Winbond Electronics Corporation ("Company")

Compensation Committee Charter

Article 1: Basis

The Company's Compensation Committee Charter (the "Charter") is adopted pursuant to Paragraph 1 of Article 14-6 of the Securities and Exchange Act and the "Regulations Governing the Appointment and Exercise of Powers by the Compensation Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded Over the Counter" (the "Regulations") promulgated by the Financial Supervisory Committee.

Article 2: Composition of the Compensation Committee (the "Committee") , Number of Members, and Term of Office

The Committee members should meet the requirements regarding professional qualification and work experience provided in the Regulations, and should not have any circumstances that are restricted or prohibited by the Regulations. The Committee members should be appointed by the resolution of the board of directors (the "Board"). The Committee should have three members, one of whom shall be elected by the members to be the convener.

The term of office of the Committee members should end at the same time as that of the board of directors that appointed the members.

When a member of the Committee is dismissed for any reason, resulting in there being less than three members, a Board meeting shall be held within three months starting from the date of the occurrence of the event to appoint a replacement.

When there is any appointment of, or change in, a member of the Committee, the Company should, within two days starting from the date of the occurrence of the event, publicly announce and report it on the information reporting website designated by the competent authority.

Article 3: Functions and Powers of the Committee

The Committee should exercise the care of a good administrator to faithfully perform the functions and powers listed below, and should submit its recommendations for deliberation by the Board:

1. Prescribe and periodically review the policy, system, standards, and structure of the performance appraisal and remuneration of directors, supervisors and managerial officers.
2. Periodically assess and prescribe the remuneration of the directors, supervisors and managerial officers.

When performing the functions and powers of the preceding paragraph, the Committee should follow the principles listed below:

1. With respect to the performance assessment and remuneration of directors, supervisors and managerial officers, it should refer to the typical pay levels adopted by peer companies, and take into consideration the reasonableness of correlation between remuneration and individual performance, the Company's business performance, and future risk exposure.

2. It should not lead the directors and managerial officers to engage in activities exceeding the Company's risk tolerance to pursue rewards.
3. It should take into consideration the characteristics of the industry and the nature of the Company's business when determining the ratio of bonus payout based on the short-term performance and the time for payment of variable part of remuneration of its directors and senior managerial officers.

"Remuneration" as used in the preceding two paragraphs includes cash compensation, stock options, profit sharing and stock ownership, retirement benefit or severance pay, allowances or stipends of any kind, and other substantive incentive measures. Its scope should be consistent with that of remuneration of directors, supervisors and managerial officer as set out in the Regulations Governing Information to be Published in Annual Reports of Public Companies.

"Managerial officer" as used in this Article includes:
1. president/general manager and other officers at equivalent level;
2. vice president and other officers at equivalent level;
3. assistant vice president and other officers at equivalent level;
4. head of finance department;
5. head of accounting department; and
6. other persons empowered to administer the affairs of the Company and to sign documents for and on behalf of the Company.

When deliberating the recommendations of the Committee, the Board shall give comprehensive consideration to matters including amounts of remuneration, payment methods, and the Company’s future risk.

If the Board will decline to adopt, or will modify, a recommendation of the Committee, it shall require the consent of a majority of the directors in attendance at a meeting attended by two-thirds or more of the directors. In addition, the Board in its resolution shall give the comprehensive consideration under the preceding paragraph and shall specifically explain whether the remuneration passed by it exceeds in any way the recommendation of the Committee.

If the remuneration passed by the Board exceeds the recommendation of the Committee, the circumstances and cause for the difference shall be specified in the Board meeting minutes, and shall be publicly announced and reported on the information reporting website designated by the competent authority within two days counting from the date of passage by the Board.

Article 4: Rules of Procedures of the Committee

The Committee should convene at least twice a year.

