

Realtek Semiconductor Corporation
Regulations Governing the Board Performance Evaluation
(Translation)

Date: 2019.10.31

Article 1

To implement corporate governance and enhance the Company's board functions, and to set forth performance objectives to improve the operation efficiency of the board of directors, the regulations are established pursuant to Article 37 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies for compliance.

Article 2

The general evaluation cycles, evaluation periods, scope and method of evaluation, the unit conducting evaluations, evaluation procedures and other matters for compliance under the Company's regulations governing the board performance evaluation shall be s shall be handled in accordance with the provisions of the regulations.

Article 3

The Company's board of directors shall conduct an internal board performance evaluation every year. Internal board performance evaluations shall be completed before the end of the first quarter of the following year.

Article 4

The Company's board evaluation scope covers the evaluation of the board as a whole, individual directors and functional committees.

Methods of evaluations include the internal evaluation of the board, self-evaluation by individual board members, or other appropriate methods.

Article 5

The unit conducting performance evaluations of the Company's board of directors is nominating committee.

Article 6

The procedures for the Company's board performance evaluation are as follows:

1. Before the end of a year, the units performing evaluations will collect information about the activities of the board of directors and distribute self-evaluation questionnaires to be completed.
2. The unit responsible for evaluation will collect all information, confirm scores based on the evaluation indexes, record the evaluation results in a report, and submit the report to the board of directors for discussion and improvement.

Article 7

The Company shall take into consideration its condition and needs when establishing the criteria for evaluating the performance of the board of directors, which should cover, at a minimum, the following five aspects:

1. Participation in the operation of the company;
2. Improvement of the quality of the board of directors' decision making;
3. Composition and structure of the board of directors;
4. Election and continuing education of the directors; and
5. Internal control.

The criteria for evaluating the performance of the board members should cover, at a minimum, the

following six aspects:

1. Alignment of the goals and missions of the company;
2. Awareness of the duties of a director;
3. Participation in the operation of the company;
4. Management of internal relationship and communication;
5. The director's professionalism and continuing education; and
6. Internal control.

The criteria for evaluating the performance of functional committees should cover, at a minimum, the following five aspects:

1. Participation in the operation of the company;
2. Awareness of the duties of the functional committee;
3. Improvement of quality of decisions made by the functional committee;
4. Makeup of the functional committee and election of its members and
5. Internal control.

The indexes of board performance evaluation shall be determined based on the operation and needs of the Company and suitable and appropriate for evaluations by the Company, subject to regular reviews and constructive comments of the nominating committee.

Scoring criteria may be modified and adjusted based on the Company's needs. The weighted scoring method may be adopted based on the aspects of evaluation.

Article 8

When electing or nominating members of the board of directors, the evaluation results of the performance of the board shall be taken into consideration.

Article 9

The Company shall disclose in its annual report whether regulations governing the board performance evaluation have been established as well as how the board performance evaluation has been conducted each year, with a description of the evaluation method provided.

Article 10

The performance evaluation regulations established by the Company shall be fully disclosed on the Market Observation Post System (MOPS) and the Company's website at all times, to be made available for consultation.

Article 11

The Company's regulations shall take effect after having been discussed and approved by the board of directors. Subsequent amendments thereto shall be effected in the same manner.