors, who have to settle the acts or category of acts the proxies may execute.

#### **ARTICLE FOURTEEN**

##### **REPRESENTATION OF THE COMPANY**

1. The Company shall be bound by:
  - a) the joint signature of two Directors;
  - b) the signature of a Deputy Director whenever granted such powers for a specific purpose in line with the meeting minutes of the Board of Directors and within the limits of such powers;
  - c) the signature of one Director and one proxy to whom the Board of Directors has previously given the necessary powers, in accordance with the respective power of attorney;
  - d) the signature of proxies pursuant to the respective powers of attorney.

### **SECTION III**

#### **SUPERVISORY BOARD**

## **ARTICLE FIFTEEN**

### **AUDITING OF THE COMPANY'S BUSINESS**

1. The auditing of the Company's business shall fall upon a Supervisory Board and by a Statutory Auditor or firm of Statutory Auditors not a member of the said body, all of whom are elected by the General Meeting.

2. The Supervisory Board shall comprise three permanent members, one of whom shall be appointed Chair, and an alternate. At least one permanent member must have a higher degree suited to the duties and knowledge of auditing or accounting and be independent under the terms of the law.

3. The Supervisory Board shall be elected for a three-year period that may always be renewed.

## **ARTICLE SIXTEEN**

### **MEETINGS AND RESOLUTIONS OF THE SUPERVISORY BOARD**

1. The Supervisory Board shall meet on a periodic basis, in accordance with the law and whenever it is summoned by the Chair or any of the remaining members, or at the request of the Board of Directors.

2. The resolutions of the Supervisory Board require the presence of the absolute majority of its permanent members.

3. The Chair of the Supervisory Board shall have the casting vote in case of a tie.

## **SECTION IV**

### **REMUNERATION OF CORPORATE BODIES**

#### **ARTICLE SEVENTEEN**

##### **REMUNERATION**

The members of the Board of Directors and Supervisory Board shall be entitled to a remuneration which shall be determined by a Committee made up of three members, specifically appointed for the purpose for a period of four years, which may be renewed more than once.

## **CHAPTER III**

#### **ARTICLE EIGHTEEN**

##### **DISTRIBUTION OF INCOME**

1. When deliberating on the distribution of income for each year, the General Meeting shall comply with legal provisions on the setting up of reserves.

2. As to the remaining amount, the General Meeting may by a simple majority of vote, appropriate it to reserves or dividends to shareholders in the proportion of respective shares, without prejudice to the priority dividend associated to preferential shares without voting rights, if any.

3. Under the terms and for the effects of article 294 n. 1 of the Companies Code, the General Meeting may take resolutions regarding application of results of the financial year without being subject to any obligation to distribute profits to the shareholders.

4. The Company may advance distributable income to shareholders under the terms of the law.

## **CHAPTER IV**

#### **ARTICLE NINETEEN**

##### **DISSOLUTION**

The Company may be dissolved pursuant to resolution of the General Meeting taken by a

number of votes equivalent to at least two-thirds of the share capital and in remaining cases provided by law.

#### **ARTICLE TWENTY**

##### **LIQUIDATION**

Once the Company has been dissolved, the respective out-of-the-court liquidation will be carried out, and unless resolved otherwise, members of the Board of Directors in office will be liquidators.

#### **ARTICLE TWENTY-ONE**

##### **RIGHT TO INFORMATION**

The information to be provided to shareholders that under the law depends or may depend on the holding of shares corresponding to a minimum percentage of the share capital, shall be provided by e-mail or on the Company's Internet site only if imposed by law.

**Lisbon, 1 July 2022**