

Document Title	Measures of Procedures of Meetings of the Board of Directors			No.	T-GM-3-002-E
Formulated by	Business Operations Dept.	Amendment Date	2020/08/10	Page	1/6

1. **Purpose:** In order to establish a good corporate governance system of the Company and improve the management of the operation of the board of directors, these Measures are hereby formulated in accordance with the relevant regulations of the “[T-6-201707-046] **Regulations Governing Procedure for Board of Directors Meetings of Public Companies**”.
2. **Scope:** For the Measures of Procedures of Meetings of the Board of Directors of the Company, unless otherwise stipulated by laws or Articles of Association; the major discussion, procedures, matters to be stated in the meeting minutes, announcements and other matters to be complied with shall be handled in accordance with the provisions of 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:**
 1. The rules of procedures of the meetings of the board of directors include the main agenda items, operational procedures, matters to be stated in the meeting minutes, announcements and other matters to be complied with.
 2. Calls for convening meetings:
 - 2.1. The meeting of the board of directors of the Company shall be held at least quarterly.
 - 2.2. The convening notice of the meeting of the board of directors shall state the reasons for the convening and be sent to all directors seven days in advance. However, in the event of an emergency, the meeting may be convened immediately at any time.
 - 2.3. The convening notice in the preceding Paragraph may be made electronically upon the consent of the recipient(s).
 - 2.4. Except for the matters mentioned in 6.3.2, unless there are sudden emergencies or justifiable reasons, all the matters shall be listed in the reasons specified in the convening notice. They shall not be proposed as extempore motions.
 - 2.5. The meeting affairs management unit designated by the Company’s board of directors is the Business Operations Department.
 - 2.6. The meeting affairs management unit shall formulate the content items to be discussed at the board of directors’ meetings and provide sufficient meeting materials, which shall be sent altogether with the convening notice.
 - 2.7. If the directors believe that the meeting materials are insufficient, they may request supplementary materials from the meeting affairs management unit. If the directors believe that the information on meeting proposals is insufficient, they may postpone the discussion after the board of directors’ resolution.
 3. Discussion Content:
 - 3.1. The contents of the regular meetings of the board of directors include the followings:
 - A. Reports:
 - (1) Meeting minutes and execution of resolution of the last meeting.

Document Title	Measures of Procedures of Meetings of the Board of Directors			No.	T-GM-3-002-E
Formulated by	Business Operations Dept.	Amendment Date	2020/08/10	Page	2/6

- (2) Important financial reports.
- (3) Internal audit reports.
- (4) Other important reports.

B. Discussion:

- (1) Discussion items retained from the last meeting.
- (2) Matters to be discussed at the current meeting.

C. Extempore motions.

3.2. Matters to be brought up for discussion of the board of directors:

A. The Company's business plan.

B. Annual financial report and the second quarter financial report which shall be audited and certified by the public certified accountant.

C. The internal control system required to be formulated or amended in accordance with Article 14-1 of the "[T-6-201707-029] **Securities and Exchange Act**", and the evaluation of the effectiveness of the internal control system.

D. The procedures for the acquisition or disposal of assets, engagement in derivative commodities transactions, lending funds to others, and endorsement or provision guarantees for others to be formulated or amended in accordance with Article 36-1 of the "[T-6-201707-029] **Securities and Exchange Act**".

E. Raising, issuing or private placement of equity securities.

F. Appointment and dismissal of financial, accounting or internal audit supervisors.

G. Donations to related parties or significant donations to non-related parties. However, public welfare donations for emergency relief due to severe natural disasters may be recognized by the next meeting of the board of directors.

H. Other matters required to be resolved by the shareholders' meeting or the meetings of the board of directors or the material matters so required by the Competent Authority as specified in Article 14-3 of the "[T-6-201707-029] **Securities and Exchange Act**".

3.3. The related parties stated in Subsection 6.3.2G refer to the related parties regulated by the Regulations Governing the Preparation of Financial Reports by Securities Issuers; the significant donations to non-related parties refer to the amount of each donation or the accumulated amount of donations to the same receiver within one year at an amount of NT\$100 million or more, 1% of the net operating income or 5% of the paid-in capital in the financial report certified by the CPA for the most recent fiscal year.

3.4. If the shares of a foreign company have no par value or the par value per share is not equivalent to NT\$10, the amount of 5% of the paid-in capital as specified in Subparagraph 6.3.3 shall be calculated as 2.5% of the shareholders' equity.

3.5. The phrase "within one year" specified in Subparagraph 6.3.3 shall be the full annual period with the convening date of the meeting of the board of directors as the final date of such period, and the part that the board of directors has resolved will be exempted from being included.

