

Corporate Governance Implementation

Assessment Item	Implementation Status
<p>1. Does the Company follow “Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies” to establish and disclose its corporate governance principles?</p>	<p>Please see the Relationship with Investor on the Company’s official website or M.O.P.S.</p>
<p>2. Shareholding Structure & Shareholders’ Rights</p> <p>(1) Does Company have Internal Operation Procedures for handling shareholders’ suggestions, concerns, disputes and litigation matters. If yes, has these procedures been implemented accordingly?</p> <p>(2) Does Company possess a list of major shareholders and beneficial owners of these major shareholders?</p> <p>(3) Has the Company built and executed a risk management system and “firewall” between the Company and its affiliates?</p>	<p>The related operations would be handled by the Spokesperson pursuant to the relevant laws and important regulations.</p> <p>The professional shareholder service agent would be responsible for handling it, and controlling the information about shares held by insiders according to the information about changes of insiders’ equity on a monthly basis.</p> <p>The responsibilities between the Company and its affiliates were defined clearly and definitely. The investment projects were handled in accordance with acquisition or disposal procedures of assets, the internal control system and related laws and regulations to control the financial and operating information from time to time. Meanwhile, the motion for lifting the non-competition restrictions on directors and managers was submitted to the shareholders’ meeting and directors’ meeting for resolution.</p>

