

Fubon Financial Holding Co., Ltd.
Policy on Managing Board Director Nominations
and Shareholder Proposals

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Article 1 Purpose

The Fubon Financial Holding Co., Ltd. Policy on Managing Board Director Nominations and Shareholder Proposals (the “Policy”) has been established based on the Company Act and related laws to solidify the execution of procedures for handling board director nominations and shareholder proposals by Fubon Financial Holding Co., Ltd. (the “Company”) and ensuring compliance.

Article 2 Scope

The Policy applies to the Company.

Article 3 Definition of 1 Percent Shareholder

Shareholders described by the Policy as holding 1 percent or more of the total number of issued shares are not limited to single shareholders. They can also refer to a group of shareholders who combined hold 1 percent or more of the total number of issued shares.

Article 4 Responsible Unit

The unit responsible for receiving or handling announcements or notifications related to board director candidate nominations and shareholder proposals is the secretariat of the board of directors.

Article 5 Announcements of Board of Director Resolutions

The time period during which nominations for board director candidates and shareholder proposals can be received, the place where they can be received, and the number of board directors to be elected, shall be determined by a resolution of the Company’s board of directors.

Prior to the book closure date before a regular shareholders meeting is held, the Company shall publicly announce (including on the Market Observation Post System and the Company’s website) the board of director resolution(s) described in the paragraph above. The announcement should include the following information:

1. Nominations:

- (1) Nomination receiving period (shall not be shorter than 10 days)
- (2) Place where nominations are received (address and receiving unit)
- (3) The number of candidates to be elected
- (4) General procedures
- (5) Other necessary information

2. Proposals:

- (1) Proposal receiving period (shall not be shorter than 10 days)

- (2) Place where nominations to be received (address and receiving unit)
- (3) General procedures
- (4) Other necessary information

Article 6 Sending Documents and Principle of Receipt

Nomination and shareholder proposal submissions can be made in written or electronic form and must be delivered to the receiving venue announced by the Company within the announced receiving period.

Article 7 Nominating Entities and the Number of Nominees

The following nominating entities have the right to submit a slate of board director candidates to be elected at the shareholders meeting according to the provisions in Article 8.

1. Shareholder(s) who hold 1 percent or more of the total number of issued shares
2. Board of directors
3. Others specified in regulatory authority rules

The number of candidates nominated by any nominating entity cannot exceed the number of board directors to be elected. If the number of nominees exceeds the number of board directors to be elected, the nominating entity's entire slate of board director candidates shall be deemed invalid.

Article 8 Nominee Information Required

When a nominating entity nominates a slate of board director candidates, it should provide the following information:

1. Each nominee's name
2. Each nominee's educational background
3. Each nominee's professional experience

Article 9 Nomination Procedures

When convening a shareholders meeting, the board of directors or any other entity with the right to convene a shareholders meeting shall include all nominees on the board director candidate slate except in the following cases:

1. The nominating shareholder submits candidates outside the announced time period for receiving submissions.
2. The nominating shareholder holds less than 1 percent of the Company's shares at the time of the book closure date as per Article 165, Paragraph 3 of the Company Act.
3. The number of nominees exceeds the number of board directors to be elected.

4. The nominating shareholder does not list the name or describe the educational background and professional experience of the board director candidates.

The list of board director candidates submitted by the board of directors is subject to the conditions shown above with the exception of subparagraphs 1 and 2.

If the board of directors convenes a shareholders meeting to elect board directors, a board of directors meeting shall first be held to determine if the slate of board director candidates submitted by nominating shareholders runs into any of the conditions laid out in Article 192-1, Paragraph 5, Subparagraphs 1-4 in the Company Act.

Once the deadline for receiving submissions has passed, if no shareholders have submitted board candidate nominees, and the board of directors previously resolved to approve the candidates it nominated, there is no need to convene another board of directors meeting.

Article 10 Proposing Entities

A Company shareholder (or group of shareholders) who holds 1 percent or more of the total number of shares issued by the Company at the time of the book closure date, as per Article 165, Paragraph 3 of the Company Act, may submit proposals for the agenda of regular shareholder meetings.

The exercising of the right to propose motions is limited to regular shareholder meetings convened by the board of directors.

Article 11 Procedures for Handling Proposals (I)

Proposals submitted by shareholders are limited to one issue per proposal. If a proposal contains more than one issue, it will not be put on the agenda.