The stock affairs office is appointed by the Committee to handle matters relating to the meeting of the Committee. The stock affairs office should collect proposals drawn up by the convener or provided by other members to prepare and draft the reasons for convening a meeting and the meeting agenda and provide the same to each member at least seven days in advance. In

emergency circumstances, however, the meeting may be convened at any time with a notice by fax or e-mail and the written notice is not required.

The convener should act as the chairperson of the Committee meeting. When the convener is on leave or for any reason is unable to convene a meeting, the meeting should be convened by another Committee member designated by the convener; if there is no such designated person, the chairperson shall be elected by and from among the other members of the Committee.

When the Committee meeting is held, the Company shall provide an attendance book for signature by the members attending the meeting and thereafter made such attendance book available for reference.

The Committee members shall attend the Committee meeting in person; a member who is unable to attend in person may appoint another member to attend as his/her proxy, but a member may accept only one proxy for any meeting. Attendance via video-conferencing is deemed as attendance in person.

A Committee member appointing another member to attend the Committee meeting on his or her behalf shall in each instance issue a written proxy stating the scope of authorization with respect to the reasons for the meeting.

A resolution of the Committee shall require the approval of one-half or more of all of the members. During voting, if the Committee chairperson solicits and receives no dissents, the motion is deemed passed, with equivalent force as a resolution by vote. The results of voting shall be made known immediately, and recorded in writing.

Discussions at a Committee meeting shall be included in the meeting minutes, which shall faithfully record the following:

1. Session, time, and place of the meeting.
2. Name of the meeting chairperson.
3. Member attendance, specifying the names and number of members in attendance, excused, and absent.
4. Names and titles of those present at the meeting as non-voting participants.
5. Name of minutes taker.
6. Matters reported.
7. Agenda items: the resolution method and outcome of each motion, and any objections or reservations expressed by any Committee member.
8. Extemporary motions: the name of the person who submits the motion, the resolution method and outcome of the motion, and summary of the comments made by, and any objections or reservations expressed by, any Committee member, expert, or other persons.
9. Other matters required to be recorded.

If any Committee member has expressed objections or reservations with respect to a resolution of the Committee which have been recorded or were raised in writing, such objections or reservations shall be stated in the meeting minutes and publicly announced and reported on the information reporting website designated by the competent authority within two days starting

from the date of the meeting.

The attendance book of the Committee meeting shall form a part of the minutes of each Committee meeting.

The meeting minutes of a Committee meeting shall bear the signature or seal of both the meeting chairperson and the minutes taker. A copy of the minutes shall be distributed to each Committee member with 20 days after the meeting. The minutes shall be submitted to the Board and properly preserved as the Company's important records for at least five years.

Prior to the expiration of record-keeping period set forth in the preceding paragraph, in the event that any litigation arises in relation to the Committee, the relevant minutes shall continue to be preserved until the litigation is closed.

The preparation and distribution of the meeting minutes referred to in paragraph 8 may be made in or by electronic form.

If a Committee meeting is held via video conferencing, the recording and videos of the meeting shall form a part of the minutes of such meeting.

Article 5: Resource Provided by the Company to the Committee

The Committee may invite directors, managerial officers of relevant departments, internal auditors, certified public accountants, legal consultants, or other personnel to attend meetings as non-voting participants and provide relevant necessary information.

The Committee may by resolution, at the cost of the Company, engage an attorney, certified public accountant, or other professionals to conduct a necessary audit or provide advice with respect to any matter relating to the exercise of the Committee's functions and powers.

Article 6: Execution of Resolutions

The execution of tasks relating to matters resolved by the Committee may be delegated to the convener or other member(s) of the Committee for follow-up and handling, and they shall make written reports to the Committee during the period in which they are handling such tasks. Whenever the Committee deems necessary, such matter may be submitted for ratification or reported to the Committee at the subsequent meeting.

Article 7: Miscellaneous

For matters not provided herein, the Securities and Exchange Act, the Regulations and the rules promulgated by the competent authorities should apply.

Article 8: Amendment

The Charter and any revision thereof should be approved by the Board's resolution.