

Winbond Electronics Corporation (the "Company")
The Rules Governing Procedure for Board of Directors Meeting (the "Rules")

Article 1 (Ground for the Rules)

The Rules are adopted pursuant to Paragraph 8 of Article 26-3 of the Securities and Exchange Act (the "Act") and the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.

Article 2 (Scope of the Rules)

Unless otherwise provided by laws or regulations or the Articles of Incorporation of the Company, the main agenda items, operational procedures, required content of meeting minutes, public announcements, and other compliance requirements for meetings of the Company's board of directors shall be handled in accordance with the Rules.

Article 3 (Convention and notice of meeting of the board of directors)

The meeting of the board of directors shall be convened at least once every quarter.

The convention notice of the meeting of board of directors shall set forth therein the subject(s) to be discussed at the meeting and shall be given to each director and supervisor no later than seven (7) days prior to the scheduled meeting date; provided that, in the case of an emergency, the meeting may be convened by fax or email at any time without sending written notice.

The convention notice of the meeting of the board of directors as provide in the preceding paragraph may be effected by means of electronic transmission after obtaining prior consent from the recipients thereof. All matters set forth in Paragraph 1 of Article 7 shall be enumerated and specified in the convention notice of the meeting; none of them may be raised by an extemporary motion except there is any emergency or legitimate reason.

Article 4 (Principle regarding the place and time of the meeting of the board of directors)

A meeting of the board of directors shall be held at the location and during the business hours of the Company, or at a place and time convenient to all directors and appropriate for convention of the meeting of the board of directors.

Article 5 (Notice of meeting and meeting materials)

The agenda affairs working panel appointed by the board of directors is the stock affairs panel, which shall collect the agenda items for meetings of the board of directors prepared by the proposing department and provide the directors with adequate meeting materials which shall be sent together with the convention notice of the board of directors.

If the meeting materials provided to directors are inadequate in the opinion of a director, such director may request the agenda affaires working panel to supplement the meeting materials.

A director may request the board of directors to postpone the review and approval of any proposal if in the opinion of such director the materials for that proposal are insufficient for deliberation.

Article 6 (Agenda of meeting of the board of directors (I))

Agenda items for regular meetings of the board of directors shall include at least the following:

1. Matters for report:
 - (1) Minutes of the last meeting and the status of its execution.
 - (2) Important financial and business report.
 - (3) Internal audit business report.
 - (4) Other important matters to be reported.
2. Matters for discussion:
 - (1) Matters retained from the last meeting.
 - (2) Matters for discussion at this meeting.
3. Extemporaneous motions.

Article 7 (Agenda of the meeting of the board of directors (II))

The company shall submit the following items for discussion by the board of directors:

1. Operation plan of the Company
2. Annual and semi-annual financial reports with the exception of semi-annual financial reports which need not be audited by certified public accountants in accordance with laws and regulations,.
3. Adoption or amendment of the internal control system pursuant to Article 14-1 of the Act.
4. Adoption or amendment, pursuant to Article 36-1 of the Act, of the handling procedures for material financial or operational actions, such as acquisition or disposal of assets, engagement of transaction of derivatives, loans of capital to others, and providing endorsements or guarantees to others.
5. Offering, issuance, or private placement of any equity related securities.
6. Appointment and discharge of financial, accounting, or internal auditing officers.
7. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation for disaster relief after a major natural disaster may be submitted to the following meeting of the board of directors for retroactive recognition.
8. Any matter required to be approved by the shareholders' meeting or to be approved by the board of directors according to Article 14-3 of the Act or any other laws, regulations, or the Articles of Incorporation of the Company, or any matter of material significance as may be prescribed by the competent authority.

The term "related party" in Subparagraph 7 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities

Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a one-year period to a single recipient, of NT\$100 million or more, or of an amount equal to or greater than one (1) percent of net operating revenue or five (5) percent of paid-in capital as shown in the audited financial report for the most recent year.

The term "within a one-year period" in the preceding paragraph means a period of one year calculated retroactively from the date on which the current meeting of the board of directors is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

If the Company has independent director(s), each independent director shall attend in person, or appoint another independent director to attend as his or her proxy, any meeting concerning a matter that requires a resolution by the board of directors under Article 14-3 of the Act. If an independent director has any objections to or expresses reservations about the matter, such objections or reservations shall be recorded in the board meeting minutes. If an independent director is unable to attend the meeting in person but intends to express objection or reservation, unless there is a legitimate reason to do otherwise, he or she shall issue a written opinion in advance, which shall be recorded in the meeting minutes.

Article 8 (Principle of delegation by the board of directors)

Except for matters required to be submitted to the board of directors for their discussion provided in Paragraph 1 of preceding article, the board of directors, according to the Articles of Incorporation, authorizes the Chairman of the board of directors, during the recess of the board of directors, to approve or execute a matter first and then to submit the same to the board of directors. Where the Chairman of the board of directors is unable to perform his duties, it shall be handled in accordance with the Articles of Incorporations of the Company and Article 208 of the Company Act.