The board of directors shall put any proposal submitted by a shareholder on the agenda unless any of the following circumstances exist:

1. The issue in the proposal cannot be settled by a resolution at a shareholders meeting.
2. The shareholder submitting the proposal holds less than 1 percent of the Company's shares at the time of the share transfer suspension date, as per Article 165, Paragraph 3 of the Company Act.
3. The proposal is submitted outside the announced time period for receiving submissions.
4. The proposal contains more than 300 characters (words) or covers more than one issue as described in Paragraph 1.

A determination of whether or not a proposal can be settled by a resolution at a

shareholders meeting, as described in Paragraph 1, Subparagraph 1 above, shall be made based on related laws and regulations.

If a shareholder proposal that falls under Paragraph 1 above urges the Company to advance the public interest or meet its social responsibility, the board of directors shall still list it on the agenda.

Article 12 Procedures for Handling Proposals (II)

The content of a shareholder proposal shall be passed on by the secretariat of the board of directors to the related unit to study and discuss. It then forwards the detailed contents, attachments and the opinions of the related unit to the chairman of the board, and after that reports the information to the board of directors for either a briefing or for a review and resolution.

After shareholder proposals have been put on the agenda through resolutions passed by the board of directors and arranged to be discussed at the general shareholders meeting, matters related to the order and format of the agenda shall be decided by the chairman.

The Company shall list the proposals that meet the requirements in the previous Article in the shareholders meeting notice. For shareholder proposals that do not make the agenda, the board of directors shall explain the reasons why at the shareholders meeting.

Article 13 Board Resolutions and Record-keeping Related to Nominations and Proposals not Submitted within the Receiving Period

For nominations of board director candidates and shareholder proposals that were not submitted within the announced time period, the board of directors when making resolutions on nominations and proposals can add the following resolution: "At the time when the board of directors considers resolutions on board director candidate nominations and shareholder proposals, if a nomination or proposal is submitted outside the announced time period for receiving submissions, it will not be listed on the slate of board director candidates or agenda for shareholder proposals and is not to be sent again to the board of directors."

The processing of nominees and shareholder proposals shall be recorded, and the records shall be kept for at least one year. But if shareholders file a complaint related to a board director election or the handling and result of a proposal, the records shall be kept until the complaint has been settled.

Article 14 Announcements and Notifications

Within two days after the deadline for the submission of board director candidate

nominations and shareholder proposals, the Company shall publicly announce the slate of nominees and list of shareholder proposals.

After the board of directors processes the nominees and shareholder proposals, the Company must follow the following procedures:

1. Announcements: (including on the Market Observation Post System and the Company's website)

(1) Nominees: Within two days after a board of director resolution or at least 40 days before a regular shareholders meeting or 25 days before an extraordinary shareholders meeting (whichever comes first), the Company shall announce the results of the board of directors' screening process, the list of director candidates and their educational background and professional experience, and the reason(s) why certain nominees did not make the candidate list.

(2) Proposals: Within two days after a board of director resolution or at least 30 days before a regular shareholders meeting (whichever comes first), the Company shall announce the results of the board of directors' screening process and the reason(s) why certain proposals did not make the agenda.

2. Notifications:

(1) Nominees: At least 40 days before a regular shareholders meeting or 25 days before an extraordinary shareholders meeting, the nominating shareholders shall be notified of the result of the screening process, the nominees who did not make the slate of board director candidates, and the reason(s) why those nominees were left out.

(2) Proposals: Prior to the notification date for convening a regular shareholders meeting, the shareholders who submitted proposals shall be notified of the results of the screening process.

The Company shall announce the results of the resolutions on the proposals and board director election within two days after the shareholders meeting.

Article 15 Additional Provisions

Other matters not covered in the Policy should be handled in accordance with related laws and regulations and Company rules.

