

Fubon Financial Holding Co., Ltd.
Directions for the Implementation of Continuing Education for Directors

Adopted by the Board of Directors on December 8, 2006
1st amendment by the Board of Directors on August 15, 2008
2nd amendment by the Board of Directors on February 5, 2010
3rd amendment by the Board of Directors on February 9, 2015

Article 1 (Basis and Purpose for Adoption)

These Directions are specially adopted pursuant to Articles 49 of the Corporate Governance Best-Practice Principles for Financial Holding Companies (the "Principles") to encourage the Company to arrange for newly appointed or re-appointed directors (including independent directors) and supervisors to enrich and update their knowledge on an ongoing basis, and to fulfill the following purposes:

1. To urge corporate directors and supervisors to enhance their professional expertise and legal knowledge.
2. To assist corporate directors and supervisors to develop their exceptional qualities and decision-making abilities.
3. To lead corporate directors and supervisors to step up exchanges of their experience and mutual communication and interaction.
4. To promote the effective implementation by corporate directors and supervisors of the corporate governance system.

Except as otherwise provided by laws and regulations, continuing education for directors of this Company shall be governed by these Directions.

Article 2 (Purpose of Implementation)

The Company shall integrate all resources for corporate governance, and establish mechanisms and methods for continuing education for directors, so that they can have easy access to relevant information, and maintain their core values and professional edge and ability.

To enliven the continuing education environment for directors, the Company shall encourage interaction between directors of different companies through international organizations or private institutions promoting and advocating corporate governance.

The Company shall, through systematic promotion and implementation, enable its directors and supervisors to achieve maximize actual effectiveness out of continuing education, with the help of a curriculum design that is computerized, diversified, user-friendly, and flexible.

Article 3 (Continuing Education Subjects)

Applicable subjects of these Directions:

1. The Company shall make plans and arrangements for the persons on the list of elected directors (including independent directors) and supervisors for each term, and if there is any change to the list of directors and supervisors, shall make corresponding additions, deletions, and adjustments to the plans and arrangements.
2. "Newly appointed" directors in these Directions means those serving for the first time as a director or supervisor of a TWSE or GTSM listed company.
3. "Re-appointed" directors in these Directions means those who has previously served as a director of a TWSE or GTSM listed company.

Temporal continuity or continuous appointment at the same company across terms of service is not required for a determination of being "re-appointed" under the preceding paragraph 3. However, if the company at which the appointed person previously served becomes TWSE or GTSM listed only after the person has completed his term of service has been dismissed for any reason, then it should not be counted toward determining whether he has served on a listed company.

Article 4 (Continuing Education Hours):

Continuing professional education (CPE) hours for directors of the Company are as follows:

1. It is advisable for a newly appointed person to complete a minimum of 12 CPE hours in the year the person is appointed, and a minimum of 6 hours per year in each following year.
2. A re-appointed person should complete a minimum of 6 CPE hours per year during the term of office. But for instructor who, in the same year, teaches corporate governance course at the training intuitions under Article 6 paragraph 1 subparagraph 1, and has been in compliance with the preceding paragraph that the newly appointed person has completed a minimum of 12 CPE hours, he may offset 1 hour for each time he teaches, and the total offset hours is limited to 3 hours.
3. CPE hours shall be calculated on a progressive basis, counting, in principle, from 1 January to 31 December for the given year. In the event of peculiar circumstances or where cross-year calculation is necessitated by the curriculum design, the reasons shall be stated together with the disclosure of the status of continuing education required under Article 7 paragraph 3.

Article 5 (Continuing Education Scope):

To assist each director in gaining, through continuing education, the abilities under all subparagraphs of Article 29, paragraph 2 of the Principles, it is advisable for the Company to consider topics extending beyond the scope of the professional expertise of the directors, and to select courses encompassing corporate governance related topics such as finance, risk management, business, commerce, legal affairs, accounting, and corporate social

responsibility, or courses relating to internal control systems or liability for financial reports.

Article 6 (Continuing Education System):

The Company shall, in principle, turn to the following institutions when arranging continuing education for directors:

1. Professional training institutions such as the Securities and Futures Institute, ROC, Accounting Research and Development Foundation in Taiwan, Institute of Internal Auditors, ROC, Taiwan Development & Research Academia of Economic & Technology, Computer Audit Association, Taiwan Academy of Banking and Finance, Taiwan Corporate Governance Association.
2. Lectures, seminars, symposiums, and educational courses organized by the following institutions (whether as the host or a co-host) and in line with the Continuing Education Scope under Article 5.
 - a. The regulatory authority in charge of a relevant industry, the competent authority, the TWSE, GTSM, Taiwan Depository and Clearing Corporation, and other institutions recognized by the TWSE or GTSM.
 - b. Taiwan Securities Association, CPA Associations, and Bar Associations.
3. Seminars, symposiums, and internal training sessions organized by the Company or its affiliated enterprises, and in line with the Continuing Education Scope under Article 5, provided that the hours thereof that may be recognized for continuing education are limited to one-third of the minimum CPE hours that a person is advised to complete per year under these Directions.
4. Special lectures, seminars, and symposiums organized by international organizations such as OECD or by major securities markets around the world, attended by directors or supervisors, where the topic is in line with the Continuing Education Scope under Article 5.
5. When this Company engages a foreign national to serve as a director or supervisor, the company shall, in addition to having a clear understanding of the substantive content of the person's continuing education undertaken abroad, provide a translation in English or the foreign national's native language of Taiwan's major laws and regulations related to economics, securities, TWSE or GTSM listing, and relevant industries for reference.

Article 7 (Continuing Education Arrangements and Information Disclosure)

The Company shall have an understanding of the educational background, work experience, and professional expertise of all of its directors, and make appropriate arrangements for the times and contents of continuing education for each person, taking into consideration the Company's main operational focus and main directions of business development.

The directors of the Company shall regularly file with the Company documentary proof of

their continuing education. The Company shall regularly review the status of the continuing education of its directors.

The Company shall disclose in its prospectuses, annual reports, on the Market Observation Post System, and on the Company website information on the continuing education status of its directors and supervisors pursuant to the Regulations Governing Information to be Published in Financial Institution Prospectuses for Offering and Issuance of Securities, Regulations Governing Information to be Published in Annual Reports of Financial Holding Companies, Corporate Governance Best-Practice Principles for Financial Holding Companies.

Article 8 (Enforcement)

These Directions shall become enforceable after they are resolved by the Board of Directors; the same procedures shall apply to their amendments.