



Charter of the Corporate Governance & Nominating Committee

Note: The original version of this regulation is published in Chinese. In case of discrepancy between the Chinese and English versions the Chinese version shall prevail.

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Table of Contents

Titles	Page
Title of Corporate Document	Cover Sheet
Table of Contents	i
Chapter 1. General Provisions	1
Article 1 Basis for Adoption	1
Article 2 Scope of Application.....	1
Article 3 Main Committee Tasks	1
Article 4 Committee Structure	2
Article 5 Term of Office for Committee Members	2
Article 6 Convener	2
Article 7 Meeting Procedures.....	3
Article 8 Meeting Minutes	3
Article 9 Annual Work Plans and Implementation Items of this Committee	4
Article 10 Resources Provided by the Corporation for Implementation of Committee Duties	5
Article 11 Management Reports for Newly Appointed Members and Training Duty of Members ..	5
Article 12 Duty of Management to Provide Information.....	5
Article 13 Duty of Due Diligence and Care by Management and the Trust in Good Faith by the Committees.....	6
Chapter 2. Structural Composition of the Board and its Committees and Performance Assessments	6
Article 14 Structural Composition of the Board	6
Article 15 Evaluations of Director Resignations During Term of Office	7
Article 16 Performance Assessments on the Board and its Committees	8

Taiwan High Speed Rail Corporation
Charter of the Corporate Governance & Nominating Committee

Chapter 3.	Nomination of Directors (and Independent Directors), Succession Plans, and Assessments.....	8
Article 17	Procedures for Director Nomination and Succession Planning.....	8
Article 18	Principles for Evaluation Nomination Qualifications for Directors	9
Article 19	Review of Reelection of Independent Directors	9
Chapter 4.	Review of Information Disclosures	9
Article 20	Review of Information Disclosure Systems.....	9
Chapter 5.	Respecting the Rights of Shareholders and Stakeholders.....	9
Article 21	Handling of Shareholder Proposals and Recommendations.....	9
Article 22	Establishment of Communication Channels	10
Article 23	Handling of Stakeholder Suggestions	10
Chapter 6.	Review of Corporate Governance Systems	10
Article 24	Planning and Review of Corporate Governance Mechanisms.....	10
Article 25	Adoption and Amendment of Related Bylaws	10
Article 26	Interpretation of Disputes Regarding the Guidelines for Corporate Governance.....	10
Chapter 7.	Supplementary Provisions.....	10
Article 27	Adoption and Amendment of this Charter.....	11

Taiwan High Speed Rail Corporation
Charter of the Corporate Governance & Nominating Committee

Chapter 1. General Provisions

Article 1 Basis for Adoption

To ensure the soundness of the Corporation's governance system; strengthen the supervisory capabilities of the Board of Directors ("Board") toward corporate governance, and enhance the quality of board meetings, this Charter (hereinafter referred to as "Charter") of the Corporate Governance & Nominating Committee (hereinafter referred to as "Committee") is adopted pursuant to Article 27 of the Corporation's Articles of Incorporation and Article 5-2-04 of the Corporation's Guidelines for Corporate Governance.

Article 2 Scope of Application

Matters concerning Committee composition, member numbers, term of office, powers, rules of procedure for meetings, and resources to be provided by the Corporation when the Committee implements its duties shall be handled in accordance with this Charter, except where otherwise provided by laws and regulations or the Corporation's Articles of Incorporation and Guidelines for Corporate Governance.

Article 3 Main Committee Tasks

Committee members shall exercise the due care of a good administrator and faithfully perform the duties prescribed below; they shall be accountable to the Board and shall submit their proposals to be resolved by the Board.

