

Program Planning for Directors' Continuing Education

I. Introduction:

The Corporate Governance Center has referred to the plans and projects of corporate governance and established the directors' continuing education based on which training units cooperate and share the work to provide the programs with the goals to strengthen directors' capabilities and the operation of the board of directors in order to enhance directors' professionalism and raise their awareness on corporate governance.

II. Director's required capabilities:

As stated in Article 20 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies, the board of directors shall possess the following abilities: ability to make operational judgments; ability to perform accounting and financial analysis; ability to conduct management administration; ability to conduct crisis management; knowledge of the industry; an international market perspective; ability to lead; and ability to make policy decisions. These abilities will enable them to help a TWSE/TPEX listed company create a good corporate governance system and further promote a healthy development of the securities market.

Directors are expected to have a clear understanding of his or her legal obligations and responsibilities. When performing services, a director needs to follow the requirements set forth in the articles of incorporation, the Company Act and other laws and regulations. Directors should improve the efficiency and performance of a board meeting, foster cooperation between the board and the operation team. Directors need to gain knowledge and develop skills on trainings of talents, planning for development of successors, and establishment of a good communication channel between directors and related parties. Directors are also expected to provide the company with a good strategic perspective and conduct risk reviews to make directors to have professional skills in finance, risk management, sales and business, commerce, legal affairs, accounting, sustainable development, and/or internal control system so that directors will be able to assist in the company's governance and operation and establish an efficient team.

III. Planning of directors' continuing education:

In view of the skills and capabilities required for directors, when planning a core program and specialized program and determining the hours continuing education in the Directions for the Implementation of Continuing Education for Directors and Supervisors of TWSE Listed and TPEX Listed Companies (the "Implementation Directions"), it is advisable the Corporate Governance Center consider the result of performance evaluation of the board of directors, to ensure directors will have the specialized knowledge to be taught at the core program of the directors' continuing education, and actively attend the specialized programs in the directors' continuing education to improve their specialized knowledge and ability and to assist in effective operation of the board of directors. Details of the program planning are in Schedules 1 and 2.

Schedule 1:**Core Program**

	Program Themes	Course Examples
1	Legal obligations and responsibilities of directors	Company Act, Securities and Exchange Act, and other applicable laws and regulations
2	Structure and operation of the board	Election of directors, establishment and operation of various functional committees
3	Improvement of efficiency and performance of board meetings	How meetings are conducted by the board of directors and functional committees, meeting quality, agenda planning, evaluation of efficiency and performance, etc.
4	Finance and accounting	Financial statement, International Financial Reporting Standards, business mergers and acquisitions, etc.
5	Sustainable development	Information security, corporate sustainability, sustainability report, climate change and other topics relating to environmental, social, and governance (ESG)

Schedule 2:**Specialized Program**

	Program Themes	Course Examples
1	Relationship and cooperation of board members and the management team	Election and appointment of members of the operation team, training of talents, planning for development of successors, etc.
2	Board of director's meeting and shareholders' meeting affairs	How a board of director's meeting and a shareholders' meeting are proceeded, improve the relationship of board of directors and shareholders and related parties, etc.
3	Business and commerce of the industry where the company does business	Industrial trend, international management, etc.
4	Risk management, internal control, digital governance	Business risk management, quality management of internal control and supervision and internal audit, management of intellectual property, etc.
5	Others	Programs on improvement of corporate governance, sustainable development, ethical management, etc. provided by various training organizations