

Fubon Financial Holding Co., Ltd.
Corporate Governance and
Sustainability Committee Charter

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Article 1 Basis for the Establishment of the Charter

To establish a good functional committee governance system, strengthen management functions and commit to corporate social responsibility and implement sustainable development for this Company, in accordance with requirements under Article 25(3) of this Company's Articles of Incorporation, the Corporate Governance and Sustainability Committee Charter are hereby established to be followed.

Article 2 Scope

Unless otherwise specified in laws or articles of incorporation, matters concerning the number, term of office, powers, rules of procedure for meetings and other relevant matters of the Committee, shall follow the Charter.

Article 3 Purpose

The Committee shall assist the Board of Directors in the development and recommendation of Board of Director's organizational operations and management-related matters, in order to strengthen the functions of the Board of Directors. The Committee is committed to the implementation of corporate social responsibility and sustainable operation, such that the Board of Directors may fulfill its responsibilities in protecting the Company, its employees, shareholders and the interests of shareholders.

Article 4 Composition of the Committee

The Committee shall comprise at least three directors, which shall include at least one independent director, and an independent director elected among the members shall serve as the convener and chairman of Committee meetings.

At least one of the independent directors mentioned above must possess legal or management background.

Unless otherwise specified in laws and regulations or the Company's Articles of Incorporation, or the Charter, the tenure of office for director shall commence on the date of the Board resolution and expire on the term of office of the director or supervisor, on the date of resignation of director or supervisor from this Committee or its position, or on the date of replacing the original director as the Committee member by the Board resolution.

The terms of the members of the Committee shall be consistent with the terms of the directors, and the independent director may continue its service as member of this Committee after being reelected.

Article 5 Scope of Duty

To achieve the purposes as prescribed in Article 3, the duties of the Committee shall include:

1. Supervise implementation of social corporate responsibility and sustainability matters, and assess the implementation.
2. Review, establishment and amendment of the Company's Corporate Social Responsibility Code of Conduct, Corporate Governance Code of Conduct, Business Integrity Code of Conduct, Business Integrity Procedures, Behavioral Guidelines and key policies for resolution by the Board of Directors.
3. Review, establish and amend the Company's Articles of Incorporation and Regulations Governing Procedure for Board of Directors' Meetings, and other important rules and regulations and their enactment and amendment, and propose to the Board of Directors for resolutions.
4. Discuss the enactment and modification of the charter of Functional Committees, and propose to the Board of Directors for resolutions.
5. Provide supervision and guidance with respect to corporate governance evaluation/assessment and board performance/efficiency assessment, and report findings to the Board of Directors for discussion and improvement.
6. Discuss the plan for next year and evaluate the execution of the annual plan, and report to the Board of Directors for resolution.
7. Evaluate information collection channel of the Board of Directors, as well as quality and timeliness of the information.
8. Review corporate governance relationship among this Company, its subsidiaries and affiliates.
9. Donation to related party or major donation to non-related party. However, in the occurrence of a major natural disaster, emergency aids of charitable nature can be made first and acknowledged later during the next Board of Directors meeting.
10. Any other material matters stipulated by the Company or authority.

Article 5-1 ESG Task Force

An " ESG Task Force" is established under this Committee, which is responsible for the implementation of matters related to corporate sustainability, and comprise six task force units: corporate governance and integrity, employee care, responsible finance, customer engagement, social commitment and environmental sustainability. The leader of the ESG Task Force is the Company's President. The task force unit may convene meetings at any time deemed necessary to discuss the implementation status of each task force unit and the latest issues related to corporate sustainability. Each task force unit will submit annual execution plan and implementation results to

the "Corporate Governance and Sustainability Committee" for review, and thereafter, to the Board of Directors.

Article 6 Procedures of the Meeting

The meetings for the Committee shall be held at least twice every year, and may be called at any time when needed.

When calling a meeting of the Committee, a notice of the reasons for convening the meeting shall be given to each member of the Committee at least 7 days in advance.

In emergency circumstances, however, the meeting may be called on shorter notice.

When the convener of the Committee goes on leave or otherwise for any reason whatsoever is unable to convene a meeting, the meeting shall be convened by another member of the Committee designated by the convener; if the convener does not designate a deputy, other members of the Committee may elect one deputy among themselves.

The Committee may invite managers of relevant departments, internal audit officers, certified public accountants, attorneys, or other personnel of this Corporation to attend the meeting as non-voting participants and provide pertinent and necessary information.

Article 7 Meeting Agenda

The agenda of the Committee shall be drawn up by the convener; however, other members may also submit proposals to the Committee for discussion.

Article 8 Attendance and Resolution

When a meeting of the Committee is held, an attendance book shall be made available for signing-in by the members in attendance, and thereafter made available for reference.

Members of the Committee shall attend meetings of the Committee in person; if a member is unable to attend in person, the member may appoint another member as proxy to attend the meeting. Attendance via visual communication network is deemed as attendance in person.