1. Review the diversified backgrounds of independent directors, non-independent directors, and managerial officers in terms of professional and technical knowledge, past experiences, and gender as well as standards of impartiality, and use these criteria to seek out, assess, and nominate candidates to serve as directors, independent directors, and managerial officers.
2. Plan composition of the Board and its functional committees (hereinafter referred to as "committees"), and assess performance of the Board, committees, all directors, and managerial officers. This Committee shall explore the willingness of potential candidates to serve on committees and consider candidate backgrounds and the duties of the respective committees before presenting its plans and suggestions regarding the composition of the committees to the Board.
3. Be responsible for nominations of independent directors and non-independent directors.
4. Identify and evaluate potential candidates for independent and non-independent directors.
5. Review succession plans for directors and managerial officers.
6. Plan and review implementation performance of the Board and its committees.
7. Devise and review liability insurance plans for directors and managerial officers.

Taiwan High Speed Rail Corporation
Charter of the Corporate Governance & Nominating Committee

8. Review status of information disclosures.
9. Analyze, implement, and provide recommendations relating to the Corporation's corporate governance system and review the Corporation's Guidelines for Corporate Governance and relevant bylaws.
10. Review implementation performance of the corporate governance system, including execution of corporate social responsibilities, ethical management, and stakeholder communication.
11. Other duties as required by the Corporation's Articles of Incorporation, Guidelines for Corporate Governance, or resolutions passed by the Board.

Article 4 Committee Structure

The Committee shall be composed of 5 to 7 members, and shall be selected from the Board from among themselves through a majority vote at a board meeting where two-thirds of directors were present. A majority of the Committee members shall be independent directors. The same shall apply mutatis mutandis when Committee members are elected to fill vacancies or serve as replacements.

The operations of the Committee and appointment and changes in Committee members shall be publicly announced and filed on the websites for information disclosure designated by the authorities within the time limits set by related laws and regulations.

The Committee shall execute its duties in accordance with the Guidelines for Corporate Governance and may establish sub-groups to carry out different duties and functions.

Article 5 Term of Office for Committee Members

The term of Committee members shall be the same as that of the board by whom they were appointed.

When a member of the Committee is dismissed for any reason, resulting in there being fewer than the number of members stated in the previous article, the vacancies shall be filled in accordance with the election procedures stipulated in the previous article.

Article 6 Convener

The Committee shall call one member selected by the members from among themselves to serve as convener for the purposes of overseeing meeting matters.

Committee meetings shall be called by the convener, who shall serve as the meeting chair. When the Committee convener is dismissed for any reason, the Committee shall immediately select another convener according to the procedures stipulated in the preceding paragraph, and shall submit the results to the Board.

The convener of this Committee shall represent the Committee to the public.

When the convener is on leave or for any reason unable to exercise the powers of chairperson, the convener shall appoint an acting meeting chair in writing. If no such designation is made, Committee members shall select a member from among themselves

Taiwan High Speed Rail Corporation
Charter of the Corporate Governance & Nominating Committee

to serve as acting meeting chair.

Article 7 Meeting Procedures

The designated unit responsible for handling Committee meeting affairs shall be the Secretariat Division of the Board of Directors (hereinafter abbreviated as the Secretariat Division).

The Committee shall convene at least four times per year. Matters relating to meeting convening, attendance, resolutions, and records shall adhere to the Corporation's Rules of Procedure for Board of Directors Meetings, except where otherwise provided by Board or Committee resolutions or this Charter.

A Committee member shall explain the material aspects of the interest he or she has when he or she or related persons are an interested party with respect to a given agenda item. When such a relationship is likely to prejudice the interests of the Corporation, said member shall not attend the discussion and voting and shall recuse himself or herself therefrom. Also, they shall not exercise the voting right for and on behalf of another Committee member.

The Secretariat Division shall stay abreast of any matters presenting conflicts of interest for Committee members, and shall remind them of such.

Resolutions made by the Committee shall be approved by more than half of attending members at a Committee meeting where more than two-thirds of Committee members were in attendance. When a matter comes to a vote at a Committee meeting, if upon inquiry by the meeting chair no member voices an objection, the matter will be deemed approved, with the same effect as approval by vote. The result of a vote shall be made known immediately and recorded in writing.

