



Winbond Electronics Corporation Rules Governing the Scope of Duties of Independent Directors

Article 1 (Basis of these Rules)

To ensure good corporate governance and establish a sound independent director system to enable independent directors to fulfill their functions on the board of directors and with respect to the company's operations, these Rules are adopted pursuant to the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies.

Article 2 (Scope of application of these Rules)

Except as otherwise provided by law and regulation or by the articles of incorporation, matters concerning the duties of independent directors of this Company shall be as set out in these Rules.

Article 3 (Scope of duties)

The independent directors of the company shall maintain their independence within the scope of their directorial duties in accordance with Article 3 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies". The following matters shall be submitted to the board of directors for resolution. Independent directors shall attend the meetings of the board of directors in person or by appointing another independent director as proxy to attend. When an independent director objects to or expresses reservations about any of the matters, it shall be recorded in the board meeting minutes. If an independent director intends to express an objection or reservations but is unable to attend the board meeting in person, then unless there is a legitimate reason to do otherwise, the independent director shall issue a written opinion in advance, which shall be recorded in the board meeting minutes:

1. Corporate business plan.
2. Annual and interim financial reports signed or sealed by the chairman, a manager or an chief accountant.
3. Adoption of or amendments to the internal control system of this Corporation pursuant to Article 14-1 of the Securities and Exchange Act and assessment of the effectiveness of the internal control system.
4. Adoption or amendment, pursuant to Article 36-1 of the Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others. The offering, issuance, or private placement of equity-type securities.
5. The offering, issuance, or private placement of any equity-type securities.
6. If the board of directors does not have managing directors, the election or discharge of



the chairman of the board of directors.

7. The appointment or discharge of a financial, accounting, or internal audit officer.
8. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.
9. Any matter required by Article 14-3 of the Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders' meeting or board of directors meeting, or any such significant matter as may be prescribed by the competent authority.

The term "related party" in subparagraph 8 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 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.

The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

Article 4 (Liability insurance)

The Company may purchase liability insurance for its independent directors.

Article 5 (Remuneration)

The Company shall set the remuneration of the independent directors in accordance with the "Rules for Remuneration of Directors and Performance Assessment of the Board of Directors"

Article 6 (Continuing education)

All independent directors of the Company shall pursue continuing education, including attending the relevant training courses as required.

Article 7 (Performance of duties)

Neither the Company nor other board members may obstruct, refuse, or evade the actions of independent directors in the performance of their duties. As they deem necessary to performing those duties, independent directors may request the board to appoint relevant personnel or to hire professionals for assistance.



Any expenses necessary to the hiring of professionals or the performance of duties by the independent directors under the preceding paragraph shall be borne by the Company.

Article 8 (Implementation)

These Rules and any amendments hereto shall be implemented after adoption by the board of directors.