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(4) Has the Company built and executed a risk management system and “firewall” between the Company and its affiliates?	<p>The Company established the operating procedure for prevention of insider trading. The subjects referred to therein include but are not limited to insiders, including their related parties, persons who forfeit the identity of insider for less than 6 months, and persons who access the information from said persons. Company personnel are required to exercise due diligence and act in good faith during the performance of their duties. Confidentiality agreements should be signed for major events. They must not divulge any material inside information to other parties or profit from non-public information. The Company also requires employees to undergo education and training at various times. At the time of publication, the Company has received no complaints relating to the aforementioned matters and there were no incidents of insider trading in violation of Article 157 of the Securities and Exchange Act. The total number of people participated in training in 2019 was about 22,000 and the total training hours were about 45,000 hours, and the total training expense was NT\$ 2.24 million. The results of the training are stated as follows:</p> <p style="text-align: right;">Unit: NT\$ thousand</p> <table border="1" data-bbox="763 821 2051 1361"> <thead> <tr> <th data-bbox="763 821 1630 898">Items of 2019</th> <th data-bbox="1630 821 1776 898">Attendee count</th> <th data-bbox="1776 821 1912 898">Training hours</th> <th data-bbox="1912 821 2051 898">Training expense</th> </tr> </thead> <tbody> <tr> <td data-bbox="763 898 1630 938">Series of management</td> <td data-bbox="1630 898 1776 938">313</td> <td data-bbox="1776 898 1912 938">920</td> <td data-bbox="1912 898 2051 1361" rowspan="10" style="text-align: center; vertical-align: middle;">2,237</td> </tr> <tr> <td data-bbox="763 938 1630 978">Series of quality</td> <td data-bbox="1630 938 1776 978">4,372</td> <td data-bbox="1776 938 1912 978">5,579</td> </tr> <tr> <td data-bbox="763 978 1630 1018">Series of technical/research and development</td> <td data-bbox="1630 978 1776 1018">2,289</td> <td data-bbox="1776 978 1912 1018">7,429</td> </tr> <tr> <td data-bbox="763 1018 1630 1058">Series of environment/safety/health (ESH)</td> <td data-bbox="1630 1018 1776 1058">6,641</td> <td data-bbox="1776 1018 1912 1058">16,159</td> </tr> <tr> <td data-bbox="763 1058 1630 1098">Series of professional by function</td> <td data-bbox="1630 1058 1776 1098">4,402</td> <td data-bbox="1776 1058 1912 1098">6,901</td> </tr> <tr> <td data-bbox="763 1098 1630 1209">Orientation training (including compliance with integrity management regulations, trade secrets act, information confidentiality classification)</td> <td data-bbox="1630 1098 1776 1209">1,599</td> <td data-bbox="1776 1098 1912 1209">4,707</td> </tr> <tr> <td data-bbox="763 1209 1630 1281">Compliance with laws and regulations on intellectual property right, protection of trade secrets and ethical management</td> <td data-bbox="1630 1209 1776 1281">1,540</td> <td data-bbox="1776 1209 1912 1281">2,699</td> </tr> <tr> <td data-bbox="763 1281 1630 1321">Information security policy and information confidentiality classification</td> <td data-bbox="1630 1281 1776 1321">462</td> <td data-bbox="1776 1281 1912 1321">335</td> </tr> <tr> <td data-bbox="763 1321 1630 1361">Total</td> <td data-bbox="1630 1321 1776 1361">21,618</td> <td data-bbox="1776 1321 1912 1361">44,729</td> </tr> </tbody> </table>	Items of 2019	Attendee count	Training hours	Training expense	Series of management	313	920	2,237	Series of quality	4,372	5,579	Series of technical/research and development	2,289	7,429	Series of environment/safety/health (ESH)	6,641	16,159	Series of professional by function	4,402	6,901	Orientation training (including compliance with integrity management regulations, trade secrets act, information confidentiality classification)	1,599	4,707	Compliance with laws and regulations on intellectual property right, protection of trade secrets and ethical management	1,540	2,699	Information security policy and information confidentiality classification	462	335	Total	21,618	44,729
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	<p>Said courses are primarily intended to conduct the educational propagation to the staff. The staff shall perform their duties with due diligence as a good administrator to protect the Company’s interest and right from being injured and satisfy the various stakeholders’ expectation. During the orientation training for new employees, the Company strengthens the propagation, and the new employees may review the online courses at any time in the “eHRD Portal” on the Company’s intranet.</p>
<p>3. Composition and Responsibilities of the Board of Directors</p> <p>(1) Has the Company established a diversification policy for the composition of its Board of Directors and has it been implemented accordingly?</p> <p>(2) Other than the Remuneration Committee and the Audit Committee that are required by law, does the Company plan to set up other Board committees?</p> <p>(3) Has the Company established regulations governing board performance evaluation and the method of evaluation? Are performance evaluations conducted every year with the outcomes of the performance evaluation reported to the Board of Directors and used as a</p>	<p>See Page 14~17 of the annual report.</p> <p>The various functional committees’ responsibilities were defined clearly and definitely, and the committees executed related motions pursuant to laws. The Company will establish other functional committees pursuant to laws, or if necessary.</p> <p>The Company’s corporate governance unit will propose a motion to the Board of Directors in order to establish the regulations governing evaluation on performance of the Board of Directors this year, so as to conduct self-assessment or peer review and take the performance evaluation result into account when determining payable remuneration. Notwithstanding, before the regulations are established, the corporate governance unit shall assess and record the entire operations of the Board of Directors honestly, and measure the overall performance of the Board of Directors in terms of the following six major aspects, as the reference for formation of the Board members:</p> <p>1. The directors’ grasp of the Company’s goals and missions.</p>

