

United Microelectronics Corporation Nominating Committee Charter

Article 1

Matters concerning the formation, number of members, term of office, authorities and responsibilities of this Nominating Committee (hereinafter referred to as “the Committee”); rules for proceedings; and resources necessary for performance of the Committee’s duties to be provided by United Microelectronics Corporation (the “Company”) shall be governed by this Nominating Committee Charter (“Charter”).

Article 2

To assist the Board of Directors (“the Board”) to enhance management mechanism and to improve corporate governance with the Company’s sustainable development, the objectives of the Committee are as follows:

1. To constitute nomination policy and succession plans of the directors and the executives, then to search, to review and to propose the candidate list of the directors and the executives accordingly.
2. To construct and to develop the operation of the Board and the sub-committees, as well as to plan and to execute the performance assessment of the Board, the sub-committees and the executive(s).
3. To enhance corporate governance system and practices in order to protect the interests of stakeholders.

Article 3

The members of the Committee shall be appointed by a resolution of the Board. The Committee shall comprise not fewer than three (3) members, each of which members shall be the Company’s independent director. The Committee shall, by a majority vote of all Committee members, designate one member as the convener. The term of a Committee member shall extend from the date of the appointment 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, the Committee shall perform the following duties:

1. To constitute and to review the composition, qualification and succession plans of the directors and the executives.
2. To search and to review the candidates of the directors and the executives, and to submit the proposed list to the Board.
3. To construct and to review the setup, duties and operation of the sub-committees under the Board, to review the qualification of the member of sub-committees and any potential conflict of interests and the independence of independent directors, and to submit the proposal to the Board for discussion.
4. To plan and to execute the director training program and the performance assessment for the directors, committee members and the executives, and to submit the proposal to the Board for discussion.
5. To supervise the corporate governance system and its execution of the Company and its

subsidiaries.

6. To review shareholder's proposal and to propose responses to the Board for discussion.

7. Other matters to be performed by the Committee pursuant to the resolution of the Board.

If a Committee member 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 the Company would be prejudiced, he/she shall recuse himself/herself from any discussion and voting, and may not exercise voting rights as proxy on behalf of another Committee member.

Article 5

The Committee shall convene at least twice every calendar year, and/or at any time as necessary.

A Committee meeting shall be called via a written notice delivered to all Committee members at least seven (7) days prior the meeting specifying a full agenda, provided, however, that such notice requirement shall be waived in the event of any anomalous and urgent circumstance requiring a shorter notice.

The convener of a Committee shall serve as the chairman of a Committee meeting. In the event that the convener takes a leave or is unable to chair a Committee meeting for any reason, the meeting shall be chaired by a proxy Committee member designated by the convener, or, if no such designation, by a Committee member elected by and from other attending Committee members.

The Committee shall be entitled to request relevant managerial officers or other personnel of the Company to attend the meeting and provide necessary information or opinions.

Article 6

The finance division or other personnel authorized by the Board of Directors shall be responsible for administration of Committee meetings.

The meeting agenda and supporting materials shall be delivered to Committee members together with a notice of the same meeting.

Article 7

The Company shall provide an attendance book for attending Committee members to sign when a Committee meeting is held.

Committee members shall attend a Committee meeting in person, and attendance via video-conference shall be considered attendance in person.

Committee members not able to attend a Committee meeting in person may appoint a proxy Committee member to attend on his/her behalf and shall, in each instance, issue a written proxy stating therein the scope of authorization with respect to the agenda for the same meeting. A Committee member shall only be allowed to act as a proxy for one (1) other Committee member.

Article 8

A resolution of the Committee shall be approved by a majority vote of a meeting of the Committee members attended by two-thirds or more of all the members. If the chairman solicits consents from all attending Committee members and receives no dissents, a proposal shall be deemed passed with equivalent effect as a resolution by a majority vote.

The results of voting shall be announced immediately and recorded in writing.

Any objection or reservation expressed by a Committee member shall be specified on the meeting minutes.

To decline to adopt a recommendation of the Committee, the board of directors shall require the agreement of a majority vote of a board meeting attended by two-thirds or more of all of the directors. In such event, the Company shall specify the details and cause of the discrepancy in the board meeting minutes.

Article 9

Discussions at the Committee meeting shall be recorded in meeting minutes. The meeting minutes shall be signed by the chairman and minutes taker, sent to each Committee member within twenty (20) days after the conclusion of a meeting, and retained for five (5) years.

The meeting minutes can be prepared and distributed electronically.

The meeting minutes shall record the matters listed below in a detailed and accurate manner:

- (1) Session, time, and place of the meeting.
- (2) Name of the meeting chairman.
- (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.
- (5) Name of minutes taker.
- (6) Matters reported.
- (7) Agenda items: the resolution method and outcome of each motion, and any objection or comments expressed by any Committee member.
- (8) Extraordinary motions: the name of the proposer, the resolution method and outcome of the motion, and any objection or comments expressed by any Committee member.
- (9) Other matters required to be recorded.

The attendance book is part of the meeting minutes. Where the meeting is held via a video-conference, the audio and video data, if any are recorded, shall be part of the meeting minutes.

Article 10

The Committee may resolve to retain the service of a professional individual or institution to provide audit service or advice with respect to matters related to the performance of duties under Articles 4. The costs of their services shall be borne by the Company.

In the event of retention of a professional individual or institution mentioned in the preceding paragraph to assist with the performance of duties, the relationship between such appointee and the Company and the costs arising out of the retention shall be disclosed in the corporate governance and operation section of the annual report.

Article 11

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 presented to the Committee during the implementation period. When necessary, the progress shall be ratified or reported at the next meeting of the Committee.

Article 12

The Committee shall exercise the due care of a good administrator to faithfully perform the duties foresaid, to fulfill its responsibilities to the Board, and shall submit its proposals to the

Board for discussion.

Article 13

This Company shall make the Charter available on the Company's website, and disclose the operation of the Committee in the annual report.

Article 14

The Charter is effective after approval by a resolution of the Board of Directors, as is any amendment hereof.