

Acer Incorporated

Remuneration Committee Charter

Article 1 Basis

This “Remuneration Committee (the “Committee”) Charter” is prescribed in accordance with the Securities and Exchange Act and competent laws and regulations enacted by the government authorities.

Article 2 Composition, Number and Term of the Committee Members

- 2.1 The Committee shall consist of no fewer than three (3) members appointed by the Board of Directors from candidates who are qualified in accordance with related laws and regulations.
- 2.2 At least one (1) Independent Director shall join the Committee and be elected by all Committee members as Convener and Chair of the Committee (“Convener” or “Chair”).
- 2.3 The term of the Committee members is the same as Board of Directors.
- 2.4 In case any Committee member is removed for any reasons which results the number of the Committee members less than three (3), the successor shall be appointed by Board of Directors meeting within three (3) months.
- 2.5 The Committee hereby appoints the Human Resource Function as the “Secretary of the Committee” (the “Secretary”) to be in charge of and handle the administrative affairs for the Committee.

Article 3 Committee Duties

- 3.1 The Committee members shall perform their following duties with the care of a good administrator and in good faith, and submit proposals to the Board for discussion and resolution.
 - (1) Determine and regularly review the performance evaluation and remuneration strategies, policies, standard, structures of Board directors and Company officers.
 - (2) Determine and review the remuneration of Board directors and Company officers.
- 3.2 The Committee shall execute their duties subject to below principles:
 - (1) Board directors and Company officers’ performance appraisal

and remuneration shall refer to industrial majority standard, and considering the reasonable link to individual performance, company performance, and company future risk.

(2) To avoid misleading Board directors and Company officers to take action, which is beyond the controllable risk of the company, to chase for higher remuneration.

(3) The percentage of short-term performance bonus and the payment schedule of partial variable bonuses shall be considered by referencing the industry practice and business nature of the Company.

(4) To be in compliance with related laws and regulations.

3.3 The remuneration items mentioned in 3.1 & 3.2 shall include: cash reward, stock option, profit sharing stock grant, retirement benefit, severance payment, all kinds of allowances, and any other true rewards of the Company. The scope shall be consistent with the remuneration disclosure on Company annual report for Board directors and Company officers.

Article 4 Meeting, participation, and invitation of nonvoting participant

4.1 The Committee shall meet at least twice a year.

4.2 The reasons for calling a meeting shall be notified to Committee members at least seven (7) days in advance. In emergency circumstances, however, a Committee meeting may be called on shorter notice.

4.3 The meeting agenda shall be proposed by the convener, but the rest Committee members can also propose. The agenda will be notified to all Committee members by the "Secretary" in advance of the meeting.

4.4 When a Committee meeting is held, an attendance book shall be made ready for signature by all members attending the meeting and kept well for future audit.

4.5 If the convener cannot attend the meeting in person, he may appoint another Board independent director in the Committee to act on his/her behalf. If there is no other Board independent director in the Committee, the convener may appoint any other Committee members to act on his/her behalf. If the convener fail to appoint anyone on his/her behalf, the rest Committee members may elect one (1) from each other to act on his/her behalf.

- 4.6 All Committee members shall attend Committee meetings in person; If any Committee members cannot attend the meeting in person, they may appoint another Committee member to attend on his/her behalf. The attendance via video conference is deemed the same as attendance in person.
- 4.7 A Committee member appointing another member to attend a Committee meeting in his/her or her place shall in each case give to that Committee member a written proxy stating the scope of authorization with respect to the reasons for meeting. A proxy may accept a proxy from one person only.
- 4.8 When holding a Committee meeting, the Company may, as necessary for the agenda items of the meeting, notify non-director officers from relevant departments 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.

Article 5 Meeting Rules

- 5.1 When the time of a meeting has arrived and one-half all Committee Members are not present, the Chair may announce postponement of the meeting time, provided that only two (2) postponements, in combined total of not more than one (1) hour, may be made. If the quorum is still not met after two (2) such delays, the Chair shall re-call the meeting following the procedures provided in Article 4.
- 5.2 The proceedings of a Committee 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 Committee members present at the meeting.
- 5.3 When the Chair considers that a matter has been sufficiently discussed to a degree of putting to a vote, the Chair may announce the discussion closed and bring the matter to vote. The method of voting on matters at Committee meetings will be designated by the Chair. However, if directors sitting at the meeting disagree the designated method of voting, the Chair 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
 - (2) to vote by roll-call.

- (3) to vote by a ballot.
- (4) to vote by any other method.

5.4 Any matter shall be approved by more than one-half vote from all the Committee members. When a matter comes to a vote, if upon inquiry by the Chair and no member voices an objection, the matter is deemed approved, as if it has been approved by vote. The resolution(s) shall be announced in the meeting and recorded in the meeting minutes.

Article 6 Meeting minutes

6.1 Minutes shall be prepared of the discussions at Committee 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 Chair.
- (3) Attendance of Committee members 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, and summarize the comments made by, and specify any objections or reservations expressed by the Committee members.
- (8) Extraordinary motions: specify the name of the mover, the resolution method and result for each motion, and summarize the comments made by, and specify any objections or reservations expressed by, Committee members, experts, or any others at the meeting that has been included in records or stated in writing.
- (9) Other matters required to be recorded.

6.2 In the event that any Committee members expresses an objection or reservation toward any resolutions that has been included in records or stated in writing, these objection or reservation should be stated in the meeting minutes and within two (2) days of the meeting be published on an information reporting website designated by the

competent authority.

6.3 The attendance book forms a part of the meeting minutes.

6.4 The meeting minutes shall bear the signature or seal of both the Chair and the minute taker; a copy of the meeting minutes shall be distributed to each Committee members within twenty (20) days after the meeting, and report to the Board and well preserved as important company record for five (5) years.

6.5 In before the end of the preservation period referred to the preceding paragraph a lawsuit arises with respect to anything related to the Committee, the meeting minutes should be preserved until the lawsuit is completely closed.

6.6 The production and distribution of 6.1 mentioned meeting minutes may be done in electronic form.

6.7 Where a Committee meeting is held via tele- or video-conference, the audio or video recordings of the meeting form a part of the meeting minutes.

Article 7 Execution and Resources from the Company

7.1 The Committee may authorize the Convener or any Committee member to execute the decided items. The Convener or Committee members may authorize or assign the Secretary to process or support the execution, and report to the Committee in writing during execution period; and if necessary, submit competent items in the next Committee meeting for subsequent ratification or update.

7.2 The manpower, administration, office and competent resources that the Committee need to call meeting, conduct meeting, execute resolution shall be provided by the Company.

7.3 The Committee, by resolution, may hire attorneys, certificated public accountants, or any other expert to provide necessary audit, consultant services with respect to Committee duties, the expense shall be paid by the Company.

Article 8 Others

8.1 For the reporting and disclosure item regulated by law, or any matter not specified herein, relevant laws and regulation of the republic of China shall govern.

8.2 This Charter and amendments shall come into force after resolved by the Board of Directors.

Article 9 These regulations were approved on August 31, 2011.

The first amendment was made on March 27, 2014, and come into force upon the expiration of current supervisors' tenure in June, 2014.