

Fubon Financial Holding Co., Ltd.

The Procedures for the Election of Directors

Adopted by the Extraordinary Shareholders' Meeting on February 6, 2002

1st amendment by Annual Shareholders' Meeting on June 6, 2003

2nd amendment by Annual Shareholders' Meeting on June 9, 2006

3rd amendment by Annual Shareholders' Meeting on June 13, 2008

4th amendment by Annual Shareholders' Meeting on June 15, 2012

5th amendment by Annual Shareholders' Meeting on June 12, 2015

Article 1 The Procedures is established in accordance with "Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies" and the Articles of Incorporation of the Company.

Article 2 The election procedure for the Company's directors shall be proceeded in accordance with the Procedures, and for those which are not provided herein shall be proceeded in accordance with the Company Act and relevant laws and regulations and the provisions under the Articles of Incorporation.

Article 3 The election of the Company's directors shall consider the entire composition of the Board. The composition of the board of directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:

1. Basic requirements and values: Gender, age, nationality, and culture.
2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.

The members of the Board shall all be provided with knowledge, capability and quality required for fulfilling its/his/her duties. The Board members shall be equipped with the following capabilities:

1. Business judgment
2. Accounting and financial analysis
3. Management
4. Crisis management
5. Industry knowledge
6. International vision
7. Leadership
8. Decision making

More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.

The board of directors of this Corporation shall consider adjusting its composition based on the results of performance evaluation.

Article 4 The qualifications and election of the Company's independent directors shall be proceeded in accordance with the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies" and "Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies".

Article 5 The election of the directors of the Company shall adopt candidate nomination system in accordance with Article 192-1 of the Company's Act, and shall be expressly stipulated in the Articles of Incorporation; and the shareholders shall elect the directors from among the nominees listed in the roster of director candidates, the nomination and election procedure for the Company's directors shall be proceeded in accordance with the Company Act, the Securities and Exchange Act, and the relevant laws and regulations.

This Corporation shall review the qualifications, education, working experience, background, and the existence of any other matters set forth in Article 30 of the Company Act with respect to nominee directors and may not arbitrarily add requirements for documentation of other qualifications. It shall further provide the results of the review to shareholders for their reference, so that qualified directors will be elected.

Article 6 When the number of directors falls below five due to the dismissal of a director for any reason, this Company shall hold a by-election to fill the vacancy at its next shareholders meeting. When the number of directors falls short by one third of the total number prescribed in this Company's Articles of Incorporation, this Company shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

When the number of independent directors falls below that required under the provisions of paragraph 1 of Article 14-2 of the Securities and Exchange Act, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

Article 7 The cumulative voting method shall be used for election of the directors at this Company. The number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates.

Article 8 The Board shall prepare for the ballots for directors in numbers corresponding to the directors to be elected, and fill in the number of the weighted votes, and distribute to the shareholders who attend the shareholders' meeting. The ballot of the voters may be replaced by the attendance card number printed on the ballots.

Article 9 The directors and in such number as designated by the Articles of Incorporation and the Board's resolution, with voting rights separately calculated for independent and non-independent director positions, shall be separately elected and served in accordance with the priority in obtaining the most number of votes. In the event two or more than two persons obtain the same number of votes and the number of such persons together with all the other persons ranking prior to them exceeds the number as designated by the Articles of Incorporation and the Board's resolution, lots shall be drawn to decide which of such persons obtaining the same number of votes shall be elected; if any of such persons is not present, the chairman shall draw the lots on half of him/her.

Article 10 Prior to the election, the Chairman shall appoint several vote counters, and ballot examiners in the capacity as the shareholders to execute relevant tasks of each item. The ballot box shall be prepared by the Board, and be openly examined by the ballot examiners.

Article 11 In the event the candidate is a shareholder, the voter shall specifically filled in the account name and shareholder's account number of the candidate in the candidate's column on the ballot; in the event the candidate is a non-shareholder, the voter shall specifically filled in the name and ID document number/Government Publication Number (GPN) of the candidate. Provided that, the government or the corporate shareholders are the candidates, such names of the government or corporate shareholders shall be filled in the candidate's column on the ballot, the names of such government or legal person and the names of its representatives may also be filled in. In the event the representatives are two or more than two persons, the names of the representatives shall be additionally filled separately.

Article 12 The votes shall be considered as invalid under if any of the following occurs:

1. Person who does not use the ballot prepared by the board of directors.
2. Person who puts a blank ballot into the ballot box.
3. The writing on the ballot is blurred and difficult to identify or is altered.
4. In the event the candidate is a shareholder, which its account name and shareholder's account number do not conform with the shareholders' name book; and if the candidate is a non-shareholder, which its name and ID document

number/Government Publication Number do not conform with each other after verification.

5. In addition to the candidate's account name (title or name) or shareholders account number (ID document number/Government Publication Number (GPN)) and the number of votes allocated, there are other characters attached.
6. The names of the candidate which is filled in is the same as the other shareholder and the shareholder's account number or ID document number/Government Publication Number (GPN) has not filled in to distinguish from the two.

Article 13 The ballot will be counted and announced immediately after the voting process, and the ballot result, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be immediately announced by the chairman for the names of the elected directors.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 14 The elected directors will be issued with a notice for election by the Board of the Company.

Article 15 The Procedures becomes enforceable after the shareholders' resolution, and the same procedures shall apply to the amendments.