

Fubon Financial Holding Co., Ltd.

Remuneration Committee Charter

Adopted by the Board of Directors on August 19, 2011
1st amendment by the Board of Directors on October 26, 2012
2nd amendment by the Board of Directors on January 21, 2014
3rd amendment by the Board of Directors on July 4, 2014
4th amendment by the Board of Directors on January 28, 2016

Article 1 (Basis for the Establishment of the Charter)

These Charter (hereinafter, “Charter”) of the Remuneration Committee of the Company (hereinafter, “the Committee”) is enacted in accordance with Article 14-6 of the Securities and Exchange Act and Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company whose Stock is Listed on the Stock Exchange or Traded Over the Counter (hereinafter, the “Regulations”).

Article 2 (The Scope of Application)

The composition of the committee members, their number, term of office, official powers, rules of procedure for meetings of the Remuneration Committee, and resources to be provided by the Company when the Committee exercises its official powers, shall be handled in accordance with the Charter. Any matter that is not provided under the Charter shall be handled in accordance with related regulations, regulations of competent authority and other rules of the Company.

Article 3 (Composition of the Committee)

The Remuneration Committee members shall be appointed by the Board of Directors through resolutions. The Committee shall have at least three members, at least half of its members shall be independent directors, and one of the members shall be the convener or the chairman of the meetings.

The qualification and restriction of the committee members shall be in compliance with Article 5 and 6 of the Regulations.

The term of the Remuneration Committee members shall end at the same time as that of the Board of Directors, and the members may be reelected.

When a Remuneration Committee member is dismissed for any reason, resulting in less than three members, the Board of Directors shall hold a meeting within 3 months from the date of occurrence of the event to appoint a replacement.

Article 4 (Scope of Duty)

The Remuneration Committee shall exercise the care of a good administrator in faithfully performing the official powers listed below, and shall submit its recommendations for deliberation by the Board of Directors:

1. Prescribing and periodically reviewing the policies, systems, standards, and structures for

performance evaluation and remuneration for directors, and managerial officers.

2. Periodically evaluating and prescribing the remuneration of directors, managerial officers, and for their job positions at the Company's subsidiaries.

When performing the official powers of the preceding paragraph, the Remuneration Committee shall follow the principles listed below:

1. With respect to the performance assessments and remuneration of directors and managerial personnel of the Company, it shall refer to the typical pay levels adopted by peer companies, and take into consideration the reasonableness of the correlation between remuneration and individual performance, the Company's business performance, and future risk exposure.
2. It shall not produce an incentive for the directors or managerial officers to engage in activity to pursue remuneration exceeding the risks that the Company may tolerate.
3. It shall take into consideration the characteristics of the industry and the nature of the Company's business when determining the ratio of bonuses for the short-term performance of its directors and senior management and the time at which the variable part of remuneration is paid.

"Remuneration" as used in the preceding two paragraphs includes cash compensation, stock options, profit sharing and stock ownership, retirement benefits or severance pay, allowances or stipends of any kind, and other substantive incentive measures. Its scope shall be consistent with that set out in the "Regulations Governing Information to be Published in the Annual Reports of Public Companies" in connection with remuneration for directors and managerial officers.

If decision-making and handling of any matter relating to the remuneration of directors and managerial officers of a subsidiary is delegated to the subsidiary but requires ratification by the board of directors of the parent company, the parent company's remuneration committee shall be asked to make recommendations before the matter is submitted to the Board of Directors for deliberation.

Article 5 (Meeting Method)

The Remuneration Committee shall convene at least twice a year, and other meetings may be convened when needed.

In calling a meeting of the Remuneration Committee, a notice setting forth therein the subject(s) to be discussed at the meeting shall be given to each member at least 7 days in advance. In emergency circumstances, however, the meeting may be convened at any time.

When the convener goes on leave or otherwise for any reason whatsoever is unable to convene a meeting, the meeting shall be convened by another independent director of the Committee designated by the convener. If the convener does not designate a deputy, another member of the Remuneration Committee shall elect the deputy among themselves.

