

Document Title	Guidelines for the Management of Operations of the Remuneration Committee			No.	T-GM-3-020-B
Formulated by	Business Operations Dept.	Amendment Date	2020/03/30	Page	1/3

1. **Purpose:** In order to establish a good corporate governance system of the Company and improve the management of the operation of the Remuneration Committee, these Measures are hereby formulated in accordance with the relevant regulations of “[T-6-201707-048] **Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Taiwan Stock Exchange or the Taipei Exchange**”.
2. **Scope:** All the Company’s management operations regarding the operation of the Remuneration Committee shall be handled in accordance with the specifications stated in these Measures.
3. **Duties:** The Business Operations Department is the authority and responsible unit for formulating and implementing these Measures.
4. **Definitions:** N/A.
5. **Operation Procedures:** N/A.
6. **Operation Content:**
 - 6.1. The Remuneration Committee is established and [T-GM-3-005] **Charter of the Remuneration Committee** is formulated based on Article 14-6 of “[T-6-201707-029] **Securities and Exchange Act**” and “[T-6-201707-048] **Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Taiwan Stock Exchange or the Taipei Exchange**”.
 - 6.2. The scope of powers and duties of the Remuneration Committee shall be determined based on the terms of reference and principles stated in the [T-GM-3-005] **Charter of the Remuneration Committee**.
 - 6.3. In addition to the professional qualifications and work experience of the Committee members, the relevant restrictions or prohibitions shall be handled in accordance with the Company’s [T-GM-3-005] **Charter of the Remuneration Committee**.
 - 6.4. The convening of the Committee meeting, the notice of agenda and attendance, and the resolutions and records of the meeting, etc., shall be handled in accordance with the Company’s [T-GM-3-005] **Charter of the Remuneration Committee**.
 - 6.5. The Remuneration Committee shall hold the meetings at least twice a year, and such frequency shall be stipulated in the Charter of the Remuneration Committee.

Upon convening the meeting of the Remuneration Committee, the reason for the convening shall be clearly stated in the convening notice, and the members of the Committee shall be notified seven days in advance. However, the above requirements will not apply in the event of an emergency.

Where independent directors have been appointed in accordance with the provisions of this Act, at least one independent director shall participate in the meeting of the Remuneration Committee, and such independent director shall be elected by all members as the convener and chairman of the meeting. If the convener asks for leave or cannot convene a meeting for any reason, another independent director of the Committee designated by the convener shall act on his/her behalf as the proxy. If there are no other independent directors available, the convener shall designate another member of the Committee as the proxy. If the convener does not designate a proxy, other Committee members shall nominate one among them to act as the proxy.

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The Company's directors, managers of relevant departments, internal auditors, accountants, legal advisers or other personnel may be invited by the Remuneration Committee to attend the meeting and provide the relevant necessary information. However, these personnel shall leave the venue of the meeting during the discussion and voting.

6.6. The Company's "Charter of the Remuneration Committee" shall at least contain the following regulations:

1. The composition, number and term of office of the members of the Remuneration Committee.
2. The powers and duties of the Remuneration Committee.
3. Rules of procedures of meetings of the Remuneration Committee.
4. The resources that the Company shall provide when the Remuneration Committee exercises its powers.

The formulation of the Charter in the preceding Paragraph shall be approved by the resolution of the board of directors; the same shall apply to amendments.

6.7. The proceedings of the meetings of the Remuneration Committee shall be made into meeting minutes, which shall record the following matters in detail:

1. Session, time, and place of the meeting.
2. Name of the Chairman.
3. The attendance status of members, including the names and numbers of those present, asking for leave and those absent.
4. Names and titles of attendees.
5. Name of the minute taker.
6. Reports.
7. Matters to be discussed: Resolution methods and results of each proposal, names of members involved in their own remuneration and compensation content according to the preceding Article, the status of recusal, and objections or reservations by any Committee members.
8. Extempore motions: Names of proposers, resolution methods and results of each proposal, a summary of speeches made by members of the Committee, experts and any other personnel, names of members involved in their remuneration and compensation content according to the preceding Article, the status of recusal, and objections or reservations by any of the members.
9. Other matters to be recorded.

If any of the members have any objections or reservations and there are records or written statements on matters resolved by the Remuneration Committee, in addition to being stated in the minutes of the meeting, they shall be announced and reported on the information reporting website designated by the competent authority within two days from the date of occurrence.

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The attendance book of the Remuneration Committee shall be part of the minutes.

The meeting minutes shall be signed or sealed by the chairman of the meeting and the minute taker, distributed to the Committee members within 20 days after the meeting, submitted to the board of directors and included in the Company's archive of important files, and retained for five years.

Before the expiry of the retention period in the preceding Paragraph, in the event of any lawsuit concerning matters related to the Remuneration Committee, the meeting minutes shall be retained until the lawsuit is concluded. The production and distribution of meeting minutes specified in Paragraph 1 may be conducted electronically.

If the meeting of the Remuneration Committee is convened via the approach of video conference, the video and audio data shall be part of the meeting minutes.

8. The Remuneration Committee may, based on resolution, appoint lawyers, accountants or other professionals on behalf of the Company to conduct necessary audits or provide consultations on matters related to the exercise of its functions and powers, all at the expense of the Company.
9. The Committee may authorize the convener or other members of the Committee to continue to carry out the follow-up execution of the resolutions and relevant works, and report to the Committee during the implementation period. The written report shall be submitted to the Committee during the implementation period. If necessary, such report shall be submitted to the Committee for recognition or presented at the next meeting.

7. Reference:

7.1. Reference Documents:

- 7.1.1. [T-6-201707-029] Securities and Exchange Act.
- 7.1.2. [T-6-201707-048] Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Taiwan Stock Exchange or the Taipei Exchange.
- 7.1.3. [T-GM-3-005] Charter of the Remuneration Committee.

7.2. Reference Forms and Lists: N/A.

8. **Supplementary Provisions:** These Guidelines shall be promulgated and implemented after being approved by the resolution of the board of directors, and shall also be implemented after being approved by the resolution of the board of directors when revised or abolished.

9. Control Points:

- 9.1. Do relevant measures have been formulated for the operation of the Committee in accordance with the laws and regulations?
- 9.2. Is the operation of the Committee carried out in accordance with the regulations?
- 9.3. Whether the membership of the Committee complies with the relevant laws and regulations, and whether the member is appointed by the resolution of the board of directors.