

# The Shanghai Commercial & Savings Bank

## The Nominating Committee Charter

Formulation Secretarial office of Board of Directors

Approved on March 12, 2016

### Article 1

To ensure the soundness of the board and strengthen the management mechanism of this Company, the Organizational Charter of the Nominating Committee is adopted.

### Article 2

Matters concerning the number, term of office, powers, rules of procedure for meetings, and resources to be provided by this Corporation when the Committee exercises its powers shall be handled in accordance with this Charter, except as otherwise provided in any regulation or the articles of incorporation.

### Article 3

The Committee shall be composed of at least three directors selected by the board of directors from among themselves; one of the Committee members shall be independent director.

The term of a Committee member, except as otherwise provided by law and regulation or this Company's articles of incorporation or bylaws, shall extend from the date of the director's selection as Committee member by the board to the date of expiration of the director's term, the director's resignation from the committee or the directorship, or the director's replacement by another director selected as Committee member by the board.

### Article 4

With authorization from the board of directors, the Committee shall exercise the due care of a good administrator to faithfully perform the following duties and shall submit its proposals to the board for discussion:

1. Reviewing, and nominating candidates for independent directors.
2. Consider the standards of diversified background covering the expertise, skills, experience, gender, etc. of the senior executives (12 grades or above, the same below), and reviewing candidates for senior executives based on such standards.
3. Evaluating the performance of the senior executive and reviewing on a regular basis programs for the succession plans of senior executives.

If a member of the Committee has a stake in performing the duties in the preceding paragraph, he/she shall state the important aspects of its stake in the meeting of the Committee concerned, and where there is a likelihood that the interests of this Company would be prejudiced, he/she may not participate in discussion or voting, shall recuse himself/herself from any such discussion and voting, and may not exercise voting rights as proxy on behalf of another member of the Committee.

To decline to adopt a recommendation of the Committee, the board of directors shall require the agreement of a majority of the directors in attendance at a meeting attended by two-thirds or more of all of the directors.

#### Article 5

Pursuant to the preceding Article, Paragraph 1 of, the Committee shall undertake the following tasks:

1. In nominating independent directors, the Committee shall take note of the experience, professional qualifications, and integrity of the nominee (compared to other candidates), any concurrent position of director, supervisor, committee member or chairperson that the nominee may hold in another company, as well as whether the nominee meets the requirements for independent director set out in the Securities and Exchange Act and the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and as set by the Taiwan Stock Exchange Corporation or GreTai Securities Market; the prime consideration shall be that the nominee will act in the long-term interests of shareholders.

2. Prescribing and reviewing on a regular basis the qualifications of the senior executives based on the scale and business nature of the Company, taking into account the expertise, skills, experience and gender required of them. According to the qualifications set, evaluate the performance of the senior executive, and recommended slate of senior executives are promoted or succeeded to the board for approval.

#### Article 6

The Committee shall convene at least twice a year, and may call a meeting at its discretion whenever necessary.

In calling a Committee meeting, a notice setting out the reasons for the meeting shall be given to the Committee members earlier than seven days in advance of the meeting. In emergency circumstances, however, the meeting

may be called on shorter notice.

The convener and chairperson of a Committee meeting shall be selected from among themselves. If the Committee convener is on leave, unable to convene a meeting for any reason, or required to recuse himself/herself pursuant to Article 4, Paragraph 2, the convener shall appoint another director on the Committee to act as a convener. If the convener does not make such an appointment, the other Committee members shall select one director to serve as a convener.

The Committee may request management-level personnel of relevant departments, internal auditors, accountants, legal consultants or other personnel of the Company to attend the meeting and provide related information as required, provided such delegates shall leave upon any discussion or voting being conducted.

#### Article 7

The Committee's meeting agenda shall be drafted by the convener. Other members may also propose motions to the Committee for discussion. The meeting agenda shall be provided to members of the Committee in advance. When a Committee meeting is convened, the Company shall make available an attendance book for attending members to sign and also for reference. Committee members shall attend meetings in person. If a Committee member is unable to do so, it may appoint another member to do so as its proxy. Attendance via videoconferencing is deemed attendance in person. A Committee member appointing another member to attend a meeting as its proxy shall issue a letter of authorization for each such appointment setting out the authorization in regard to matters for which the meeting is convened. The proxy mentioned in Paragraph 3 above may accept the appointment by one person only.

#### Article 8

Except as otherwise provided by law and regulation or by this Company's articles of incorporation and bylaws, a resolution of the Committee requires the approval of a majority of the members present at the meeting attended by two-thirds or more of all Committee members.

The proceedings of a Committee meeting shall be recorded in minutes, which shall specify the following matters in detail:

1. Session, time, and place of the meeting
2. Chairperson's name

- 3.Attendance of members, including names and numbers of members who are present at the meeting, on leave or absent from the meeting
- 4.Names and titles of nonvoting delegates at the meeting
- 5.Name of minutes taker
- 6.Matters reported on
- 7.Matters for discussion: the resolution method and outcome of each motion, and any objections or reservations expressed by any Committee member
- 8.Extempore motions: the name of the person submitting the motion, the resolution method and outcome of the motion, and summary of statements and objections or reservations expressed by members of the Committee, experts and other persons
- 9.Other matters required to be recorded.

The attendance book of the meeting, and the video and audio record in the event of a videoconference convened, are an integral part of the minutes of the proceedings.

Minutes of the proceedings must be signed or sealed by the chairperson and the minute taker of the meeting, and copies thereof shall be distributed to all Committee members within 20 days after the meeting. The minutes shall also be submitted to the board and be deemed important files of the Company, and shall be retained for five years. Preparation and distribution of the minutes of the proceedings may be done electronically.

In the event of a suit in respect of a matter concerning the Committee before the retention period in the preceding paragraph expires, the minutes shall be retained until the conclusion of the litigation.

## Article 9

The Committee may resolve to retain the service of an attorney, certified public accountant, or other professionals to provide advice with respect to matters in connection with exercising its powers. The costs of their services shall be borne by this Company.

## Article 10

The execution of tasks relating to resolutions adopted by the Committee may be delegated to the convener or other Committee members for follow-up, with a written or verbal report to be presented to the Committee during the implementation period. When necessary, the matter shall be presented for ratification or a report made at the next meeting of the Committee.

#### Article 11

This Charter, and any amendments hereto, shall come into in force after adoption by a resolution of the board of directors.