

The Taiwan Cement Corporation

Rules of Procedure for Board of Directors Meetings

Article	Current Provision
Article 1 (Basis for the adoption of these Rules)	To establish a strong governance system and sound supervisory capabilities for Taiwan Cement Corporation ("TCC")'s board of directors and to strengthen management capabilities, these Rules of Procedure for Board of Directors Meetings ("Rules") are adopted pursuant to Article 26-3 of the Securities and Exchange Act and the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.
Article 2 (Scope of these Rules)	Unless otherwise provided by other laws or TCC's bylaw, TCC's board of directors meetings ("Board Meetings") shall be handled in accordance with the provisions of these Rules.
Article 3 (Convening and notice of board meetings)	TCC's board of directors shall meet at least quarterly. A notice of the reasons for convening a Board Meeting shall be given to each director and supervisor by written means, or with recipients' approval, by electronic transmission or fax at least 7 days before the meeting is convened. However, in emergency circumstances, a Board Meeting may be called on shorter notice.
Article 4 (Principles for determining the place and time of a board meeting)	A Board Meeting shall be held at the premises and during the business hours of TCC, or at a place and time convenient for all directors to attend and suitable for holding Board Meetings.
Article 5 (Meeting notification and meeting materials)	<p>The designated unit responsible for TCC's Board Meetings shall be the Secretary of Boards ("Secretary"). The Secretary shall draft agenda items and prepare sufficient meeting materials, and shall deliver them together with the notice of the meeting to each director.</p> <p>A director who is of the opinion that the meeting materials provided are insufficient may request for supplemental materials from the Secretary. If a director is of the opinion that materials concerning any proposal are insufficient, the deliberation of such proposal may be postponed by a resolution of the board of directors.</p>
Article 6 (Agenda items)	<p>Agenda items for regular Board Meetings of TCC shall include at least the following items:</p> <ol style="list-style-type: none"> 1. Matters to be reported: <ol style="list-style-type: none"> (A) Minutes of the last meeting and actions taken accordingly. (B) Important financial, business, and engineering affairs. (C) Internal audit activities. (D) Other important matters to be reported. 2. Matters for discussion. 3. Extraordinary motions.
Article 7 (Matters requiring discussion at a board meeting)	<p>The matters listed below as applicable shall be submitted for discussion at a Board Meeting:</p> <ol style="list-style-type: none"> 1. TCC's business plan. 2. Annual and semi-annual financial reports, with the exception of semi-annual financial reports that are not required under relevant laws and regulations to be audited and attested by a certified public accountant (CPA). 3. Adoption or amendment of an internal audit system pursuant to Article 14-1 of the Securities and Exchange Act ("Securities Act") and assessment of the effectiveness of the internal audit system. 4. Adoption or amendment, pursuant to Article 36-1 of the Securities Act, of any handling procedures for material financial or business transactions, such as the acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others. 5. The offering, issuance, or private placement of equity-type securities. 6. The appointment or discharge of a financial, accounting, or internal audit officer. 7. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief that is made for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition. 8. Any matter that, under Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw, must be approved by resolution at a shareholders' meeting or Board Meeting, or any material matter as may be prescribed by the competent authority. 9. Others: Matters required to be submitted for discussion at a Board Meeting under relevant rules of TCC.