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<p>reference in deciding the remuneration of individual directors and their nomination for re-appointment?</p>	<p>2. The directors' recognition of director's duties. 3. The directors' degree of participation in the Company's operations. 4. The directors' management of internal relationships and communication. 5. The directors' professionalism and continuing professional education. 6. Internal control</p> <p>Meanwhile, with respect to the Company's related annual policies, Remuneration Committee would periodically review the policies, systems, standards, and structures for performance evaluation and remuneration for directors and managerial officers. The employee performance evaluation system should be combined with corporate social responsibility policies. The remuneration to directors, presidents and insiders would be reviewed by the Committee periodically each year and submitted to the board of directors for discussion and resolution.</p>
<p>(4) Does the Company regularly evaluate its external auditors' independence?</p>	<p>The motion for evaluation on the independence, eligibility, and contents of service and remuneration 2019 about appointment of Ya-Huei Cheng and Chih-Cheng Hsieh, CPAs conducted by the Company once a year was approved upon resolution of the Audit Committee and board of directors on August 8, 2019.</p> <p>The evaluation procedure for independence and eligibility is summarized as following:</p> <ol style="list-style-type: none"> 1. The CPA has no direct or indirect financial interest relationship with the Company. 2. The CPA has no financing or guarantee relationship with the Company or the Company's directors. 3. The CPA has no close business relationship and potential employment relationship with the Company. 4. The CPA and its audit team members do not hold, or didn't hold in the most recent two years, the position as director or managerial officer of the Company or any position that has significant influence on the audit. 5. The CPA doesn't provide any non-auditing services that might affect the audit directly. 6. The CPA doesn't act as a broker of the stock or other securities issued by the Company. 7. The CPA doesn't act as the Company's advocate, or settle the dispute between the Company and a third party on behalf of the Company.

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	<p>8. The CPA has no kinship relationship with any of the Company's directors or managerial officers, or any persons who hold the position that might affect the audit materially.</p> <p>The corporate governance unit would maintain the fair two-way communication with the team delegated by the CPA firm and related unit periodically. The CPA's audit/review also complies with the independence requirements defined in the Bulletin of Norm of Professional Ethics for Certified Public Accountant of the Republic of China No. 10 to ensure reliability of the public financial information, communicate the auditors' work, and verify the Company's material risk and the management's approaches to mitigate risk.</p>
<p>4. If a TWSE/TPEX listed company, is there an adequate number of corporate governance personnel, and a chief corporate governance officer appointed in charge of corporate governance affairs (including but not limited to furnishing information required for business execution by directors and supervisors, assisting directors and supervisors with legal compliance, handling matters relating to board meetings and shareholders meetings in accordance with the law, and producing minutes of board meetings and shareholders meetings)?</p>	<p>Since the Company's "Corporate Governance Best-Practice Principles" passed by the Board of Directors on August 6, 2015, Mr. Shih-Shieh Chang has held the position as the Corporate Governance Officer concurrently. Upon approval of the Board of Directors on March 14, 2019, the Company assigned the corporate governance unit officially and appointed VP Shih-Shieh Chang to hold the position as Corporate Governance Officer concurrently. All of the staff dedicated in processing related affairs hold the experience in holding the position as the management at the legal affairs, finance, shareholders service or corporate governance units in securities, financial and futures firms or public companies for at least three years, which afford to ensure their effective exercise of duties about corporate governance free from any conflict of interest or violations of the internal control system. In 2019, the relevant practices include the following, which were all held complying with laws:</p> <ol style="list-style-type: none"> 1. Conducting the related matters of board meeting and shareholders meeting according to the law. 2. Taking the meeting minutes of board meeting and shareholders meeting. 3. Assisting the directors in onboarding and continuous education. 4. Providing the directors with the information relating to perform the duties. 5. Assisting the directors to comply with the law and regulation. 6. Other matters listed in articles of incorporation or contracts.

