

# **Union Bank Of Taiwan**

## **Nomination Committee Organization Procedures**

Approved at the 19th meeting of the 10th session of the Board of Directors on November 11, 2020  
Approved at the 20th meeting of the 10th session of the Board of Directors on January 27, 2021

### **Article 1**

In order to improve the functions of the Company's Board of Directors and strengthen its management mechanism, The bank hereby establish the Organizational Procedures of the Nomination Committee Organization Procedures (hereinafter referred to as the Organizational Procedures) in accordance with Article 27, Paragraph 3 of the Code of Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.

### **Article 2**

Matters related to the duties and responsibilities of the Nomination Committee for Directors of the Company shall be governed by the Articles of Incorporation unless otherwise provided by law or the Articles of Incorporation.

### **Article 3**

The Company shall post the contents of this organizational chart on the Company's website and on the Market Observation Post System for easy reference.

### **Article 4**

The Committee shall be composed of at least three directors elected by the Board of Directors, more than half of the independent directors should participate.

The term of office of a director as a member of this Committee shall be from the date of election by the Board of Directors until the expiration of the director's term of office, his/her resignation from this Committee or from the Board of Directors, or his/her election by the Board of Directors in lieu of his/her original appointment as a member of this Committee, unless otherwise provided for by statute or the Company's Articles of Incorporation or Rules and Regulations.

### **Article 5**

This Committee, with the authorization of the Board of Directors, shall faithfully perform the following duties with the care of a good steward and shall present its recommendations to the Board of Directors for discussion :

1. To nominate candidates for election as directors of the Company and to review the qualifications of the candidates for election as directors.
2. Assessing the independence of independent directors.

3. To establish a program of continuing education for directors.

4. Such other matters as the Board may direct the Committee to do.

If a member of the Committee has an interest in the performance of the foregoing duties, he/she shall explain the important contents of his/her interest at the current meeting of the Committee, and shall not participate in the discussion or vote if it is detrimental to the Company's interests, and shall refrain from exercising his/her voting rights on behalf of the other members of the Committee when the discussion or vote is in progress. A member of the Committee shall be deemed to have an interest in a matter of the meeting if the member's spouse, second degree of consanguinity or affinity, or a company in which the member has a controlling relationship with the member, has an interest in the matter of the meeting.

If the Board of Directors does not adopt the recommendation of the Committee, it should be approved by at least two-thirds of all directors present and by a majority of the directors present. In addition to stating the circumstances of and reasons for the discrepancy in the minutes of the Board of Directors' meeting, the Company should make an announcement and report the discrepancy on the Market Observation Post System within two days from the date of the approval of the Board of Directors' meeting.

## Article 6

The Committee shall, in accordance with the provisions of Article 1, paragraph 1 of the preceding Article, deal with the following matters :

1. To identify suitable candidates for directorships, the Company proposes to the Board of Directors a list of candidates for directorships and carefully evaluates the qualifications of the nominees and whether there are any of the circumstances listed in Article 30 of the Company Act, and follows the provisions of Article 192-1 of the Company Act.

2. When nominating independent director candidates, attention should be paid to the nominee's qualifications, professionalism, integrity, and concurrent positions as a director, supervisor, committee member, or chairman of other companies as well as whether the nominee is in compliance with the Securities and Exchange Act, the Regulations Governing the Establishment of Independent Directors and Matters to be Observed by Independent Directors of Public Companies, and the conditions for independent directors as stipulated by the Taiwan Stock Exchange, with the primary consideration being that the nominee can meet the long-term interests of the shareholders.

## Article 7

The Committee may meet as often as necessary.

The convening of this Committee shall state the reasons for the convening and notify the members of this Committee seven days in advance. However, in case of emergency, this shall not be a limitation.

The independent directors shall serve as the convenor and chairman of the meetings of the Committee. If the convenor is on leave of absence, is unable to convene a meeting for any reason, or is required to recuse himself/herself pursuant to Article 5, Paragraph 2, he/she shall designate another independent director of the Committee to act on his/her behalf, and may designate other members of the Committee to act on his/her behalf as well when necessary; if the convenor does not designate an agent, the other members of the Committee shall elect one of the independent directors to act on his/her behalf.

The Committee may invite managers of relevant departments of the Company, internal auditors, accountants, legal advisors or other personnel to attend the meeting and provide relevant and necessary information, but they should leave the meeting during the discussion and voting.

#### Article 8

The agenda of the meetings of the Committee shall be set by the Convenor, and other members may also provide motions for discussion by the Committee. The agenda should be made available to the Committee members in advance.

When this Committee is convened, a sign-in book shall be kept by the Company for the signatures of the members present and shall be available for inspection.

The members of the Committee shall attend the Committee in person, or if they are unable to attend in person, they may appoint other members to attend on their behalf; participation in the meeting by video message shall be deemed as attending in person.

When a member of the Committee appoints another member to attend the Committee by proxy, he/she shall issue a proxy form each time and list the scope of authorization for the convening event.

The agent mentioned in the preceding paragraph can only be appointed by one person.

#### Article 9

Unless otherwise provided by law or the Company's Articles of Incorporation or Rules and Regulations, a resolution of the Board of Directors shall be made with the presence of at least two-thirds of the members of the Board of Directors and the approval of a majority of the members present.

Procedures shall be made of the proceedings of this Committee and shall contain a full account of the following matters :

1. Meeting session, time and place ◦

2. Name of the Chairperson °
3. Attendance status of members, including the names and number of attendees, absentees and excused persons.
4. Name and title of attendee °
5. Name of Record °
6. Reporting Issues °
7. Discussion Issues: Methods and results of resolution of motions, objections or reservations of committee members.
8. Provisional motions: name of the sponsor, method of resolution and result of the motion, summaries of speeches by committee members, experts and other personnel, objections or reservations.
9. Other Issues to be recorded.

The sign-in book of the Committee shall be part of the Proceedings, and the video and audio data of the Committee shall be part of the Proceedings if it is convened by videoconference.

Procedures shall be signed or sealed by the chairman of the meeting and the recording officer, and distributed to the members of this Committee within 20 days after the meeting, and shall be submitted to the Board of Directors and included in the Company's important files, and shall be kept for five years; the preparation and distribution of minutes may be done by electronic means.

Before the expiration of the preceding retention period, any litigation concerning matters related to the Committee shall be retained until the litigation is terminated.

## Article 10

The Board may, by resolution, appoint attorneys, professional human resources agencies, investment banks, accountants or other professionals to provide advisory assistance on matters related to the provisions of Articles 5 and 6, and the expenses incurred shall be borne by the Company.

The appointment of professionals or organizations to assist in the performance of the aforementioned duties, the relationship between the appointees and the Company, and the expenses incurred should be disclosed in the accompanying table of Corporate Governance Practices in the annual report.

## Article 11

The Company's annual report should disclose relevant information about the Committee, including the procedures for the nomination of candidates for election as directors, the review of candidates' qualifications, the policies of the Board of Directors, and the achievement of the preceding procedures and policies, as well as

the operation of the Committee, including the composition of the Committee, the number of meetings held, and the attendance of the members at the meetings.

The operation of the Committee as described in the preceding paragraph shall be disclosed in Market Observation Post System.

#### Article 12

The Convenor or other members of the Committee may be authorized to continue the execution of the matters resolved by the Committee, and to report to the Committee in writing or orally during the execution period, and to submit a report to the Committee at the next meeting for confirmation or report, if necessary.

#### Article 13

These Articles of Incorporation shall come into force after they have been approved by a resolution of the Board of Directors, and shall be amended in the same manner.