

United Microelectronics Corporation

Remuneration Committee Charter

Article 1 The following matters of this committee shall be in accordance with this charter: the composition of the committee members, the number of committee members, term of office, authorities, rules governing the conduct of committee meetings, and resources to be provided by the Company when the committee exercises its official powers.

Article 2 The goal of this committee's operation is to strengthen corporate governance and risk control, and to evaluate and monitor the Company's remuneration system for its directors and managers while considering the provision of incentives to facilitate talent retention.

Article 3 The committee members shall be appointed by resolution of the Board of Directors. The number of committee members shall not be fewer than three. More than half of the committee members shall be the Company's independent directors. The committee shall, by election of all members, elect one independent director as the convenor and chair of meetings.

The term of the committee members shall end at the same time as that of the Board of Directors which appointed the members, but the committee members are eligible for re-election. When a member of the committee is dismissed for any reason, resulting in there being fewer than three members, a Board meeting shall be held within three (3) months, counting from the date on which there are fewer than three members, to appoint a replacement.

The professional qualification requirements and the independence of the committee members shall be in accordance with the relevant laws and regulations.

Article 4 The committee shall perform the following authorities pursuant to the scope and principles stipulated by the "Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded Over the Counter" and the related laws and regulations, and shall submit its recommendations for deliberation by the Board of Directors:

(1) Prescribe and periodically review the performance review and remuneration policy, system, standards, and structure for directors and managers.

(2) Periodically evaluate and prescribe the remuneration of directors and managers.

The matters in the preceding paragraph shall be adopted by a resolution of the committee approved by one-half or more of all of the committee members and submitted to the Board of Directors for approval.

To decline or modify a committee recommendation, the Board of Directors shall require majority consent of the directors present at a meeting which is attended by two-thirds or more of the entire Board. In addition, the Board shall, in its resolution, specifically explain whether the remuneration passed is more favorable to the recipient in any way compared to the recommendation of the committee. If the remuneration passed by the Board of Directors is more favorable to the recipient than the recommendation of the committee, the details of and reasons for the differences shall be specified in the Board meeting minutes.

For any matter relating to the remuneration of directors and managers of a subsidiary, the decision-making is delegated to the subsidiary but requires ratification by the Company's Board of Directors, and the committee shall make recommendations and submit to them the Company's Board of Directors for deliberation.

Article 5 The committee shall convene a meeting at least twice a year and may convene a meeting whenever necessary.

In calling a meeting of the committee, a notice setting forth therein the subject(s) to be discussed at the meeting shall be given to each member at least 7 days in advance. However, in emergency circumstances, the meeting may be convened at any time.

The committee shall, by election of all members, elect one independent director as the convenor and chair of meetings.

When the convenor goes on leave or otherwise for any reason is unable to convene a meeting, the meeting shall be convened by another independent director of the committee designated by the convenor, or if there is no other independent director on the committee, by another member designated by the convenor, or if the convenor does not designate any member, by a member elected by and from among the other members of the committee.

The committee may invite directors, managers of relevant departments, internal auditors, certified public accountants, legal counsel, or other personnel to attend meetings as nonvoting participants and provide relevant necessary information, provided that they shall leave the meeting when deliberation and voting take place.

When a committee meeting is convened, the committee shall prepare relevant

materials for the attending members' reference at any time.

Article 6 When a committee meeting is held, the Company shall provide an attendance book for the members attending the meeting to sign and thereafter made available for reference.

Committee members shall attend the meeting in person; a member who cannot attend in person may appoint another member to attend as his/her proxy. Attendance via tele- or video-conference is deemed as attendance in person.

A committee member appointing another member to attend the committee meeting as his/her proxy shall in each instance issue a written proxy stating the scope of authorization with respect to the agendas for the meeting.

A resolution of the committee requires the approval of one-half or more of all of the members. During voting, if the committee chair solicits and receives no dissents, the motion is deemed passed, with equivalent effect as a resolution by vote. The results of voting shall be made known immediately and recorded in writing.

A proxy under paragraph 2 may act as a proxy for one person only.

When a meeting of the remuneration committee will discuss the remuneration of any member of the remuneration committee, it will be clearly stated at the meeting. If there is likely to be any prejudice to the interests of the company, that member may not participate in the discussion or voting and shall enter recusal during the discussion and voting. The member also may not act as another remuneration committee member's proxy to exercise voting rights on that matter.

Article 7 Discussions at the committee meeting shall be made into minutes, and the 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 chair.
- (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 as nonvoting participants.
- (5) Name of minutes taker.
- (6) Matters reported.
- (7) Agenda items: the resolution method and outcome of each motion; the name of any member whose own remuneration comes under discussion, the content of the discussion about the member's remuneration, and the specifics regarding recusal of the member; and any objections or reservations expressed by any member. If with respect to any resolution of the remuneration committee, any member has a dissenting

or qualified opinion that is on record or stated in a written statement, the opinion shall be stated in the meeting minutes

(8) Extraordinary motions: the name of the mover, the resolution method and outcome of the motion; summary of the comments made by any member, expert, or other person; the name of any member whose own remuneration comes under discussion, the content of the discussion about the member's remuneration, and the specifics regarding recusal of the member; and any objections or reservations expressed by any member.

(9) Other matters required to be recorded.

The attendance book is part of the meeting minutes. Where the meeting is held via video-conference, the audio and video data is part of the meeting minutes.

The meeting minutes shall be signed by the meeting chair and minutes taker, be sent to each committee member within 20 days after the meeting, be submitted to the Board of Directors and be filed as the Company's important records and retained for 5 years.

If prior to the expiration of the retaining period, a lawsuit related to matters handled by the committee occurs, the meeting minutes shall be retained until the lawsuit is fully concluded.

The meeting minutes in the first paragraph can be prepared and distributed electronically.

Article 8 The committee meeting agenda shall be drawn up by the convenor. Other members may also submit motions for deliberation by the committee. The meeting agenda shall be provided to the committee members in advance.

Article 9 The followings shall be publicly announced and reported on the information reporting website designated by the competent authority:

(1) When there is any appointment of, or change in, members of the committee, the Company shall, within 2 days counting from the date of occurrence of the event, publicly announce and report such event.

(2) If the remuneration passed by the Board of Directors is more favorable to the recipient than the recommendation of the committee, the Company shall, within 2 days counting from the date of Board resolution, publicly announce and report such event.

(3) If for any resolution made by the committee, any member has expressed objections or reservations and such objections or reservations are recorded in meeting minutes or stated in a written statement, the Company shall, within 2 days counting from the date of occurrence of the event, publicly announce and report such event.

Article 10 The committee may by resolution, at the cost of the Company, engage an

attorney, certified public accountant, or other professional to conduct a necessary audit or provide advice with respect to any matter related to the exercise of the committee's authorities.

Article 11 The implementation relating to matters resolved by the committee can be delegated to the convenor or other member or members of the committee for follow-up and handling, and they shall make written or oral reports to the committee during the period in which they are handling such tasks. When necessary, they shall submit them for ratification or report them to the committee at the subsequent meeting.

This charter is effective after adoption by Board resolution, as is the amendment of this charter.