

Acer Incorporated

Regulations Governing Procedures for Board of Directors Meetings

- Article 1 In order to establish a sound governance system, to promote the integrity of the supervising function and to strengthen the management power of the Company, these “Regulations Governing Procedure for Board of Directors Meetings” (these Regulations) are executed to be followed by the Company.
- Article 2 The main agenda items, operational procedures, required content of meeting minutes, public announcements, and other compliance requirements for Board meetings of the Company shall be handled in accordance with these Regulations.
- Article 3 The Board of Directors shall meet at least quarterly. The reasons for calling a Board meeting shall be notified to each director at least seven days in advance. In emergency circumstances, however, a Board meeting may be called on shorter notice. The notice of Board meeting in this Article may be sent via electronic means with respective Board member’s consent.
- Article 4 A Board meeting shall be held at the location and during the business hours of the Company, or at a place and time convenient to all directors and suitable for holding such a meeting.
- Article 5
1. The Board of Directors of the Company hereby appoints the “Secretary Office of the Board” (the “Secretary”) to be in charge of and handle the administrative affairs for the Board, including preparation of the Board meetings.
 2. The Secretary shall prepare agenda items for the Board meetings and provide sufficient pre-meeting materials, to be sent together with the notice of the meeting.
 3. The Secretary shall make appropriate and sufficient supplement at all time when requested by any one of the members of the Board with respect to any proposal, report, representation or other matters to be discussed by, reported to or presented before the Board meetings. By a resolution adopted by the Board, instituted by one member of the Board, for the cause of insufficiencies in the supporting documents and information pertaining to a proposal before the Board, the deliberation of such proposal may be deferred to the next Board meeting.
- Article 6 Agenda items for Board meetings shall be in accordance with the applicable laws, regulations and the Company’s Articles of Incorporation;

and agenda items for regular board of directors meetings shall include at least the following:

- (1) Reports:
 - (i) Minutes of the last meeting and actions arising.
 - (ii) Reporting on important financial and business matters.
 - (iii) Reporting on internal audit activities.
 - (iv) Other important matters to be reported.
- (2) Discussions:
 - (i) Items discussed and continued from the last meeting.
 - (ii) Items for discussion at this meeting.
- (3) Extraordinary motions.

Article 7

1. The Company shall submit the following items for discussion by the board of directors:
 - (1) Corporate business plan.
 - (2) Annual and semi-annual financial reports. However, half-year financial reports which are not required by law to be audited by accountants are excluded.
 - (3) Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act and an assessment of the effectiveness of internal control system.
 - (4) Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.
 - (5) The offering, issuance, or private placement of any equity-type securities.
 - (6) The appointment or discharge of a financial, accounting, or internal audit officer.
 - (7) Donation to associated person or material donation to non-associated person; however, donations for charitable purposes

in case of emergency arising from major natural disaster may be submitted for approval in the next Board meeting.

- (8) Any matter required by Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders' meeting or board of directors meeting, or any such significant matter as may be prescribed by the competent authority.
2. The "associated person" in paragraph (7) of the previous paragraph refers to the associated person as defined in the "Regulations Governing the Preparation of Financial Reports by Securities Issuers". The material donation to non-associated person means donation on each account exceeding, or accumulated donation to one single person within one year exceeding, NT\$100 million, or 1% of the net revenue or 5% of the paid-in capital in the latest audited financial reports.
3. The "one year" as set out in the previous paragraph means the one year period immediately preceding the date of the respective Board meeting; however, such one year period shall not apply to donation which has been approved by the Board.
4. The agenda items set out in the 1st paragraph shall be specified in the notice of the reasons for calling a Board meeting; none of them may be raised by an extraordinary motion except in the case of an emergency or legitimate reason.
5. Where there is an independent director appointed by the Company, the application of these Regulations shall be handled in accordance with the applicable laws and regulations when it is otherwise specified thereof and there shall be at least one independent director attending board meetings in person; and all independent directors shall attend any board meeting concerning a matter specified in paragraph 1 that requires a resolution by the board of directors , or shall appoint another independent director to attend as his or her proxy. If an independent director objects to or expresses reservations about the matter, it shall be recorded in the board meeting minutes; an independent director intending to express objection or reservations but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the meeting minutes.