Article 16 Implementation and Revision

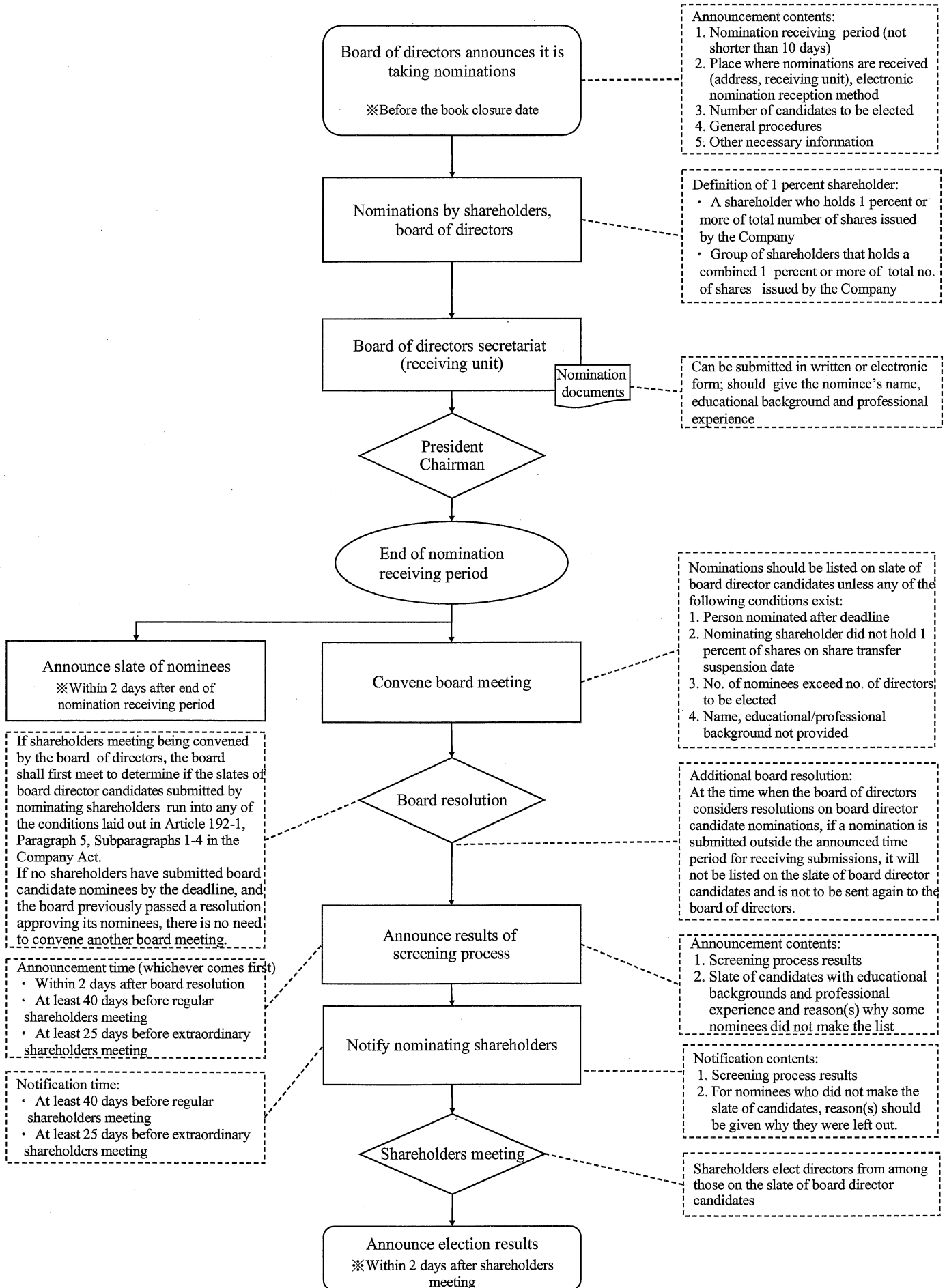
The Policy is to be published and implemented in accordance with the Company's policy on establishing rules and guidelines after being approved by the board of directors of the Company. The same is true for revisions.

Table: Record of Changes

Version	Date of Approval	Effective Date	Approval Level	Notes
01	2006/03/17	2006/03/17	Board of Directors	3rd board, 11th meeting
02	2008/03/25	2008/03/25	Board of Directors	3rd board, 25th meeting
03	2010/04/28	2010/04/28	Board of Directors	4th board, 8th meeting
04	2015/03/20	2015/03/20	Board of Directors	6th board, 4th meeting
05	2018/04/26	2018/04/26	Board of Directors	7th board, 5th meeting
06	2018/08/27	2018/08/27	Board of Directors	7th board, 7th meeting
07	2019/01/24	2019/01/24	Board of Directors	7th board, 9th meeting
08	2019/10/23	2019/10/23	General Counsel	Format revision to comply with the Company's policy on establishing rules and guidelines

Flow Chart for Nominating Director Candidates

Attachment 1



Flow Chart for Shareholder Proposal Process