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	<p>To assist in reminding directors when they execute the business or approving a formal resolution during Board of Directors meeting, they should comply with the laws and regulations and related suggestions. Responsible for reviewing the important information releasing issues over vital resolutions of the board of directors meeting and ensure the lawfulness and correctness of the published contents in a timely manner after the board of directors meeting to protect investors' right on equivalence of transaction information. VP Shih-Shieh Chang will continue to attend the continuing education and training about corporate governance. For details, are listed in the table below. The additional details, if any, will be disclosed on the Company's official website.</p>																							
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<p>5. Has the Company established a means of communicating with its Stakeholders or created a Stakeholders Section on its Company website? Does the Company respond to stakeholders' questions on corporate responsibilities?</p>	<p>The Company's has set up the stakeholder section on its official website. The up-stream suppliers or contractors outside the organization may verify the laws and regulations related to products through procurement. Customers may verify the status of the Company and products via the customer service mailbox/hotline/sales representatives. The other stakeholders, such as investors/banks/government authorities, may follow up the Company's latest financial information or other information via the Company's official website, TV interview and media report.</p> <p>The stakeholders may contact the Company via the following website: https://www.epistar.com/EpistarTw/contact</p>															
<p>6. Has the Company appointed a professional registrar for its Shareholders' Meetings?</p>	<p>The professional shareholder service agent, Horizon Securities, was appointed to handle the affairs related to shareholders' meetings on behalf of the Company. Shareholder Service Agency department of Horizon Securities is also commissioned to tally and verify the proxies on behalf of the Company.</p>															
<p>7. Information Disclosure (1) Has the Company established a corporate website to disclose information regarding its financials, business and corporate governance status?</p>	<p>The Company's homepage has set up the sections exclusive for investors' shareholder service and customer service. The related messages may be accessed in the news and CSR sections.</p>															

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<p>(2) Does the Company use other information disclosure channels (e.g. maintaining an English-language website, designating staff to handle information collection and disclosure, appointing spokespersons, webcasting investors conference etc.)?</p> <p>(3) Did the Company publish and report its annual financial report within two months after the end of a financial year, and publish and report its financial reports for the first, second, and third quarters as well as the operating status for each month before the specified deadline?</p>	<ul style="list-style-type: none"> ● The Company has set up the English version of its homepage. ● Dedicated personnel designated to collect information and periodically update the homepage. ● Contact information including the spokesman system rider@epistar.com; robin_yu@epistar.com ● Search the information about investor conferences Visit the official website: IR/Financials/Investor Conference <p>The compilation of the 2019 annual financial report was completed by the Company by the end of February 2020. It was then signed off by the chairman, managerial officers, and chief accounting officer before being submitted to the Board of Directors at the end of February 2020 and approved. The publication and reporting of the annual financial report was also completed at the same time. Due to time constraints, the early release of financial reports for the first, second and third quarters as well as the operating status for each month will depend on the overall availability of company manpower.</p>
<p>8. Has the Company disclosed other information to facilitate a better understanding of its corporate governance practices (e.g. including but not limited to employee rights, employee wellness, investor relations, supplier relations, rights of stakeholders, directors' training records, the implementation of risk</p>	<ul style="list-style-type: none"> ● Employee's interests and rights & employee care: Please see the section about management-labor relationship in the annual report (Pages 116~124). ● The Company has established the Investor Relations department, and posted the contact information thereof on the Company's official website. The department is dedicated to processing shareholders' suggestions and answering investors' questions. ● Suppliers are identified as the important partners helping the Company's sustainable development, as the Company works with the suppliers to achieve the win-win situation and pursue the corporate sustainability and growth jointly. In 2018, the Company enacted the supplier management procedures and supplier evaluation operating procedure, and had the procurement, quality and related units