When the Committee convener or Committee members are unable to exercise their duties due to absence, recusal, or other reasons, resulting in failure to convene a meeting or inability to reach a resolution under the stipulations of the preceding paragraph, the Corporation Chairperson shall adopt the following response measures based on suggestions provided by the Committee convener or Committee members:

1. Submit the matter under review to the Board.
2. Invite Committee members to provide individually or jointly prepared written recommendations for submission to the Board.

Article 8 Meeting Minutes

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

1. The session, time, and place of the meeting.
2. The name of the meeting chair.
3. Attendance by Committee members, including the names and the number of members present, excused, and absent.

Taiwan High Speed Rail Corporation
Charter of the Corporate Governance & Nominating Committee

4. The names and titles of those attending the meeting as non-voting participants.
5. The name of the minute taker.
6. The matters reported at the meeting.
7. Agenda items: For each proposal, the method of resolution and the result; a summary of the comments of the Committee members and experts and other persons present at the meeting; name of Committee members who are interested parties as referred to in Paragraph 3 of Article 7, explanation of the material aspects of the interest held by the Committee member, the reason why said member should or should not recuse himself or herself, and recusal status; and any objections or reservations expressed.
8. Extraordinary motions: The name of the mover; the method of resolution and the result; a summary of the comments of any Committee member, expert, or other persons; the name of any Committee member that is an interested party as referred to in Paragraph 3 of Article 7, explanation of the material aspects of the interest held by the Committee member, the reason why said member should or should not recuse himself or herself, and recusal status; and any objections or reservations expressed.
9. Other matters required to be recorded.

According to the duties listed in Subparagraphs 1 to 4, Paragraph 1 of Article 3 of this Charter, if the Board does not adopt the recommendations of this Committee, this resolution shall be approved by a majority of board members in attendance at a meeting attended by more than two-thirds of all directors; the disparities and reasons for them shall be stated in the minutes for said board meeting, and shall be publicly announced and filed on the Market Observation Post System within 2 days from the day the Board passes the resolution.

The Committee attendance book constitutes part of the minutes for each meeting, and the same shall be applied mutatis mutandis to video and audio recordings of Committee meetings if said meetings were convened via videoconferencing; these shall be properly kept for the duration of the existence of the Corporation.

The minutes of a Committee meeting shall bear the signature or seal of both the chair and the minute taker, and a copy of the minutes shall be distributed to each Committee member within 20 days after the meeting. The minutes shall be deemed important corporate records and appropriately preserved during the existence of this Corporation.

The meeting minutes may be produced and distributed in electronic form.

Article 9 Annual Work Plans and Implementation Items of this Committee

The Committee convener shall confer with the Corporation Chairperson and the convener of the Audit Committee prior to the start of the year, and results of said conference shall be submitted to the Secretariat Division for scheduling of annual working plans for this Committee.

The annual work plans referred to in the preceding paragraph shall be submitted to the Board for approval, upon which the Secretariat Division shall notify all Committee members and other required non-voting participants to schedule all necessary attendances

Taiwan High Speed Rail Corporation
Charter of the Corporate Governance & Nominating Committee

in advance.

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 report to be presented to this Committee during the implementation period. When necessary, the matter shall be presented for ratification or reported at the next meeting of this Committee.

All matters not covered by this Charter shall be handled in accordance with relevant laws and regulations or other Corporation bylaws.

Article 10 Resources Provided by the Corporation for Implementation of Committee Duties

The Committee may retain the services of an attorney, certified public accountant, or other professionals to provide advice with respect to matters conducive to implementation of Committee tasks. The costs of these services shall be borne by the Corporation.

Article 11 Management Reports for Newly Appointed Members and Training Duty of Members

Management shall provide detailed presentations or written materials explaining the duties of this Committee to newly appointed Committee members. Said materials shall include explanation of Committee structure, personnel, regulations relating to operational procedures, current operational status, and information disclosures.