The Remuneration Committee may invite directors, managerial officers of relevant departments, internal auditors, certified public accountants, legal consultants, or other personnel to attend meetings as nonvoting participants and provide relevant necessary information.

Article 6 (Establishment of Meeting Agenda)

The Committee meeting agenda shall be drawn up by the convener. Other members also may submit motions for deliberation by the Committee. The meeting agenda shall be provided to the committee members in advance.

Article 7 (Attendance and Resolution)

When the Remuneration Committee meeting is held, the Company shall provide an attendance book for signature by the members attending the meeting and thereafter made available for reference.

Remuneration Committee members shall attend the committee in person; a member who cannot attend in person may appoint another member to attend as their proxy. Attendance via video-conference is deemed as attendance in person.

A Remuneration Committee member appointing another member to attend the committee meeting in his or her place shall in each instance issue a written proxy stating the scope of authorization with respect to the reasons for the meeting.

A resolution of the Remuneration Committee shall require the approval of one-half or more of all of the members. During voting, if the committee chair solicits and receives no dissents, the motion is deemed passed, with equivalent force as a resolution by vote. The results of voting shall be made known immediately, and recorded in writing.

A proxy under preceding three paragraphs may act as a proxy for one person only.

Article 8 (Meeting Minutes)

Meeting minutes shall be made to record the discussions at the Remuneration Committee, and the matters listed below shall be recorded in the minutes on in a detail and accurate manner:

1. Session, time, and place of the meeting.
2. Name of the chairman of the meeting.
3. Member attendance, specifying the names and number of members in attendance, excused, and absent.
4. Names and titles of those present at the meeting.
5. Name of minutes taker.
6. Matters reported on.
7. Agenda items: the resolution method and outcome of each motion, and any objections or reservations expressed by any committee member.
8. Extraordinary motions: the name of the proposer, the resolution method and outcome of the motion, and summarize the comments made by, and any objections or reservations expressed by, any committee member, expert, or other person.
9. Other matters required to be recorded.

Where there is any record or written statement of the objection or reservations made by members

regarding the resolution of the Remuneration Committee, in addition to being stated in the minutes, they shall, within 2 days from the date of occurrence of the event, be publicly announced and reported on the information reporting website designated by the competent authority.

The attendance sheet of the Remuneration Committee meetings is a part of the meeting minutes.

The minutes shall be signed or sealed by the chairman of the meeting and minutes taker and shall be delivered to the Remuneration Committee members within 20 days after the meeting. The meeting minutes shall also be submitted to the Board of Directors, kept in the important files of the Company and preserved for 5 years.

Where there is any litigation relating to the matters of the Remuneration Committee prior to the expiration of the preservation term, the minutes shall be preserved until the end of the litigation.

Preparation and delivery of the meeting minutes as set forth in paragraph 1, may be conducted via electronic methods.

The video information of the meeting held via video-conference is also a part of the meeting minutes.

Article 9 (Review Recusal)

The member of the Committee shall recuse himself when he is an interested party with respect to a given agenda item, when such a relationship is likely to prejudice the interests of this Company.

If, for the reason stated in the preceding paragraph, an agenda item cannot be resolved at a Committee meeting, it shall be reported to the Board of Directors, which shall resolve on the item.

Article 10 (Resources provided by the Company)

The Remuneration Committee may by resolution, at the cost of the Company, engage an attorney, certified public accountant, or other professional to conduct a necessary audit or provide advice with respect to any matter related to the exercise of the Committee's powers.

Article 11 (Regular Review)

The Committee shall review the relevant matters of the Charter, and submit to the Board of Directors for deliberation after filing to the Corporate Governance and Sustainability Committee for discussion.

Article 12 (Committee's Delegation)

The execution of tasks relating to matters resolved by the Remuneration Committee may be delegated to the convener or other committee members for follow-up, with a written report to be presented to the Committee during the implementation period. When necessary, the matter shall be presented for ratification or a report made at the next Committee meeting.

Article 13 (Enforcement)

These Charter shall become enforceable after they are resolved by the Board of Directors; the same

procedures shall apply to the amendments.