Article 9 (Preparation of attendance book and proxy of directors)

When a meeting of the board of directors is held, an attendance book shall be made ready for the signatures of directors attending the meeting and thereafter made available for future reference.

Each director shall attend the meeting of the board of directors in person. If a director is unable to attend the meeting of the board of directors, he/she may request another director to be his/her proxy to attend the meeting in accordance with the Articles of Incorporation of the Company. In case a meeting of the board of directors is proceeded via video conference, then the directors taking part in such video conference shall be deemed to have attended the meeting in person.

In case a director appoints another director to attend a meeting of the board of directors on his/her behalf, he/she shall, for each time, issue a written proxy stating the scope of authorization on the subjects to be discussed at the meeting.

A director may accept the appointment to act as the proxy referred to in Paragraph 2 of this article of another director only.

Article 10 (Chairperson of the meeting of the board of directors and his/her delegate)

A meeting of the board of directors shall be called and chaired by the chairperson of the board of directors. However, the first meeting of each term of the board of directors shall be called and chaired by the director who received votes representing the largest portion of voting rights at the shareholders' meeting where the directors were elected; and if there are two or more directors so entitled to call the meeting, they shall choose one person from amongst themselves to do so.

When the chairperson of the board is on leave or cannot exercise his power and authority for any reason, his/her delegation shall be conducted in accordance with Paragraph 3 of Article 208 of the Company Act.

Article 11 (Reference and attendants of the meeting of the board of directors)

The Company may, depending on the agenda of the meeting, notify personnel of relevant departments or subsidiaries to attend the meeting of the board of directors as nonvoting participants.

The Company may, as necessary, also invite certificated public accounts, attorneys-at-law, or other professionals to attend the meeting as nonvoting participants and to provide explanations, provided that they shall leave the meeting when discussion or voting takes place.

Article 12 (Convention of the meeting of the board of directors)

If more than half of all directors are absent at the time of a meeting of the board of directors, the chairperson of the meeting may announce postponement of the time of the meeting; provided that, two postponements at most are allowed.

If the quorum is still not met after two such postponements, the chairperson may re-call the meeting in accordance with the procedure provided in Paragraph 2 of Article 3 of the Rules.

The term "all directors" as used in the preceding paragraph and Subparagraph 2 of Paragraph 2 of Article 18 shall be calculated as the number of directors currently in office.

Article 13 (Discussion of motions)

A meeting of the board of directors shall be conducted according to the predetermined agenda procedure as stated in the convention notice of the meeting, unless the agenda may be

changed after the approval of a majority of directors present at the meeting.

Prior to the completion of the predetermined agenda procedure under the preceding paragraph, the chairperson may not declare adjournment of the meeting unless such adjournment is approved by a majority of directors present at the meeting. The chairperson may, at his/her discretion, set and announce time for a break(s) or negotiation during the meeting.

If at any time during the meeting, the number of directors sitting in the meeting does not exceed half of the directors present at the meeting, then upon a motion by the directors sitting at the meeting, the chairperson shall declare a suspension of meeting, in which case Paragraph 1 of the preceding article shall apply *mutatis mutandis*.

Article 14 (Statement of directors and direction of agenda by the chairperson)

After the statement of directors present at the meeting, the chairperson may respond in person or appoint related person(s) to respond or appoint professional(s) attending the meeting as non-voting participants to provide relevant necessary information.

In the event that a director makes duplicate statements or states beyond the subject in respect to the matters so as to affect the statements of other directors or intervene the proceeding of the agenda, the chairperson may stop such director from making his/her statement.

Article 15 (Voting (I))

When the chairperson at a board of directors meeting is of the opinion that a matter has been sufficiently discussed to a degree of putting to a vote, the chairperson may announce the close of the discussion and bring the matter to be voted upon.

When a matter is voted upon at a meeting of the board of directors, if the chairperson finds that none of directors present at the meeting voices an objection, the matter is deemed approved as if it has been approved by vote. If there is an amendment to or a substitute for a same motion, the chairperson may combine such amendment and substitute with the original proposal to decide their order of voting; provided, however, that if one of the proposals has been approved, other relevant proposals shall be deemed to be rejected without further voting. Matters inquired upon by the chairperson with objections shall be put to a vote immediately.

Unless decided by a majority of directors present at the meeting when the objection occurs, the chairperson shall proceed the voting by choosing one course of action from the following methods of voting:

1. Vote by hand raising or voting machine;
2. Vote by roll call;
3. Vote by ballot; or
4. Any other methods chosen by the Company's board or directors.

"Directors present at the meeting" referred to in Paragraph 2 above does not include the directors who cannot exercise his or her voting right in accordance with Article 1 of Article

17.