Committee members shall participate in annual training plans designated by the Committee convener. Types of training may include but are not limited to internal or external presentations, seminars, or lectures, which shall encompass the duties of the Corporate Governance & Nominating Committee.

Article 12 Duty of Management to Provide Information

Management shall proactively provide necessary and sufficient information to the Committee under any of the following circumstances:

1. Provision of annual work plans as stipulated by Article 9 of this Charter.
2. Where necessary for meeting proposals put forth by management.
3. Where necessary due to sudden major events relating to Committee duties.
4. Where necessary due to updates made to information previously provided to the Committee.

The Committee may, via the Secretariat Division, require management to provide necessary and sufficient information conducive to the implementation of Committee tasks, and may confer with related personnel to better understand the operations of the Corporation.

Except where disclosure is required by law and regulations or Corporation bylaws, Committee members, non-voting participants, and other personnel participating in review tasks shall bear a duty of confidentiality toward the information obtained as a result of participation in meeting proceedings or deliberations.

Taiwan High Speed Rail Corporation
Charter of the Corporate Governance & Nominating Committee

Article 13 Duty of Due Diligence and Care by Management and the Trust in Good Faith by the Committees

When management prepares any proposal that is to be submitted to the Committee, it shall, based on objective and professional due diligence and care and subjective good faith conviction and after thorough and prudent evaluation, submit concrete and specific recommendations, and specify the method and basis of the evaluation, the reasons for the recommendations, and other matters meriting attention. If the content of a proposal involves any economic interests connected with major shareholders, directors, managerial officers, or departmental employees, or the family members of any of the above, or any other stakeholders, the specifics thereof shall be stated along with the proposal.

“Objective and professional due diligence and care” in the preceding paragraph includes, without limitation, exerting the utmost professional ability to prudently evaluate and confirm that the content of the proposal and recommendations are legal, appropriate, necessary, feasible, and consistent with the rights and interests of the Corporation and its shareholders. If there is any involvement of any economic interest connected with any stakeholder under the preceding paragraph, management shall furthermore evaluate and confirm that there is no conflict of interest with, or other circumstance prejudicial to, the rights and interests of the Corporation and shareholders.

“Subjective good faith conviction” in Paragraph 1 means the conviction, based solely on concern for the rights and interests of the Corporation and its shareholders, that the content of the proposal and recommendations are consistent with the duty of due diligence and care under the preceding paragraph, and the willingness to take responsibility for the content of the proposal and the results of its execution, and not to look to the deliberations and resolutions by the Committee as a release from responsibility. This shall not apply, however, where the Committee's deliberation or resolution differs from the content proposed or recommended by management and management does not express support and affirmation on the spot.

When reviewing management proposals in accordance with the procedures of this Charter, the Committee shall adopt an attitude of trust in good faith toward the professional insights of management and the authenticity and comprehensiveness of their evaluations, judgment, and information provided. The scope of the Committee's review responsibilities shall be limited to the proposals and recommendations submitted by management and materials provided for perusal.

Chapter 2. Structural Composition of the Board and its Committees and Performance Assessments

Article 14 Structural Composition of the Board

This Committee shall consider the following matters with regard to the composition of the Board:

1. Timely evaluation of Board structure, number of directors, and the suitability of their professional backgrounds.
2. Timely evaluation of the need to establish other committees under the Board.

