The Information and Instruction of the Independent Director Election

◆ Method of Nomination and Election

In accordance with Article 20 of the Bank's *Articles of Incorporation*, the Bank shall have 7 to 15 directors to establish the Board of Director and the Board shall decide the number of directors in the range. The Bank adopts candidate nomination system for the election of its directors, and shareholders elect directors from among the nominees listed in the roster of director candidates.

The independent directors shall be no less than 3 in number; and shall be no less than one-fifth of the total number of directors. The professional qualification, restrictions on shareholding and concurrent positions held, nomination and election method, and other matters of compliance shall be subject to the relevant regulations of the competent securities authority.

◆ Process of Nomination and Examination

On Apr. 29, 2020, the nomination list of candidates for 8th Directors, including independent directors, was examined by the 7th Board of Director in its 25th meeting.

◆ Information of Candidates (Situation of Qualification)

Based on Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, the independent directors should meet the qualifications to be reviewed as follows:

A. The Bank's Professional qualifications and independence analysis of Independent directors

	Meet One of the Following Professional Qualification Requirements, Together with at Least Five Years Work Experience			Independence Criteria(Note)											
Name	or Higher Position in a Department of Commerce, Law, Finance, Accounting, or Other Academic Department Related to the Business Needs of the Company in a	Prosecutor, Attorney, Certified Public Accountant, or Other Professional or Technical Specialist Who has Passed a National Examination and been Awarded a Certificate in a Profession Necessary for the Business of the	Have Work Experience in the Areas of Commerce, Law, Finance, or Accounting, or Otherwise Necessary for the Business of the Company	1	2	3	4	5	6	7	8	9	10	11	12
Fu-Hsiung			✓	✓	✓	✓	✓	✓	✓	✓	✓	✓		✓	✓
Lin, Hong-Guang		✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓		✓	✓
Liu, Richard R.C.			✓	✓	✓	✓	✓	✓	✓	✓	✓	✓		✓	

Note: Please tick the corresponding boxes that apply to the directors or supervisors during the two years prior to being elected or during the term of office.

- 1. Not an employee of the Bank or any of its affiliates.
- 2. Not a director or supervisor of the Bank or any of its affiliates (not applicable in cases where the person is an independent director of the Bank and concurrently serving as such at, its parent company, a subsidiary, or a fellow subsidiary of the same parent company as appointed in accordance with the Securities and Exchange Act or with the laws or regulations of the applicable host country).
- 3. Not a natural-person shareholder who holds shares, together with those held by the person's spouse, minor children, or held by the person under others' names, in an aggregate amount of 1% or more of the total number of outstanding shares of the Bank or ranking in the top 10 in holdings.
- 4.Not a spouse, relative within the second degree of kinship, or lineal relative within the third degree of kinship, of any of the managerial officers in the previous subparagraph 1, and of any of the persons in the previous subparagraph 2 and 3.
- 5. Not a director, supervisor, or employee of a juristic-person shareholder that directly holds 5% or more of the outstanding shares of the Bank, whose shareholding ranks among the top five, or that is entitled to assign a representative to serve as a director or supervisor of the Bank pursuant to paragraph 1 or 2, Article 27 of the Company Act (not applicable in cases where the person is an independent director of the Bank and concurrently serving as such at, its parent company, a subsidiary, or a fellow subsidiary of the same parent company as appointed in accordance with the Securities and Exchange Act or with the laws or regulations of the applicable host country).
- 6. Not a director, supervisor, or employee of any other company if a majority of the Bank's director seats or voting shares and those of this other company are controlled by the same person (not applicable in cases where the person is an independent director of the Bank and concurrently serving as such at, its parent company, a subsidiary, or a fellow subsidiary of the same parent company as appointed in accordance with the Securities and Exchange Act or with the laws or regulations of the applicable host country).
- 7. Not a director, supervisor, or employee of any other company if the chairperson, president, or person holding an equivalent position of the Bank and a person in any of the said positions at another company or institution are the same person or are spouses (not applicable in cases where the person is an independent director of the Bank and concurrently serving as such at, its parent company, a subsidiary, or a fellow subsidiary of the same parent company as appointed in accordance with the Securities and Exchange Act or with the laws or regulations of the applicable host country).
- 8. Not a director, supervisor, managerial officer or shareholder holding 5% or more of the outstanding shares of a specific company or institution, with which the Bank has financial or business relationship (not applicable in cases where the said specific company or institution holds 20% or more and not more than 50% of the outstanding shares of the Bank and where the person is an independent director of the Bank and concurrently serving as such at, its parent company, a subsidiary, or a fellow subsidiary of the same parent company as appointed in accordance with the Securities and Exchange Act or with the laws or regulations of the applicable host country).
- 9.Not a professional individual who, or an owner, partner, director, supervisor, or officer of a sole proprietorship, partnership, company, or institution that, provides auditing services to the Bank or any affiliate of the Bank, or that provides commercial, legal, financial, accounting or related services to the Bank or any affiliate of the Bank for which the provider in the past two years has received cumulative compensation exceeding NT\$500,000, or a spouse thereof (not applicable to a member of the remuneration committee, public tender

offer review committee, or special committee for mergers and acquisitions, who exercises powers pursuant to the Securities and Exchange Act or the Business Mergers and Acquisitions Act and other applicable laws or regulations.

- 10. Not having a marital relationship, or a relative within the second degree of kinship to any other director of the Bank.
- 11. Not been a person of any conditions defined in Article 30 of the Company Law.
- 12. Not a governmental, juridical person or its representative as defined in Article 27 of the Company Law.

B. The Information of Independent Directors

June 19, 2020

Title	Name	Education	Concurrent Position
Independent Managing	Hu, Fu-Hsiung	MBA, National Taiwan	Independent Director, Walsin Lihwa Corporation
Director		University	
Independent Director	Lin, Hong-Guang	MBA, City University of New	CPA, Ernst & Young
		York (Brooklyn College)	Supervisor, Union MechTronic Inc.
			Director, EY Cultural and Educational Foundation
Independent Director	Liu, Richard R.C.	Master of Economics, University of San Francisco;	None
		Master of Public	
		Administration, National	
		Chengchi University	

Process and Results of the Election

On June 19, 2020, the Bank elected 15 directors, including 3 independent directors, as the 8th Directors of the Board, at the Annual General Meeting of Shareholders.

(For the details of the election, please refer to the meeting minutes of the Bank's 2020 Annual General Meeting of Shareholders.)