Document Title	Measures of Procedures of Meetings of the Board of Directors			No.	T-GM-3-002-E
Formulated by	Business Operations Dept.	Amendment Date	2020/08/10	Page	3/6

- 3.6. At least one independent director shall attend the meeting of the board of directors in person; for matters that shall be discussed by the board of directors as specified in Subparagraph 6.3.2, all independent directors shall attend the meeting of the board of directors. If any of the independent directors are unable to attend in person, he/she shall appoint another independent director to attend as his/her proxy. If any of the independent directors has any objection or reservation, it shall be stated in the meeting minutes of the board of directors; if an independent director cannot attend the meeting to express his/her objection or reservation in person, he or she shall issue a written comment in advance unless there are justified reasons, which shall be recorded in the meeting minutes.
4. Preparation of the attendance book and other documents and proxy attendance of directors:
- 4.1. When the Company convenes the meeting of the board of directors, it shall consider whether to provide the attendance book for the attending directors to sign in and calculate the attendance rate of each director.
- 4.2. Directors shall attend in person. Any of them unable to do so may in accordance with the Articles of Association, entrust another director to attend the meeting on his/her behalf as a proxy. Anyone who attended the meeting via video conference shall be deemed to have attended the meeting in person.
- 4.3. When a director entrusts another director to attend 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.
- 4.4. Each director can only entrust one proxy stated in Subparagraph 6.4.2.
5. Chairman of the Meeting of Board of Directors and the Proxy:
- 5.1. The meetings of board of directors of the Company shall be convened by the chairman of the board of directors, who shall serve as the chairman of these meetings. However, the first meeting of board of directors of each session shall be convened by the director obtaining the most votes of the election of the shareholders' meeting, and the chairman of the meeting shall be the person with the convening right. If two or more persons have the convening right, one of them shall be elected as the chairman.
- Based on Paragraph 4 of Article 203 or Paragraph 3 of Article 203-1 of the "[T-6-201707-002] **Company Act**", if the meeting of the board of directors is convened by more than half of the directors, the directors shall elect one among them to be the chairman.
- 5.2. When the chairman asks for leave or is unable to exercise his/her functions and powers for any reason, the vice chairman shall act as the proxy. If there is no vice chairman or the vice chairman also asks for leave or is unable to exercise his/her functions and powers for any reason, the chairman shall appoint a managing director to act as the proxy; if there is no managing director, one director shall be appointed to act as the proxy. If the chairman does not designate any proxy, the managing director or the directors shall elect one among them to act as the proxy.
6. Reference Materials, Attendees and Convening the Meeting:
- 6.1. When the meeting of the board of directors is convened, personnel from relevant departments or subsidiaries may be notified to attend as non-voting delegates depending on the content of the proposals to be discussed.

Document Title	Measures of Procedures of Meetings of the Board of Directors			No.	T-GM-3-002-E
Formulated by	Business Operations Dept.	Amendment Date	2020/08/10	Page	4/6

- 6.2. When necessary, accountants, lawyers or other professionals may also be invited to attend the meeting to provide an explanation. However, these personnel shall leave the venue of the meeting during the voting.
- 6.3. The chairman of the board of directors may officially announce the starting of the meeting when the designated time has been reached and more than half of the directors are present. If half of all directors are not present at the meeting time, the chairman may announce that the meeting will be postponed. The number of postponements shall not exceed two times. If the number of attendees is still insufficient after two postponements, the chairman may re-convene the meeting in accordance with the procedures specified in Subparagraph 6.2.2.
- 6.4. The phrase “all directors” specified in Subparagraphs 6.6.3 and 6.6.6 shall be counted on the basis of the personnel with actual incumbents.
- 6.5. The meetings of board of directors shall proceed in accordance with the procedures set out in the convening notice. However, the procedure may be changed with the consent of more than half of the directors present.

The chairman shall not declare the meeting adjourned without the consent of more than half of the directors present.

During the proceedings of the meeting of the board of directors, if the number of directors present does not reach more than half of the directors attend, upon the proposal of the directors present, the chairman shall announce the suspension of the meeting, and the provisions of Subparagraph 6.6.3 shall apply mutatis mutandis.

- 6.6. When the chairman considers that the discussion of the meeting of the board of directors has reached the level that can be voted, he/she may announce that the discussion is to come to an end and put be forward for voting.

When voting on a resolution of the board of directors, if all directors present have no objection after consultation by the chairman, it shall be deemed to have been resolved and passed.

The method of voting on the resolutions of the board of directors shall be specified in the rules of procedures. Except for those resolved and passed without objection from all directors present, the method of scrutiny and counting of votes shall also be specified.