A member of the Committee that appoints another member as proxy to attend a meeting of the Committee shall in each instance issue a written proxy stating the scope of authorization with respect to the items on the meeting agenda.

Resolutions at meetings of the Committee shall be adopted with the approval of half or more of the entire Committee. The result of a vote shall be made known immediately and recorded in writing.

When a proposal comes to a vote at a Committee meeting, if no attending member

voices an objection following an inquiry by the chair, the proposal will be deemed approved.

The proxy under paragraph 3 may accept a proxy from one person only.

Article 9 Meeting Minutes

Minutes shall be made to record discussions at Committee meetings, and the matters listed below must be recorded in the minutes in 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. Reporting Matters.
7. Discussion Matters: the resolution method and outcome of each motion, the names of Committee members who hold interest in the discussion, as stipulated in Paragraph 1, Article 10 of the Charter; description of the interests involved; reasons to recuse or not; the recusal; and any objections or reservations expressed; and a summary of comments made by, and any objections or reservations expressed by any Committee member, expert, or other person.
8. Ad Hoc Motion(s): The name of the person who raised the motion; the method of resolution and outcome for each motion; the names of Committee members who hold interest in the discussion, as stipulated in Paragraph 1, Article 10 of the Charter; description of the interests involved; reasons to recuse or not; the recusal; any objections or reservations expressed; and a summary of comments, objections or reservations expressed by any Committee member, expert and other person.
9. Other matters required to be recorded.

The attendance sheet of the Committee meetings is a part of the minutes, and shall be preserved permanently.

The meeting minutes shall be signed or sealed by the chairman of the meeting and minutes taker and shall be delivered to the Committee members in 20 days after the meeting. The minutes shall be kept as important files of the Company and preserved permanently.

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

Article 10 Review Recusal

If a member of the Committee who has a personal interest in the matter under discussion shall explain to the others the essential contents of such personal interest and shall disassociate from all discussions and voting if the stakes are in conflict against the Company's interests. In addition, the member may not exercise voting rights on behalf of others.

Where the spouse, a blood relative within the second degree of kinship of a member of the Committee, or any company which has a controlling or subordinate relation with a member of the Committee has interests in the matters under discussion in the meeting of the preceding paragraph, such member shall be deemed to have a personal interest in the matter.

In the event that the Committee is unable to pass a resolution due to the previous provision, the Committee shall report the same to the Board of Directors and the Board of Directors shall resolve on the issue.

Article 11 Appointment of Experts

The Committee may resolve to retain the service of an attorney, certified public accountant, or other professionals to provide advice with respect to matters in connection with Articles 3 and 5. The costs of their services shall be borne by the Company.

Article 12 Duties of the Committee Members

Committee members shall exercise the due care of a good administrator and faithfully perform the duties prescribed under these Charter; they shall be accountable to the Board of Directors and shall submit their proposals to be resolved by the Board of Directors.

Article 13 Reporting Obligation of the Management to New Committee Members

The management shall provide detailed presentation and written information about the duties carried out by the Committee to new Committee members, including organization, personnel, rules for business process, management condition and information disclosure.

Article 14 Regular Review

The Committee shall review the Charter every year and propose necessary amendments to the Board of Directors.

Article 15 Committee's Delegation

Matters resolved by the Committee may be delegated to the convener or other

members of the Committee for further implementation. The implementation shall be reported to the Committee either in writing or verbally in the process, and if it is necessary such matters shall be reported to the Committee at the next meeting for ratification.

Article 16 Enforcement

This Charter become enforceable after the Board of Directors' resolutions; the same procedures shall apply to the amendments.

Appendices: Revision History

Version	Date of approval	Date of effect	Level of approval authority	Remarks
01	8/14/2002	8/14/2002	Board of directors	The 11 meeting of the 02 board
02	2/17/2003	2/17/2003	Board of directors	The 21 meeting of the 02 board
03	4/19/2004	4/19/2004	Board of directors	The 33 meeting of the 02 board
04	4/25/2007	4/25/2007	Board of directors	The 20 meeting of the 03 board
05	12/7/2007	12/7/2007	Board of directors	The 23 meeting of the 03 board
06	6/13/2008	6/13/2008	Board of directors	The 01 meeting of the 04 board
07	2/5/2010	2/5/2010	Board of directors	The 07 meeting of the 04 board (Regular)
08	8/19/2011	8/19/2011	Board of directors	The 01 meeting of the 05 board (Regular)
09	10/26/2012	10/26/2012	Board of directors	The 08 meeting of the 05 board (Regular)
10	11/24/2015	11/24/2015	Board of directors	The 08 meeting of the 06 board (Regular)
11	1/28/2016	1/28/2016	Board of directors	The 09 meeting of the 06 board (Regular)
12	11/21/2019	1/1/2020	Board of directors	The 14 meeting of the 07 board (Regular)