

## **Uni-President Enterprises Corporation**

### **Regulations Governing the Board Performance Evaluation**

- Article 1 To implement corporate governance and enhance the Company's board functions, and to set forth performance objectives to improve the operation efficiency of the board of directors, this template is established pursuant to Article 37 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies for compliance.
- Article 2 The general evaluation cycles, evaluation periods, scope and method of evaluation, the unit conducting evaluations, evaluation procedures and other matters for compliance under the Company's regulations governing the board performance evaluation shall be subject to this template.  
The charters of the Remuneration Committee and the Audit Committee shall be subject to review at least once a year as part of the Company's regulations governing performance evaluation for internal committees.
- Article 3 The Company's board of directors shall conduct an internal board performance evaluation every year according to the evaluation procedures and the evaluation indexes in Articles 6 and 7.  
Internal board performance evaluations shall be completed before the end of the first quarter of the following year.
- Article 4 The Company's board evaluation scope covers the evaluation of the board as a whole, individual directors, the Remuneration Committee and the Audit Committee.  
Methods of evaluations include the internal evaluation of the board, self-evaluation by individual board members, the internal evaluation of the Remuneration Committee and the Audit Committee.
- Article 5 Internal evaluations of the Company's board of directors are jointly executed by Board of Directors and Remuneration Committee who shall have an adequate understanding of the operation of the unit subject to evaluation and shall play a fair, impartial and independent role.  
Adjustments may be made to assign different units to perform evaluations of the Remuneration Committee and the Audit Committee in view of the slight difference in their operations, depending on the organizational structure of the company. The unit conducting evaluations shall be fair and impartial, and no individual or unit conducting evaluations shall have any direct interest in the operation of the units subject to evaluation.

Article 6 The procedures for the Company's board performance evaluation are as follows:

1. Determine the units to be subject to evaluation, the period and the scope of evaluation in the current year, e.g. the board of directors as a whole, individual board members, the Remuneration Committee and the Audit Committee, etc.
2. Determine the method of evaluation, e.g. internal evaluation of the board, self-evaluation by individual board members, the internal evaluation of the Remuneration Committee and the Audit Committee, etc.
3. Internal evaluations of the Company's board of directors are join executed by Board of Directors and Remuneration Committee. may be made to assign different units to perform internal evaluations of the Remuneration Committee and the Audit Committee , depending on the organizational structure of the company.
4. The units performing evaluations will collect information about the activities of the board of directors and distribute self-evaluation questionnaires such as the Questionnaire of Self- Performance Evaluation of the Board in Annex 1, the Questionnaire of Self- Performance Evaluation of Board Members in Annex 2, the Questionnaire of Self- Performance Evaluation of the Remuneration Committee in Annex 3, and the Questionnaire of Self- Performance Evaluation of the Audit Committee in Annex 4 to be completed. The unit responsible for evaluation is the secretariat of the board will then collect all information, give scores based on the evaluation indexes in Article 7, record the evaluation results in a report, and submit the report to the board of directors for discussion and improvement.

Article 7 The Company shall take into consideration its condition and needs when establishing the criteria for evaluating the performance of the board of directors, which should cover, at a minimum, the following five aspects:

1. Participation in the operation of the company.
2. Improvement of the quality of the board of directors' decision making.
3. Composition and structure of the board of directors.
4. Election and continuing education of the directors.
5. Internal control.

The criteria for evaluating the performance of the board members, should cover, at a minimum, the following six aspects:

1. Alignment of the goals and missions of the company.
2. Awareness of the duties of a director.
3. Participation in the operation of the company.
4. Management of internal relationship and communication.
5. The director's professionalism and continuing education.
6. Internal control.

The criteria for evaluating the performance of the Remuneration Committee and the Audit Committee should cover, at a minimum, the following five aspects:

1. Participation in the operation of the company.
2. Awareness of the duties of the functional committee.
3. Improvement of quality of decisions made by the functional committee.
4. Makeup of the functional committee and election of its members.
5. Internal control.

The indexes of board performance evaluation shall be determined based on the operation and needs of the Company and suitable and appropriate for evaluations by the company, subject to regular reviews and constructive comments of the Remuneration Committee.

Article 8 When electing or nominating members of the board of directors, the Company shall base its election on the evaluation results of the performance of the board.

Article 9 The Company shall disclose in its annual report how the board performance evaluation has been conducted each year, including information covering at least evaluation cycle, evaluation period, scope of evaluation, evaluation method, and what is to be evaluated.

Article 10 The performance evaluation regulations established by the Company shall be fully disclosed on the Market Observation Post System (MOPS) and the Company's website at all times, to be made available for consultation.

Article 11 These regulations shall take effect after having been discussed and approved by the board of directors. Subsequent amendments thereto shall be effected in the same manner.

These regulations were made on November 6, 2019 and have been amended on :  
(1) 11 November 2020