

Compensation to Directors and Management Executives

1. Directors' compensation

Unit: NT\$

Title	Name	Representative	Directors' compensation								A+B+C+D as a % of net profit		Compensation as an employee								A+B+C+D+E+F+G as a % of net profit		Compensation from investees other than subsidiaries		
			Cash compensation (A)		Pension (B)		Director's remuneration (C)		Professional fee (D)				Performance-based salary (E)		Retirement pay of employees (F)		Earnings paid as bonus to employees (G)								
			Stand-alone	Consolidated	Stand-alone	Consolidated	Stand-alone	Consolidated	Stand-alone	Consolidated	Stand-alone	Consolidated	Stand-alone	Consolidated	Stand-alone	Consolidated	Stand-alone	Consolidated	Stand-alone		Consolidated			Stand-alone	Consolidated
																			Cash	Stock	Cash	Stock			
Chairman	Fu-Chi Investment Co., Ltd.	Daniel M. Tsai																							
Director	Fu-Chi Investment Co., Ltd.	Richard M. Tsai																							
Director	Fu-Chi Investment Co., Ltd.	Chris Tsai (Mr. Tsai was elected on May 1, 2019)																							
Director	TCC Investment Co., Ltd.	Howard Lin																							
Director	TCC Investment Co., Ltd.	Jamie Lin (Mr. Lin was elected on April 1, 2019)	35,038,536	35,458,536	-	-	22,840,451	22,840,451	3,813,071	4,299,071	0.4943%	0.5015%	26,323,869	26,323,869	27,000	27,000	4,759,200	-	4,759,200	-	0.7435%	0.7508%	1,100,750		
Director	Fu-Chi Investment Co., Ltd.	San-Cheng Chang (Mr. Chang resigned on May 1, 2019)																							
Director	TCC Investment Co., Ltd.	James Jeng (Mr. Jeng resigned on April 1, 2019)																							
Independent Director	Jack J.T. Huang																								
Independent Director	Hsueh-Jen Sung																								
Independent Director	Char-Dir Chung																								
Independent Director	Hsi-Peng Lu (Mr. Lu was elected on June 21, 2019)		-	-	-	-	20,947,507	20,947,507	1,060,000	1,060,000	0.1763%	0.1763%	-	-	-	-	-	-	-	-	-	-	0.1763%	0.1763%	
Independent Director	Jamie Lin (Mr. Lin resigned on February 11, 2019)																								

Note 1: According to the Company's Articles of Incorporation and the Rules for Setting Director's Remuneration, directors' remuneration is determined based on their duties, risks and involvement. The Remuneration and Nomination Committee reviews the compensation mechanism periodically.

Note 2: The figures in the table include expenses for company cars and gasoline reimbursement, but do not include compensation paid to company drivers, which totaled NT\$808,365.

Note 3: In addition to the above table, remuneration paid to directors for their services to all consolidated entities (such as consultants who are not employees) totaled NT\$11,800,008.

2. Range of compensation to directors

Range of compensation to directors	Name of directors			
	Directors' compensation		Director's compensation + Compensation as an employee	
	On a stand-alone basis	On a consolidated basis	On a stand-alone basis	On a consolidated basis
NT\$0~NT\$999,999	San-Cheng Chang, Howard Lin, Chris Tsai, James Jeng, Jamie Lin	San-Cheng Chang, Howard Lin, Chris Tsai, James Jeng	San-Cheng Chang, Howard Lin, Chris Tsai	San-Cheng Chang, Howard Lin, Chris Tsai
NT\$1,000,000~NT\$1,999,999	—	Jamie Lin	—	—
NT\$2,000,000~NT\$3,499,999	Richard M. Tsai, Hsi-Peng Lu	Richard M. Tsai, Hsi-Peng Lu	Richard M. Tsai, Hsi-Peng Lu	Richard M. Tsai, Hsi-Peng Lu
NT\$3,500,000~NT\$4,999,999	—	—	—	—
NT\$5,000,000~NT\$9,999,999	TCC Investment Co., Ltd., Jack J.T. Huang, Hsueh-Jen Sung, Char-Dir Chung	TCC Investment Co., Ltd., Jack J.T. Huang, Hsueh-Jen Sung, Char-Dir Chung	TCC Investment Co., Ltd., Jack J.T. Huang, Hsueh-Jen Sung, Char-Dir Chung	TCC Investment Co., Ltd., Jack J.T. Huang, Hsueh-Jen Sung, Char-Dir Chung
NT\$10,000,000~NT\$14,999,999	—	—	James Jeng	James Jeng
NT\$15,000,000~NT\$29,999,999	Fu-Chi Investment Co., Ltd.	Fu-Chi Investment Co., Ltd.	Fu-Chi Investment Co., Ltd., Jamie Lin	Fu-Chi Investment Co., Ltd., Jamie Lin
NT\$30,000,000~NT\$49,999,999	Daniel M. Tsai	Daniel M. Tsai	Daniel M. Tsai	Daniel M. Tsai
NT\$50,000,000~NT\$99,999,999	—	—	—	—
NT\$100,000,000 and above	—	—	—	—
Total	13	13	13	13

