

Document Title	Charter of the Remuneration Committee			No.	T-GM-3-005-C
Formulated by	Finance Department	Amendment Date	2020/08/10	Page	1/5

1. (Purpose and Basis)

In order to improve the compensation and remuneration system of the Company's directors and managers, this Charter of the Remuneration Committee (the Charter) is hereby formulated in accordance with the provisions of Article 3 of the "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" (the "Regulations Governing the Remuneration Committee").

2. (Scope)

Matters related to the duties and powers of the Remuneration Committee of the Company (the Committee) shall be governed by the Charter, unless otherwise stipulated by laws or the Articles of Association.

3. (Announcement for Reference)

The Company shall publish the contents of the Charter on its official site and the website of MOPs for inquiry.

4. (Functions of the Committee)

The functions of the Committee shall be evaluating the remuneration policy and system of the directors and managers of the Company in a professional and unbiased perspective, and making recommendations to the board of directors for the reference of decision-making.

5. (Composition of the Committee)

The Committee shall consist of three members appointed by the resolution of the board of directors, of which more than half of the members shall be independent directors.

The professional qualifications and independence of the members of the Committee shall comply with the provisions of Articles 5 and 6 of the Regulations Governing the Remuneration Committee.

6. (Terms of Office and By-elections of the Committee)

The terms of office and the appointment of the members of the Committee shall be the same as those of the session of the board of directors.

If any of the members of the Committee are dismissed due to any reasons, and the number of members thereby becomes less than three, the board of directors shall convene a meeting for by-election to fill the vacancy within three months from the date of the occurrence of the dismissal. However, if it is the independent director who is dismissed and there are no other independent directors available, prior to the Company's by-election of independent directors in accordance with regulations, it may first appoint those who are not qualified as independent directors as members of the Committee until the new independent directors are by-elected for appointment.

7. (Scope of Duties)

The Committee shall, with the duties of care as a good manager, faithfully perform the following functions and powers, and submit its recommendations to the board of directors for discussion:

Document Title	Charter of the Remuneration Committee			No.	T-GM-3-005-C
Formulated by	Finance Department	Amendment Date	2020/08/10	Page	2/5

1. Regularly review the Charter and propose amendments.
2. Formulate and regularly review the performance evaluation standards, annual and long-term performance goals, and remuneration policies, systems, standards and structures of the Company's directors and managers, and disclose the content of the performance evaluation standards in the annual report.
3. Regularly evaluate the achievement of the performance goals of the directors and managers of the Company, and determine the content and amount of their individual remuneration and compensation based on the evaluation results obtained from the performance evaluation standards.

The annual report shall disclose the individual performance evaluation results of each director and manager, the relevance and rationality of the content and amount of individual remuneration and compensation, and performance evaluation results, which shall all be submitted to the shareholders' meeting.

When performing the functions and powers of the preceding Paragraph, the Committee shall do so in accordance with the following principles:

1. Ensure that the Company's remuneration and compensation arrangements comply with relevant laws and regulations and are sufficient to attract outstanding talents.
2. The performance evaluation and remuneration and compensation of directors and managers shall be determined by making reference to the general common level of payment among the industry, as well as considering the results of individual performance evaluation, the time invested, the responsibilities undertaken, the achievement of personal goals, the performance at other positions, the level of remuneration and compensation given by the Company to the those with the same job level in recent fiscal years, as well as the rationality and relevance between individual performance and the Company's operating performance and future risks as assessed by the achievement of the Company's short- and long-term business goals and the Company's financial status.
3. In pursuit of remuneration, directors and managers shall not be led to engage in actions that are beyond the Company's risk appetite.
4. The proportion of directors and senior managers' short-term performance remuneration and the payment time of part of the variable remuneration shall be determined by considering the industry characteristics and the nature of the Company's business.
5. Rationality is of the essence for determining the content and amount of the remuneration and compensation of directors and managers. The determined remuneration and compensation of directors and managers shall not be significantly inconsistent with financial performance. If there is any major decline in profits or any long-term losses, such remuneration and compensation shall not be higher than the previous fiscal year. In the event where the amount remains higher than the one of the previous fiscal year, a rationality statement shall be disclosed in the annual report and submitted to the shareholders' meeting.
6. Members of the Committee shall not participate in discussions or vote to determine their own remuneration and compensation.

