

**Taiwan Mobile Co., Ltd. (“the Company”)**

**Rules and Procedures on Evaluating Board of Directors’ Performance**

Officially resolved by the Board of Directors on October 26, 2006

First amendment on January 25, 2007

Second amendment on April 30, 2009

Third amendment on October 27, 2011

Fourth amendment on October 28, 2016

Article 1: The rules are established to enhance the performance of Company’s board of directors (“Board”).

Article 2: The Company shall conduct a Board performance evaluation and provide opinions (questionnaire as attached) at the end of each year (and an external performance evaluation shall be conducted by an external professional institution, external experts or other applicable methods at least once every three years). The Remuneration Committee shall summarize and analyze the evaluation and report to the Board.

Article 3: Board performance evaluation items include but are not limited as follows:

1. Board Structure and Composition;
2. Board Process;
3. Information Provided to Board;
4. Board Members’ Participation and Contribution;
5. Board’s Relationship with Management and External Consultants; and
6. Board’s Participation in Corporate Social Responsibility (CSR).

Article 4: Any matters not set forth herein shall be subject to relevant laws and regulations.

Article 5: The rules and any amendments hereto, shall come into in force after adoption by a resolution of the Board.