All directors present in the preceding two Paragraphs do not include directors who are not allowed to exercise voting rights in accordance with the provisions of Subparagraph 6.7.1.

- 6.7. Unless otherwise provided for by these Measures and the Company Act, resolutions for the meetings of the board of directors shall be reached with the attendance of more than half of the directors and the consent of more than half of the directors present.

7. Recusal to Avoid Conflicts of Interests:

- 7.1. The directors shall explain the important contents concerning their own (or those of the legal persons they represent) interests in matters of the concerned meetings of the board of directors, and shall not participate in the discussion and voting if it is harmful to the interests of the Company, and shall abstain from the discussion and voting. Further, any director is not allowed to exercise their voting rights on behalf of other directors.
- 7.2. If the spouse or any blood relative within the second degree of kinship of any director or the

Document Title	Measures of Procedures of Meetings of the Board of Directors			No.	T-GM-3-002-E
Formulated by	Business Operations Dept.	Amendment Date	2020/08/10	Page	5/6

company such director controls or affiliates to has any interest in the matter of the meeting as specified in the preceding Paragraph, such interest shall be deemed to be the interest of such director.

- 7.3. The resolution of the board of directors of the Company shall be handled in accordance with Paragraph 4 of Article 206 of “[T-6-201707-002] **Company Act**” in which Paragraph 2 of Article 180 of the Company Act shall apply mutatis mutandis for directors who are not allowed to exercise voting rights in accordance with the preceding two Paragraphs.
8. Production and distribution of meeting minutes:
 - 8.1. The proceedings of the meeting of the board of directors shall be made into minutes, and the matters shall be recorded in detail in accordance with Paragraph 1 of Article 17 of the “[T-6-201707-046] **Regulations Governing Procedure for Board of Directors Meetings of Public Companies**”.
 - 8.2. The sign-in book of the board of directors shall be part of the minutes and shall be properly preserved during the existence of the Company.
 - 8.3. The minutes shall be signed or affixed with a seal by the chairman and the minutes taker, and distributed to all directors within 20 days after the meeting. The minutes shall be included in the Company’s important files and properly preserved during the Company’s existence.
 - 8.4. The production and distribution of meeting minutes may be conducted electronically.
9. Audio or video recording: The entire process of the meeting of the board of directors shall be fully recorded to serve as the evidence, and be preserved for at least five years. The preservation of the recorded files can be conducted electronically. Before the expiration of the preservation period, in the event of any lawsuit concerning the relevant resolutions of the board of directors, the relevant audio or video recording materials shall be retained until the end of such lawsuit. If the meeting of the board of directors is convened via the approach of video conference, the video and audio data shall be part of the meeting minutes and shall be properly preserved during the existence of the Company.
10. Announcement and reporting: Any resolutions of the board of directors having any matters listed in Paragraph 2 of Article 17 of the “[T-6-201707-046] **Regulations Governing Procedure for Board of Directors Meetings of Public Companies**” shall be stated in the meeting minutes, and shall also be announced on the information reporting website designated by the competent authority within two days from the date of convening of the meeting of the board of directors.
11. Authorization Principles of the Board of Directors:

During the adjournment of the meeting of the board of directors, except for the matters that shall be brought up for discussion by the board of directors in Subparagraph 6.3.2, the board of directors shall authorize the chairman of the board to exercise the functions and powers of the board of directors according to the decree or the Articles of Association of the Company with the following principles:

 - A. Carry out relevant operations based on the “Approval Authority Form”.
 - B. Carry out relevant operations based on the Company’s management rules, regulations and measures.

Document Title	Measures of Procedures of Meetings of the Board of Directors			No.	T-GM-3-002-E
Formulated by	Business Operations Dept.	Amendment Date	2020/08/10	Page	6/6

7. Reference:

7.1. Reference Documents:

7.1.1.[T-6-201707-002] Company Act.

7.1.2.[T-6-201707-029] Securities and Exchange Act.

7.1.3.[T-6-201707-046] Regulations Governing Procedure for Board of Directors Meetings of Public Companies.

7.2. Reference Forms and Lists: N/A.

8. **Supplementary Provisions:** These Measures shall be implemented after being approved by the resolution of the board of directors, and shall be submitted to the shareholders' meeting. The same applies to amendments or repeals. If there is any amendment in the future, the board of directors may be authorized to make a resolution.

9. Control Points:

- 9.1. Do relevant measures have been formulated for the operation of the meetings of the board of directors in accordance with the laws and regulations?
- 9.2. Is the operation of the meetings of the board of directors carried out in accordance with the regulations?
- 9.3. For matters that must be announced and reported, the announcement and report are made on the information reporting website designated by the competent authority.