3. Management executives' compensation

Unit: NT\$

Title and name	President, Jamie Lin; Executive Vice President and Chief Financial Officer, Rosie Yu; Senior Vice President and Chief Technology Officer, Tom Koh; Vice President and General Counsel, Ariel Hwang; Vice President and Chief Information Officer, James Chang; Vice President and Chief Data Officer, Eddie Chan; Vice President, Jay Hong; Vice President, Iris Liu; Vice President, Naomi Lee; Vice President, C.H. Wu; Vice President, Shirley Chu; Vice President, Joan Hung; Vice President, Steve Chou; Vice President, Daphne Lee; Vice President, David Lin; Vice President, Michael Teng <u>Resigned managers:</u> President, James Jeng; Senior Vice President and Chief Business Officer, Jeff Ku	Total	
Salary (A)	Stand-alone	86,207,780	
	Consolidated	86,567,780	
Pension (B) *	Stand-alone	1,584,000	
	Consolidated	1,584,000	
Performance-based salary (C)	Stand-alone	38,643,586	
	Consolidated	38,803,465	
Earnings paid as bonus to employees (D)	Stand-alone	Cash	33,725,700
		Stock	—
	Consolidated	Cash	33,725,700
		Stock	—
A+B+C+D as a % of net profit	Stand-alone	1.2832%	
	Consolidated	1.2874%	
Compensation from investees other than subsidiaries		1,125,750	

* The Company's contribution to employees' pension account, not actual amount paid.

Note: Figures do not include compensation paid to company drivers, which totaled NT\$2,270,821.

4. Range of compensation to management executives

Range of compensation to management executives	Name of management executives	
	On a stand-alone basis	On a consolidated basis
NT\$0~NT\$999,999	—	—
NT\$1,000,000~NT\$1,999,999	—	—
NT\$2,000,000~NT\$3,499,999	—	—
NT\$3,500,000~NT\$4,999,999	—	—
NT\$5,000,000~NT\$9,999,999	Jeff Ku, Tom Koh, Ariel Hwang, James Chang, Eddie Chan, Jay Hong, C.H. Wu, Steve Chou, Shirley Chu, Joan Hung, Iris Liu, Naomi Lee, Daphne Lee, David Lin, Michael Teng	Jeff Ku, Tom Koh, Ariel Hwang, James Chang, Eddie Chan, Jay Hong, C.H. Wu, Steve Chou, Shirley Chu, Joan Hung, Iris Liu, Naomi Lee, Daphne Lee, David Lin, Michael Teng
NT\$10,000,000~NT\$14,999,999	James Jeng	James Jeng
NT\$15,000,000~NT\$29,999,999	Jamie Lin, Rosie Yu	Jamie Lin, Rosie Yu
NT\$30,000,000~NT\$49,999,999	—	—
NT\$50,000,000~NT\$99,999,999	—	—
NT\$100,000,000 and above	—	—
Total	18	18

Note: Compensation paid to managers in the above table was based on tenure. Compensation paid to managers who also served as directors is detailed in the "Directors' compensation" table.

5. Compensation mix of management executives

Title and name	Salary and pension	Performance-based salary	Earnings paid as bonus to employees
President, Jamie Lin	41.3%	29.6%	29.1%
Executive Vice President and Chief Financial Officer, Rosie Yu	47.5%	25.5%	27.0%
Senior Vice President and Chief Technology Officer, Tom Koh	47.2%	26.5%	26.3%
Vice President and General Counsel, Ariel Hwang	49.1%	26.7%	24.2%
Vice President and Chief Information Officer, James Chang	55.7%	24.9%	19.4%
Vice President and Chief Data Officer, Eddie Chan	54.9%	26.0%	19.1%
Vice President, Jay Hong	52.4%	21.8%	25.8%
Vice President, Iris Liu	50.1%	27.1%	22.8%
Vice President, Naomi Lee	56.1%	25.9%	18.0%
Vice President, C.H. Wu	56.0%	24.6%	19.4%
Vice President, Shirley Chu	33.8%	33.1%	33.1%
Vice President, Joan Hung	34.1%	32.5%	33.4%
Vice President, Steve Chou	49.8%	25.7%	24.5%
Vice President, Daphne Lee	55.0%	27.4%	17.6%
Vice President, David Lin	48.8%	28.6%	22.6%
Vice President, Michael Teng	50.5%	26.6%	22.9%
President, James Jeng*	97.1%	2.9%	0.0%
Senior Vice President and Chief Business Officer, Jeff Ku *	84.0%	16.0%	0.0%