The evaluation of suitability referred to in the preceding paragraph shall including the following:

Taiwan High Speed Rail Corporation
Charter of the Corporate Governance & Nominating Committee

1. Consideration of the skills and representation of Board members with regard to the operational goals at each stage of Corporation development.
2. Qualifications of independent directors must adhere to Article 4-02 of the Corporation's Guidelines for Corporate Governance.
3. Composition of Board members shall be diverse, and appropriate diversification standards shall be set according to Corporation operations, mode of operation, and development needs, including but not limited to the following:
 - 1) Basic qualifications and values: gender, age, nationality, and culture.
 - 2) Level of contribution to businesses or in other professional areas.
 - 3) Personality, professional expertise and skills. Professional expertise and skills include professional backgrounds (such as in finance, accounting, legal practice, marketing, technology, business management, and so on), as well as professional skills and industry experience.
 - 4) Willingness and time to participate in corporate affairs.
 - 5) Concurrent director and managerial officer positions held at other companies.
4. In general, Board members shall possess the knowledge, skills, and competencies necessary to execute their duties. In order to achieve the ideal goals of corporate governance, the Board as a whole shall possess the following capabilities:
 - 1) Operational insight capabilities.
 - 2) Accounting and financial analysis capabilities.
 - 3) Management capabilities.
 - 4) Crisis management capabilities.
 - 5) Industry knowledge.
 - 6) International outlook.
 - 7) Leadership and decision-making ability.

The Secretariat Division shall conduct annual reviews of the necessary professional skills for Board members according to changes to environmental conditions within and without the Corporation and the development needs of the Corporation, and organize annual training courses for directors.

Article 15 Evaluations of Director Resignations During Term of Office

When a director resigns within his or her term of office, this Committee shall immediately investigate the reasons for resignation, evaluate the impact on overall Corporation operations, and report to the Board.

The same shall apply mutatis mutandis when changes are made to director duties or when

Taiwan High Speed Rail Corporation
Charter of the Corporate Governance & Nominating Committee

a director undergoes major changes of a personal nature that may impact upon Board performance.

Article 16 Performance Assessments on the Board and its Committees

In order to enhance the performance of the Board and its committees for the benefit of future Board operations, this Committee shall, at the end of each year, invite all directors to offer self-assessments of Board and committee performance; these suggestions shall be compiled by this Committee and an evaluation report and specific recommendations for improvements shall be submitted to the Board, which will help the Board obtain feasible solutions for strengthening and improving Board functions.

The report in the preceding paragraph shall include but is not limited to the following items:

1. Evaluations and suggestions on Board and committee implementation performance for the year.
2. Results of self-assessments by the Board regarding performance for the year.
3. Implementation status of Board duties.
4. Other items that can improve the operational performance of the Board and corporate governance.

Additionally, this Committee shall prepare a report of the Corporation's implementation of corporate governance every year prior to the shareholders' meeting; said report shall be placed into the handbook for the shareholders' meeting following review by the Board.

Chapter 3. Nomination of Directors (and Independent Directors), Succession Plans, and Assessments

Article 17 Procedures for Director Nomination and Succession Planning

This Committee shall adhere to the following procedures when executing its duties of director nomination and succession planning:

1. Constantly seek out potential candidates for Corporation directors.
2. Invite appropriate external institutes or consultants to propose suitable director candidates.
3. Invite current directors to recommend suitable candidates.
4. Consider director candidates recommended by shareholders.
5. Use result of Board performance assessments as a reference when nominating directors for reappointment.

When a director candidate list has been obtained according to the preceding methods, the same shall be placed within the Corporation's potential director database, which shall be submitted to the Board for review where appropriate, and serve as a reference for planning succession candidates for directors.

Taiwan High Speed Rail Corporation
Charter of the Corporate Governance & Nominating Committee

When nominating a director candidate, the Committee shall obtain the consent of the nominee, and submit the nominee's educational background and past experiences, reason for recommendation by the Committee, and the meeting minutes for the relevant meeting to the Board for review.

When executing the duties of the first paragraph, the Committee may, where necessary, establish other procedures for nomination.