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	<p>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 an 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.</p> <p>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.</p> <p>At least one independent director of TCC shall attend the Board Meeting in person. With respect to the matters which must be approved by resolutions at a Board Meeting as provided in the first paragraph, all independent directors shall attend the meeting. In the event that any independent director is unable to attend the meeting, that independent director shall appoint another independent director to attend the meeting as proxy. If an independent director objects to or expresses reservations about any discussed matter, it shall be recorded in the Board Meeting's minutes; if an independent director intends to express an objection or reservation but is unable to attend the meeting in person, then unless there is a legitimate reason to do otherwise, that director shall issue a written opinion in advance, which shall be recorded in the Board Meeting's minutes.</p>
Article 8 (Preparation of attendance book and other documents; attendance by proxy)	<p>When a Board Meeting is held, an attendance book shall be provided for signing-in by attending directors, which shall be made available for future reference. Attendance by videoconference will be deemed attendance in person, provided that a sign-in card is presented via fax as a proof of attendance.</p> <p>A director who appoints another director to attend a Board Meeting shall in each instance issue a proxy form stating the scope of authorization with respect to the reasons for convening the meeting.</p> <p>The proxy referred to in preceding paragraph shall be limited in representing one director only.</p>
Article 9 (Chair and acting chair of a Board Meeting)	<p>Board Meetings shall be convened and chaired by the chairperson of the board. However, with respect to the first meeting of each newly elected board of directors, it shall be called and chaired by the director that received votes representing the largest portion of voting rights at the shareholders' meeting in which the directors were elected; if two or more directors are so entitled to convene the meeting, they shall select from among themselves one director to serve as the chair.</p> <p>Where a Board Meeting is convened by the majority of the directors in accordance with Article 203, Paragraph 4 or Article 203-1, Paragraph 3 of the Company Act, the majority of the directors shall select from among themselves one director to serve as the chair.</p> <p>When the chairperson of the board is on leave or for any reason unable to exercise the powers of chairperson, the vice chairperson shall act in place of the chairperson; if the vice chairperson is also on leave or for any reason unable to exercise the powers of vice chairperson, the chairperson shall appoint one of the directors to act. If no such designation is made by the chairperson, all directors shall select one person among themselves to serve as chair.</p>
Article 10 (Reference materials and non-voting participants)	<p>When a Board Meeting is held, the personnel from relevant departments or subsidiaries shall attend the meeting to report business overview of the corporation and answer questions from directors in order to help directors understand the current status of the corporation and make proper resolution. When necessary, certified public accountants, attorneys, or other professionals retained by TCC may also be invited to attend the meeting as non-voting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place.</p>
Article 11 (Documentation of a Board Meeting by audio or video)	<p>Proceedings of a Board Meeting shall be recorded in their entirety in audio or video, and the recording shall be retained for a minimum of 5 years. The record may be retained in electronic form.</p> <p>If any litigation arises with respect to any resolution of a Board Meeting before the end of the retention period of the preceding paragraph, the relevant audio or video record shall be retained until the conclusion of the litigation.</p>