Article 16 (Voting (II) and method of scrutiny and calculation)

Unless otherwise provided in the Act, the Company Act, or the Articles of Incorporation of the Company, a resolution on a motion at a board of directors meeting requires the approval of a majority of the directors present at the meeting attended by a majority of all directors. The result of the resolution shall be reported as it is made and recorded.

The chairperson may, as necessary, appoint scrutinizers and calculators for the resolution of matters at the meeting.

Scrutinizers shall be directors and shall supervise the procedure of voting, avoid improper voting behavior, count, announce and examine ballots, and supervise the record of calculators. A ballot shall be void and its weighted number shall not be calculated if there is one of the following:

1. A ballot not produced by the Company;
2. A ballot not put inside the voting box;
3. A blank ballot without any marks or a blank ballot without expressing any opinions on the motions;
4. A ballot containing other words in addition to necessary items;
5. A ballot with blurred writing that is either not legible or has been written over.

Article 17 (Mechanism of avoidance for directors' conflict of interest)

If any director or a juristic person represented by a director has a conflict of interest with respect to any agenda item, the interested director shall explain to the board of directors the material contents of the personal interest. Where the director's personal interest is possible to cause damage to the interest of the company, the interested director shall not participate in any discussion or vote on that agenda item and shall not act as another director's proxy to exercise voting rights on that matter.

Paragraph 2, Article 180 of the Company Act, as applied *mutatis mutandis* under Paragraph 3, Article 206 of the same act, shall apply to a resolution of a board of directors meeting where a director is prohibited from exercising his voting rights pursuant to the preceding Paragraph.

Article 18 (Minutes of meeting and signature items)

Meeting minutes shall be made after each meeting of the board of directors. Each meeting minutes shall accurately record details of the following items:

1. Term, time, and place of the meeting;
2. Name of the chairperson;
3. Attendance of directors at the meeting, specifying the names and numbers of directors present, excused, and absent;
4. Names and titles of persons attending the meeting as non-voting participants;

5. Name of minutes taker;
6. Matters reported;
7. Matters discussed: resolution method and result for each proposal; summary of the comments made by directors, supervisors, experts or any others at the meeting which have been recorded or stated in writing; the name of any director that is an interested party as referred to in Paragraph 1 of the preceding article, his or her disclosure of the material contents of the interest, the reasons why the director was required or not required to enter recusal, and the status of his or her recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing, and any opinion issued in writing by independent directors under Paragraph 4 of Article 7.
8. Extemporaneous motions: name of the proposer, the resolution method and result for each proposal, summary of the statements made by directors, supervisors, experts, and other persons, the name of any director that is an interested party as referred to in Paragraph 1 of the preceding article, his or her disclosure of the material contents of the interest, the reasons why the director was required or not required to enter recusal, and the status of his or her recusal, and opinions expressing objections or reservations at the meeting that were included in records or stated in writing.
9. Other matters required to be recorded.

If any of the following events occurs, a resolution passed at a board meeting shall be recorded in the meeting minutes and shall within two days of the meeting be published on an information reporting website designated by the competent authority:

1. When the Company has independent directors, an independent director expresses an objection or reservation that has been included in records or stated in writing; or
2. If the Company has an audit committee, any matter that had not been passed by the audit committee but has been adopted with the approval of two-thirds or more of all board directors.

The attendance book constitutes a part of the minutes of each meeting of the board of directors and shall be properly preserved during the existence of the Company.

The minutes of a meeting of the board of directors shall be signed or sealed by both the chairperson and the minutes taker of the meeting; a copy of the minutes shall be distributed to each director and supervisor within 20 days after the meeting and shall be classified as important company records and preserved permanently during the existence of the Company.

The production and distribution of the meeting minutes referred to in Paragraph One may be done in electronic form.

Article 19 (Audio or video recording of process of a meeting of the board of directors)

The Company shall make an audio or video recording for the entire process of a meeting of the board of directors and preserve the recordings for at least five years, in electronic form or

otherwise.

If prior to the expiration of the preservation period referred to in the preceding Paragraph a litigation arises with respect to a resolution of a meeting of the board of directors, the relevant audio or video recordings shall be preserved for a further period of time until the end of the litigation.

In case a meeting of the board of directors is proceeded via video conference, the audio and video information recorded which form a part of the minutes of meeting shall be properly preserved during the existence of the Company.

Article 20

Where there is one or more managing director on the board of directors, the provisions of Article 2, Paragraph 2 of Article 3, Articles 4 to 6, Article 9 and Articles 11 to 19 shall apply *mutatis mutandis* to the procedure for meetings of the managing directors; provided that, a meeting of managing directors which shall be convened periodically with a seven-day notice may be convened by giving a two-day notice to each managing director prior to the meeting..

Article 21 (Miscellaneous)

Adoption and amendment of the Rules shall be approved by the board of directors and implemented after passed by the board of directors.