Article 18 Principles for Evaluation Nomination Qualifications for Directors

This Committee shall evaluate the qualifications of director candidates obtained according to the stipulations in the preceding article or nominated by shareholders; during such evaluation, the following matters listed below shall also be taken in account:

1. The evaluation shall be implemented according to the candidate nomination procedures stipulated in Article 192-1 of the Company Act.
2. The candidate shall fulfill the qualifications and conditions for independent directors in Article 4-02 of the Corporation's Guidelines for Corporate Governance.
3. The educational background, past experiences, current occupation, and all concurrent positions of the nominee.
4. Whether there are any conflicts of interest or matters which impact upon independent and objective considerations.

Article 19 Review of Reelection of Independent Directors

Independent directors may be reappointed upon reelection, but the Committee shall report to the Board if an independent director has served more than 3 consecutive terms, and shall specify if alternate candidates were considered when drafting candidate recommendations and the reasons for continued recommendation of said independent director. If an independent director candidate has served as an independent director for 3 consecutive terms, the Corporation shall specify reasons for continued nomination of that candidate when publicly announcing the results of candidate review, and shall explain the aforementioned reasons to shareholders during the election at the shareholders' meeting.

Chapter 4. Review of Information Disclosures

Article 20 Review of Information Disclosure Systems

This Committee shall conduct an annual review of the Corporation's information disclosure system and stipulations of relevant bylaws, which shall be submitted to the Board for the purposes of strengthening the transparency and credibility of information disclosures.

Chapter 5. Respecting the Rights of Shareholders and Stakeholders

Article 21 Handling of Shareholder Proposals and Recommendations

Shareholder proposals put forth for inclusion in shareholders' meeting and other related suggestions shall be submitted to this Committee for review by the Secretariat Division,

Taiwan High Speed Rail Corporation
Charter of the Corporate Governance & Nominating Committee

excepting those proposals which are irrelevant to Corporation business, or proposals deemed by the Committee to be submitted in bad faith or considered to be harmful to the Corporation.

Article 22 Establishment of Communication Channels

The Committee shall review the various communication channels provided for shareholders and stakeholders to state opinions and offer suggestions.

The communication channels referred to in the preceding paragraph include but are not limited to channels such as the Corporation's website, email, or physical letters.

Article 23 Handling of Stakeholder Suggestions

The Committee shall supervise the handling of stakeholder suggestions by management, and shall submit regular annual reports to the Board containing the content and handling of major disputes between the Corporation and stakeholders (such as lawsuits, penalties imposed by government agencies, customer complaints, employee grievances, and so on).

Chapter 6. Review of Corporate Governance Systems

Article 24 Planning and Review of Corporate Governance Mechanisms

The Committee shall, where appropriate, plan and review corporate governance mechanisms with regard to the following items:

1. Corporate governance functions shall strengthen the transparency and credibility of Corporation operations, maintain the interests of shareholders and stakeholders, and achieve the goal of maximizing shareholder returns.
2. Corporate governance organizations shall clearly stipulate and differentiate the positioning, powers, duties, and responsibilities of the Board, committees, the Corporation Chairperson, the Corporation President, management, and independent directors.

Article 25 Adoption and Amendment of Related Bylaws

The Committee shall conduct timely evaluations regarding the appropriateness of the Corporation's Articles of Incorporation, Guidelines for Corporate Governance, Rules of Procedure for Board Meetings, and the charters of all committees, except where otherwise provided by the Corporation's Guidelines for Corporate Governance.

All proposals to amend committee charters shall be submitted by said committees to this Committee for review prior to submission for Board approval.

Article 26 Interpretation of Disputes Regarding the Guidelines for Corporate Governance

Interpretation of disputes regarding the Corporation's Guidelines for Corporate Governance shall be reviewed by this Committee prior to submission for Board resolution.

Chapter 7. Supplementary Provisions

Taiwan High Speed Rail Corporation
Charter of the Corporate Governance & Nominating Committee

Article 27 Adoption and Amendment of this Charter

This Charter, and any amendments hereto, shall be drafted by the Committee; shall take effect following approval by the Board; and shall be publicly announced and filed on the websites for information disclosure designated by the authorities within the time limits set by related laws and regulations.