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Article 12 (Board Meetings)	<p>The chair shall call the Board Meeting to commence at the appointed meeting time in which more than one-half of all the directors are in attendance.</p> <p>If one-half of all the directors are not in attendance at the appointed meeting time, the chair may announce postponement of the meeting time, provided that no more than two such postponements may be made. If the quorum is still not met after two postponements, the chair shall only reconvene the meeting in accordance with the procedures in Article 3 of these Rules and any tentative resolution shall not be allowed.</p> <p>The number of "all directors," as used in the preceding paragraph shall be counted as the number of directors that actually hold director's position in TCC.</p>
Article 13 (Discussion of Agenda items)	<p>A Board Meeting shall follow the agenda given in the meeting notice. However, the agenda may be changed with the approval of a majority of directors in attendance at the Board Meeting.</p> <p>The chair may not declare the meeting closed without the approval of a majority of the directors in attendance at the meeting.</p> <p>At any time during the course of a Board Meeting, if the number of directors sitting at the meeting does not constitute a majority of the attending directors, then upon the motion by any director sitting at the meeting, the chair shall declare a suspension of the meeting, in which case the preceding article shall apply mutatis mutandis.</p> <p>During the meeting, chair may announce temporary break or direct negotiation.</p>
Article 14 (Floor of directors and order of chair)	<p>After attending directors taking the floor, the chair may response by him/herself, designate relevant personnel to response, or designate attending professionals to furnish the attending directors with relevant materials ready for reference.</p> <p>When a director makes a duplicate or irrelevant speech against the same agenda item, which affects other directors' right to speak or hinder the progress of the meeting, the chair may order the director to stop speaking.</p>
Article 15 (Voting)	<p>When the chair at a Board Meeting is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for vote.</p> <p>When a proposal comes to a vote at a Board Meeting, if no attending director raises an objection following an inquiry by the chair, the proposal will be deemed approved, with the same effect as approval by vote. If there is an objection following an inquiry by the chair, the proposal shall be brought to vote. Unless otherwise provided by the Company Act or the bylaw, the agreement shall require the approval of a majority of the directors in attendance at a Board Meeting.</p> <p>When there is an amendment or alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to vote. If any of them is passed, the other proposals shall then be deemed rejected, and no further voting on them shall be required.</p> <p>Voting results shall be made known on-site immediately and recorded in writing.</p> <p>Any resolutions decided during the Board Meeting, if the contents thereof are deemed significant information as stipulated by relevant regulations, shall be made public via the Market Observatory Post System within a specific timeframe as required by such regulation.</p> <p>"Attending directors," as used in the second paragraph of this Article does not include directors that may not exercise voting rights pursuant to Article 17 of these Rules.</p>
Article 16 (Methods for vote monitoring and counting)	<p>The voting of agenda items at a Board Meeting can be made by ballots casting.</p> <p>If any vote of agenda items requires monitoring and counting personnel, the chair shall appoint such personnel, provided that all monitoring personnel appointed shall be directors.</p>
Article 17 (Recusal system for directors)	<p>If a director or a legal entity that the director represents is an interested party in relation to an agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interest of TCC, that director may not participate in discussion or voting on that agenda item and shall excuse himself or herself from the discussion or the voting on the item, and may not exercise voting rights as proxy for another director.</p> <p>Where a director is prohibited by the preceding paragraph from exercising voting rights with respect to a resolution at a Board Meeting, the provisions of Article 180, Paragraph 2 of the Company Act apply mutatis mutandis in accordance with Article 206, Paragraph 3 of the same Act.</p>

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Article 18 (Meeting minutes and sign-in matters)	<p>Discussions at a Board Meeting shall be recorded in the meeting minutes in a way required by law. The minutes of a Board Meeting shall be signed or sealed by both the chair and the minutes taker, and a copy of the minutes shall be distributed to each director and supervisor within 20 days after the meeting.</p> <p>The attendance book constitutes part of the minutes for each Board Meeting and shall be retained for the duration of the existence of TCC. The meeting minutes may be produced and distributed via an electronic form.</p> <p>Meeting minutes shall include the following information: the method of resolution and the result for each proposal; a summary of the comments made by directors, supervisors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their 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 an independent director pursuant to Article 7, Paragraph 4 of these Rules. The occurrence of any of the following circumstances, with respect to a resolution passed at a Board Meeting, shall be stated in the meeting minutes and shall be publicly announced via the Market Observation Post System designated by the Financial Supervisory Commission, within 2 days from the date of the meeting:</p> <ol style="list-style-type: none"> 1. Any objection or expression of reservations by an independent director on record or in written statement. 2. Any resolution that is adopted with the approval of two-thirds or more of all directors, regardless whether it has been passed by the audit committee of TCC.
Article 19 (Authorization by the Board during recess)	<p>The matters ascribed under Article 7 of these Rules are required to be discussed at a Board Meeting. During the recess of the Board Meeting, directors and managers do not have general authorization to discuss any matter that is required to be resolved in the Board Meetings.</p>
Article 20 (Adoption and implementation date)	<p>After these Rules were passed by the board's resolution, it has been enforced on 2007/1/1 and subsequently amended on 2017/11/10 (the 7th amendment) and 2020/3/20 (the 8th amendment) (the 1st amendment to the 6th amendment are omitted).</p> <p>These Rules of Procedure shall be adopted by the approval of TCC's Board Meeting and shall be reported to the shareholders' meeting. The amendment thereof shall be adopted by TCC's Board Meeting.</p>