Article 8 Apart from matters referred to in paragraph 1 of the preceding article, which are required to be submitted for discussion by the board of directors, when the board of directors delegates any exercise of its powers pursuant to laws or regulations or the company's articles of incorporation, matters

such as the level and substance of the delegation shall be concretely and specifically set out.

Article 9

1. When a Board meeting is held, an attendance book shall be made ready for signature by directors attending the meeting and materials related to the Board meetings shall be made available for reference by the Secretary.
2. All Board directors shall attend Board meetings in person; if attendance in person is not possible, they may, in a manner compliant with the Company's Articles of Incorporation, appoint another director to attend in their place. Attendance via tele- or video-conference is deemed as attendance in person.
3. A director appointing another director to attend a Board meeting in his or her place shall in each case give to that director a written proxy stating the scope of authorization with respect to the reasons for meeting.
4. A proxy under the preceding two paragraphs may accept a proxy from one person only.

Article 10

1. The Board meetings shall be called and chaired by the Chairman of the Board. However, the first meeting of each newly elected Board of Directors shall be called and chaired by the director who received votes representing the largest portion of voting rights at the shareholders' meeting in which the directors were elected; if there are two or more directors so entitled to call the meeting, they shall choose one person by and from among themselves to do so.
2. When the Chairman of the Board is on leave or for any reason is unable to exercise the powers of the Chairman, a director designated by the Chairman shall do so in place of the Chairman, or, if there is no designated director, by a director elected by and from among themselves.

Article 11 When holding a Board meeting, the Company may, as necessary for the agenda items of the meeting, notify the staff from subsidiary(ies) to attend the meeting as nonvoting participants. When necessary, the Company may also invite certificated public accounts, attorneys, or other professionals to attend as nonvoting participants and give explanations. However, such nonvoting participants shall leave the Board meeting during discussion and voting process of the Board.

Article 12

1. When the time of a meeting has arrived and one-half all Board directors are not present, the meeting Chairman may announce postponement of the meeting time, provided that only two postponements, in combined total of not more than one hour, may be made. If the quorum is still not met after two such delays, the Chairman shall re-call the meeting following the procedures provided in Article 3.
2. The term "all Board directors" as used in the preceding paragraph and in Article 17, paragraph 2, subparagraph (2) shall be calculated as the number of directors then in office.

Article 13

1. The proceedings of a Board meeting shall be conducted in a predetermined order of agenda items as stated in the meeting notice. However, the order may be changed with the approval of a majority of directors present at the meeting.
2. Before the predetermined agenda items under the preceding paragraph as well as extraordinary motions, the meeting Chairman may not declare the meeting closed unless with the approval of a majority of directors present at the meeting.
3. If at any time during the proceeding of a Board meeting the directors sitting at the meeting are not more than half of the directors present at the meeting, then upon motion by the directors sitting at the meeting, the Chairman shall declare a suspension of meeting, in which case the preceding article shall apply mutatis mutandis.

Article 14

1. When the Chairman at a Board meeting is of the opinion that a matter has been sufficiently discussed to a degree of putting to a vote, the Chairman may announce the discussion closed and bring the matter to vote.
2. Each director shall have one vote. The method of voting on matters at Board meetings will be designated by the Chairman. However, if directors sitting at the meeting disagree the designated method of voting, the Chairman shall inquire directors sitting at the meeting and designates the method of voting according to the majority opinion:
 - (1) to vote by a show of hands or to vote by voting implements.
 - (2) to vote by roll-call.
 - (3) to vote by a ballot.

- (4) to vote by any other method.
3. When a matter comes to a vote at a Board meeting, if upon inquiry by the Chairman no director voices an objection, the matter is deemed approved, as if it has been approved by vote.
4. When necessary, persons for supervising the casting of votes and the counting for resolutions shall be designated by the Chairman, provided, however, that the person supervises the casting of vote shall be a director. The result of resolution(s) shall be announced in the meeting and recorded in the meeting minutes.

Article 15

1. Except as otherwise stated in the applicable laws and regulations, a resolution on a matter at a Board meeting requires the approval of a majority of the directors present at the meeting that shall be attended by a majority of all directors.
2. When the same resolutions have other revised or substituted resolution, the Chairman shall combine the revised or substituted resolution with the original one and decide the order to vote. If one of them has been resolved, other resolutions are deemed to vote and they are no needed to vote again.