Document Title	Charter of the Remuneration Committee			No.	T-GM-3-005-C
Formulated by	Finance Department	Amendment Date	2020/08/10	Page	3/5

The remuneration and compensation referred to in the preceding two Paragraphs includes cash remuneration, stock options, dividends, pension benefits or severance pay, various allowances and other items with substantial incentives. The scope shall be consistent with the remuneration and compensation of directors and managers specified in Regulations Governing Information to be Published in Annual Reports of Public Companies.

If matters concerning the compensation and remuneration of directors and managers of the Company's subsidiaries are subject to the approval of the Company's board of directors according to the hierarchical responsibilities of the subsidiaries, the Committee shall make recommendations prior to submission to the board of directors for discussion.

8. (Meetings and Convening of Meetings)

The Committee convenes the meetings twice a year. The reason for the convening shall be clearly stated in the convening notice, and the Committee members shall be notified seven days in advance. However, the above requirements will not apply in the event of an emergency.

The convening notice referred to in the preceding Paragraph may be made in writing, by facsimile, or by e-mail.

All Committee members shall elect an independent director to serve 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.

9. (Formulating the Agenda)

The convener shall formulate the meeting agenda of the Committee, and other members may also submit proposals for discussion by the Committee.

The agenda of the meeting shall be provided to the members of the Committee in advance.

Upon the convening of the meeting of the Committee, the Company shall prepare an attendance book for the attending members to sign and for reference.

Members of the Committee shall attend in person. Any of them unable to do so may entrust other members to attend the meeting on his/her behalf. Anyone who attended the meeting via video conference shall be deemed to have attended the meeting in person.

When a member of the Committee entrusts another member to attend the Committee meeting as a proxy, he/she shall issue a power of attorney each time, and list the scope of authorization for each discussion specified in the convening notice.

Each director can only entrust one proxy stated in Paragraph 3.

Article 9-1 The Remuneration Committee shall explain at the meeting that the remuneration and compensation of its members shall be discussed at the meeting. If it has an adverse impact on the interests of the Company, the members concerned shall not participate in and shall

Document Title	Charter of the Remuneration Committee			No.	T-GM-3-005-C
Formulated by	Finance Department	Amendment Date	2020/08/10	Page	4/5

abstain from the discussion and voting, and shall not exercise the voting rights on behalf of other members of the Committee.

10. (Resolution Methods)

The resolution of the Committee shall be reached by more than one-half of all members. If there is no objection after consultation by the chairman of the Committee during voting, the resolution will be deemed reached, as if it is reached via voting.

The results of the voting in the preceding Paragraph shall be announced on the spot and recorded.

Article 10-1 (Recusal to Avoid Conflicts of Interests)

The Remuneration Committee shall explain at the meeting that the remuneration and compensation of its members shall be discussed at the meeting. If it has an adverse impact on the interests of the Company, the members concerned shall not participate in and shall abstain from the discussion and voting, and shall not exercise the voting rights on behalf of other members of the Committee.

11. (Proceedings)

The proceedings of the meetings of the Committee shall be made into meeting minutes, which shall record the following matters in details:

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 of the 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 own 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.

The attendance book of the Committee shall be a part of the meeting minutes; if the meeting is held via the approach of video conference, its video and audio materials shall also be a part of the meeting 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,

Document Title	Charter of the Remuneration Committee			No.	T-GM-3-005-C
Formulated by	Finance Department	Amendment Date	2020/08/10	Page	5/5

submitted to the board of directors and included in the Company's archive of important files, and retained for five years. The production and distribution of meeting minutes may be done electronically.

Before the expiry of the retention period in the preceding Paragraph, in the event of any lawsuit concerning matters related to the Committee, the meeting minutes shall be retained until the lawsuit is concluded.

12. (Handling of Resolutions of the Meeting)

The Committee may authorize the convener or other members of the Committee to continue to carry out the follow-up execution of the resolutions based on the functions and powers specified in Article 7, or the appointment of professionals in accordance with the resolution of Paragraph 2 of Article 13, 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.

13. (Resources for Exercising the Powers)

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

The 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.

14. (Implementation)

The Charter shall be implemented after being approved by the board of directors, and the same shall apply to its amendments.