* Resigned

6. Manager and employee bonuses

Unit: NT\$
As of February 24, 2020

Title and name	Stock bonus	Cash bonus	Total	As a % of net profit
President, Jamie Lin Executive Vice President and Chief Financial Officer, Rosie Yu Senior Vice President and Chief Technology Officer, Tom Koh Vice President and General Counsel, Ariel Hwang Vice President and Chief Information Officer, James Chang Vice President and Chief Data Officer, Eddie Chan Vice President, Jay Hong Vice President, Iris Liu Vice President, Naomi Lee Vice President, C.H. Wu Vice President, Shirley Chu Vice President, Joan Hung Vice President, Steve Chou Vice President, Daphne Lee Vice President, David Lin Vice President, Michael Teng	-	33,725,700	33,725,700	0.2702%

Compensation of directors and management executives as a percentage of net income over the past two years and guiding principles

1. Directors' compensation

Unit: NT\$

Type	Year	Directors' compensation	Net income	As a % of net income
On a stand-alone basis	2018	114,836,628	13,642,172,236	0.8418%
	2019	114,809,634	12,481,166,870	0.9198%
On a consolidated basis	2018	130,591,878	13,642,172,236	0.9573%
	2019	116,816,384	12,481,166,870	0.9359%

Guiding principles for compensation of directors

Remuneration policies, standards and package

- Directors' (including independent directors) remuneration and compensation are paid according to the Company's Articles of Incorporation and Rules for Setting Director's Remuneration as approved by the board. Remuneration or other equivalent allowance for directors is based on their involvement in the Company's operations, contribution to the Company, and industry norms. Compensation paid to directors is pursuant to the ratio specified in the Company's Articles of Incorporation, when the company makes a profit.
- Transportation allowances are paid based on attendance in board meetings and for services rendered as the chairman or a member of the Audit Committee or Remuneration and Nomination Committee.

Procedures for setting remuneration

- (1) In accordance with the Company's Articles of Incorporation, compensation paid to directors shall not exceed 0.3% of the Company's annual profit after deducting losses from previous years.
- (2) Directors' remuneration and transportation allowances are determined in accordance with the Rules for Setting Director's Remuneration.

Performance factor

According to the Company's Articles of Incorporation, directors' remuneration shall be based on the Company's operating profit. Each director's remuneration is assessed based on his/her contribution to the operations of the Company and the board. The Company has also set the Rules for Setting Director's Remuneration, and the Remuneration and Nomination Committee reviews the compensation mechanism periodically, taking future operating risks, environmental conservation and corporate social responsibility into consideration.

2. Compensation of management executives

Unit: NT\$

Type	Year	Compensation of management executives	Net profit	As a % of net profit
On a stand-alone basis	2018	152,607,876	13,642,172,236	1.1186%
	2019	160,161,066	12,481,166,870	1.2832%
On a consolidated basis	2018	153,044,487	13,642,172,236	1.1218%
	2019	161,806,695	12,481,166,870	1.2964%

Guiding principles for compensation of management executives

Remuneration policies, standards and package

- (1) Compensation paid to the president and vice presidents comprises a fixed monthly salary and performance bonus.
- (2) Performance bonuses are determined based on the president's or the vice president's contribution to the Company and the results of an annual performance appraisal. The above-mentioned bonuses have been proposed by the Remuneration and Nomination Committee for approval at the board meeting.

Procedures for setting performance bonuses

- (1) In accordance with the Company's Articles of Incorporation, employee profit sharing shall come from a pool of 1% to 3% of the Company's annual net income after deducting losses from previous years.
- (2) Year-end bonuses are set based on the Company's performance and the annual budget approved by the board and the chairman.

Performance factor

- (1) Variable compensations in the form of employee profit sharing and performance-based bonuses account for approximately 50% of the remuneration and are determined based on the president's or vice president's contribution to the Company's operations. The Company shall review the compensation mechanism periodically, taking future operating risks, environmental conservation and corporate social responsibility into consideration.
- (2) The Human Resources Division is tasked with preparing the annual compensation for the president and vice presidents, and submitting a report to the Remuneration and Nomination Committee.