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<p>management policies and risk evaluation measures, the implementation of customer relations policies, and purchasing insurance for directors)?</p>	<p>appraise the suppliers' quality, competitiveness, delivery period and prohibition from using hazardous substances. The evaluation result served as the basis for management of the risk over suppliers. The supplier quality system evaluation categorized the suppliers into four grades, namely A (≥ 90 points), B ($\geq 75 \sim < 90$ points), C ($\geq 60 \sim < 75$ points) and D (less than 60 points). If the evaluation result showed Grade C, it would be necessary to strengthen the counseling and improvement with respect to the supplier's management team, and then give scores after the counseling. If the supplier still failed to attain Grade B, it should be identified as Grade D supplier. In 2019, the Company adjusted the frequency of audit and added the audits on the equipment/spare parts suppliers in response to the requirements under IATF. As a result, the Company completed the evaluation on a total of 65 suppliers, including 4 Grade A suppliers who were held qualified and excellent, 60 Grade B suppliers and 1 Grade D supplier. A score of less than 60 indicates a high level of risk in the production environment and operating method. Such suppliers are to be removed and barred from future transactions.</p> <ul style="list-style-type: none"> ● The Company has established the stakeholder section. For the time being, the Company identifies 7 major stakeholders, including employees, shareholders/investors/bank, corporate accounts, contractors, suppliers, governmental authorities and outsourcers, et al., who may keep in touch with the Company or submit any suggestions and complaints via various communication channels. ● For the status of directors' continuing education, please see Pages 70~72 of the annual report. For the risk management policies, et al., please see Chapter 7. Review of Financial Conditions, Financial Performance, and Risk Management Pages 142~144, "Information Security Management Review Committee" Pages 151~155, and "Trade Secrets Committee" Pages 155~156. ● With respect to health and safety of the product, marketing communication, customers' satisfaction, compliance with laws and customers' privacy, the customers may utilize questionnaire, customer service email box, customers' satisfaction survey and the Company's official website, et al. Meanwhile, the operating center's staff may visit customers or attend related fairs from time to time to facilitate a better understanding of customers and the market development orientation.

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	<ul style="list-style-type: none"> ● EPISTAR maintains D&O Insurance for its directors and officers: The motion for the insured value, coverage, and premium of the renewed directors’/supervisors’ liability insurance was submitted to the board of directors on November 14, 2019. <table border="1" data-bbox="772 352 2054 598"> <thead> <tr> <th data-bbox="772 352 1028 400">Objects</th> <th data-bbox="1032 352 1489 400">Company</th> <th data-bbox="1494 352 1733 400">Amount</th> <th data-bbox="1738 352 2054 400">Duration</th> </tr> </thead> <tbody> <tr> <td data-bbox="772 403 1028 499">All Directors</td> <td data-bbox="1032 403 1489 499">Insurance Company of North America, Taiwan Branch</td> <td data-bbox="1494 403 1733 499">USD \$15,000,000</td> <td data-bbox="1738 403 2054 499">August 25, 2018 ~ August 25, 2019</td> </tr> <tr> <td data-bbox="772 502 1028 598">All Directors</td> <td data-bbox="1032 502 1489 598">Insurance Company of North America, Taiwan Branch</td> <td data-bbox="1494 502 1733 598">USD \$20,000,000</td> <td data-bbox="1738 502 2054 598">August 25, 2019 ~ August 25, 2020</td> </tr> </tbody> </table>				Objects	Company	Amount	Duration	All Directors	Insurance Company of North America, Taiwan Branch	USD \$15,000,000	August 25, 2018 ~ August 25, 2019	All Directors	Insurance Company of North America, Taiwan Branch	USD \$20,000,000	August 25, 2019 ~ August 25, 2020
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<p>9. The improvement status for the result of Corporate Governance Evaluation announced by Taiwan Stock Exchange:</p> <p>(1)According to the result of Corporate Governance Evaluation of the 5th term announced by Taiwan Stock Exchange, the Company was one of the companies ranking in the first 6%~20%. Notwithstanding, the result of Corporate Governance Evaluation of 6th term has not yet been announced before the date of publication of the annual report.</p> <p>(2)The Company has assigned the corporate governance unit. Vice President Shih-Shieh Chang holds the position as Corporate Governance Officer responsible for supervising the unit. All of the staff dedicated in processing related affairs held the experience in managing legal affairs, finance and shareholders service in public companies for at least three years.</p> <p>(3)All of the directors have completed the continuing education of the hours required under the “Directions for the Implementation of Continuing Education for Directors and Supervisors of TWSE Listed and TPEX Listed Companies” in 2019.</p> <p>(4)The directors’ meeting called by the Company will be pre-arranged annually. Where it is impossible for any directors to attend the meeting, the director may still communicate and understanding the related motion in advance and issue a proxy to express his/her opinion. Where the directors’ meeting date is changed temporarily, the Company will try its best to set the meeting on the date on which the director might be available to increase the whole directors’ attendance rate.</p>																