

WIN Semiconductors Corp.

Procedures Governing the Board Performance Evaluation

Article 1

To implement corporate governance and enhance the Company's Board functions, and to set forth performance objectives to improve the operation efficiency of the Board of Directors, the Procedures are established pursuant to Article 37 of the “Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies” for compliance.

The Company shall reference to the Procedure and other applicable rules, and may enact different evaluation methods appropriate to individual units subject to evaluation.

Article 2

The general evaluation cycles, evaluation periods, scope and method of evaluation, the unit conducting evaluations, evaluation procedures and other matters for compliance under the Company’s regulations governing the Board performance evaluation of shall be subject to the Procedures.

Charters of each board committee shall incorporate a provision that performance evaluation for the committee shall be conducted at least once a year.

Article 3

The Company shall conduct an internal board performance evaluation at least once a year. The evaluation for the current year shall be conducted at the end of each year according to the evaluation procedures and the evaluation indexes in Articles 6 and 8. The performance evaluations shall be completed before the first Board meeting held in the following year.

Article 4

The Company's board evaluation scope may cover the evaluation of the Board as a whole, individual directors and functional committees.

Methods of evaluations include the internal evaluation of the Board, self-evaluation by individual board members, peer evaluation, or evaluation by other appropriate methods.

Article 5

The unit conducting internal evaluations of the Company's Board of Directors shall have an adequate understanding of the operation of the unit subject to evaluation and shall play a fair, impartial and independent role.

Adjustments may be made to assign different units to perform evaluations of the functional committees in view of the slight difference in their operations, depending on the organizational structure of each unit. The unit conducting evaluations shall be fair and impartial, and no individual or unit conducting evaluations shall have any direct interest in the operation of the units subject to evaluation. In cases where the Company has a corporate governance committee or nomination committee made up of independent directors, it is advisable for these committees to serve as the unit performing the evaluations.

Article 6

The procedures for the Company's board performance evaluation are described below:

1. Determine the units to be subject to evaluation and the scope of evaluation in the current year, e.g. the Board of Directors (or a functional committee) as a whole, individual board members, each functional committee, etc.
2. Determine the method of evaluation, e.g. internal evaluation of the board (or a functional committee), self-evaluation by the board members of themselves or peers, peer evaluation, or evaluation by experts or an appointed external professional institution, etc.
3. Select the units appropriate to conduct the evaluations.
4. At the end of a year, the units performing evaluations will collect information about the activities of the Board of Directors and distribute self-evaluation questionnaires to be completed. The unit responsible for evaluation or the secretariat of the Board will then collect all information, give scores based on the evaluation indexes in Article 8, record the evaluation results in a report.

Article 7

If appointing an external evaluation institution or panel of external experts and scholars to conduct evaluations of board performance, the Company shall act in accordance with the following guidelines:

The external evaluation institution shall be an institution or management consulting firm mainly engaging in the provision of services for educational and training programs for Board of Directors and improvement of corporate governance of enterprises.

The panel of external experts and scholars shall appoint at least three experts or scholars specialized in the fields of board of directors or corporate governance to conduct evaluations of board performance of the Company and prepare external evaluation analysis reports.

Article 8

The Company shall take into consideration its condition and needs when establishing the criteria for evaluating the performance of the Board of Directors (functional committees), which should cover, at a minimum, the following five aspects:

1. Participation in the operation of the Company;
2. Improvement of the quality of the Board of Directors' decision making;
3. Composition and structure of the Board of Directors;
4. Election and continuing education of the Directors; and
5. Internal control.

The criteria for evaluating the performance of the board members (on themselves or peers), should cover, at a minimum, the following six aspects:

1. Familiarity with the goals and missions of the Company;
2. Awareness of the duties of a Director;
3. Participation in the operation of the Company;
4. Management of internal relationship and communication;
5. The director's professionalism and continuing education; and
6. Internal control.

The indexes of board performance evaluation shall be determined based on the operation and needs of the Company and suitable and appropriate for evaluations by the Company.

Article 9

When electing or nominating independent directors, the Company may base its election on the evaluation results of the performance of individual directors as reference.

Article 10

It is advisable that the Company disclose in its annual report whether procedures governing the board performance evaluation have been established as well as how the board performance evaluation has been conducted each year, with a description of the evaluation method provided.

In cases where an external institution or experts are appointed to conduct evaluations of board performance, the Company shall, in the annual report, disclose the names of

the external evaluation institution, names of the experts, and specialties of the experts, and indicate if the external institution and experts have business dealings with the Company and if they are independent.

Article 11

The performance evaluation procedures established by the Company is advised to be fully disclosed on the Market Observation Post System (MOPS) and the Company's website at all time.

Article 12

The Procedures was approved by the Board of Director on April 22, 2015, and any amendments thereof shall become effective after approval by the Board of Directors.