Article 16

1. If a Board director or the juristic person which he/she represents has a personal interest in an agenda item, such director shall explain its key content in the respective Board meeting; if such personal interest is likely to prejudice the interest of the Company, such director is prohibited from participating in discussion of or voting on the relevant agenda item, and further, shall recuse himself/herself by leaving the meeting during discussion and voting on that item and may not act as another director's proxy to exercise voting rights on that matter.
2. In passing a resolution at a Broad of Directors' Meeting, where a Board director is prohibited by the preceding paragraph from exercising voting rights shall not be counted in the number of votes of directors present at the meeting.

Article 17

1. Minutes shall be prepared of the discussions at Board meetings; the meeting minutes shall record the following factually in accordance with the applicable laws and regulations:
 - (1) Session (or year), time, and place of meeting.
 - (2) Name of the meeting chair.

- (3) Attendance of directors at the meeting, specifying the names and number of members present, excused, and absent.
 - (4) Names and titles of those attending the meeting as nonvoting participants.
 - (5) Name of minutes taker.
 - (6) Matters reported on.
 - (7) Agenda items: specify the resolution method and result for each proposal, the summary of the comments made by directors, experts, or any others at the meeting, and the name of, and explanation to the key content of the personal interest of, the director(s) with personal interest as provided in Article 16, paragraph 1 above, the reason for recusal or non-recusal of such director(s) and the execution thereof, and specify any objections or reservations expressed by directors, experts, or any others at the meeting that has been included in records or stated in writing, and any opinion issued in writing by an independent director under paragraph 5 of Article 7.
 - (8) Extraordinary motions: specify the name of the mover, the resolution method and result for each motion, the summary of the comments made by directors, experts, or any others at the meeting, and the name of, and explanation to the key content of the personal interest of, the director(s) with personal interest as provided in Article 16, paragraph 1 above, the reason for recusal or non-recusal of such director(s) and the execution thereof, and specify any objections or reservations expressed by directors, experts, or any others at the meeting that has been included in records or stated in writing.
 - (9) Other matters required to be recorded.
2. In the event that the Company appoints independent directors or establishes an audit committee, any of the following matters in relation to a resolution passed at a Board meeting shall be stated in the meeting minutes and within two days of the meeting be published on an information reporting website designated by the competent authority:
- (1) Any matter about which an independent director expresses an objection or reservation that has been included in records or stated in writing.
 - (2) Any matter adopted with the approval of two-thirds or more of all Board directors without having been passed by the audit committee.

3. The attendance book forms a part of the minutes for each Board meeting and shall be preserved permanently.
4. The minutes of a Board meeting shall bear the signature or seal of both the meeting Chairman and the minutes taker; a copy of the minutes shall be distributed to each director within 20 days after the meeting and well preserved as important company records during the existence of the Company.
5. The production and distribution of the meeting minutes may be done in electronic form.

Article 18

1. For the official record the Secretary shall take full record in either audio or video (with audio) formats of the entire proceedings, processes, and discussion of any and all Board meetings, and preserve and safe-keep such records, might be preserved in electronic forms, for at least five years.
2. If before the end of the preservation period referred to in the preceding paragraph a lawsuit arises with respect to a resolution of a Board meeting, the relevant audio or video recordings shall be preserved for a further period, in which case the preceding paragraph does not apply.
3. Where a Board meeting is held via tele- or video-conference, the audio or video recordings of the meeting form a part of the meeting minutes and shall be preserved permanently.

Article 19 The directors shall carry out fiduciary duty of loyalty as well as duty of due diligence; and shall, in compliance with the laws and the Incorporation, participate in the operations of the Board of Directors.

Article 20 These Regulations and amendments shall come into force after resolved by the Board of Directors.

Article 21 The Procedures were enacted by Board of Directors on December 29, 2006
The first amendment was made on August 28, 2008
The second amendment was made on October 24, 2012
The third amendment was made on March 27, 2014, and come into force upon the expiration of current supervisors' tenure in June, 2014
The fourth amendment was made on August 10, 2017