

Regulations Governing the Duties of Independent Directors of Chunghwa Telecom Co., Ltd.

All articles adopted by the 4th Board of Directors at the 4th meeting on Dec. 28, 2004.

Amended by the 4th Board of Directors at the 17th meeting on Dec. 26, 2006.

Amended by the 7th Board of Directors at the 2nd meeting on Aug. 13, 2013.

Amended by the 8th Board of Directors at the 8th meeting on November 6, 2017.

Article 1 Chunghwa Telecom Co., Ltd. (Company) has hereby determined the Regulations Governing the Duties of Independent Directors (herein referred to as these Regulations) to ensure good corporate governance and establish a sound independent director system for the Company, and enable independent directors to play an effective role in relations to the board of directors and corporate operations.

Article 2 Except as otherwise provided by law or by the Company's Articles of Incorporation, matters concerning the duties of the Company's independent directors shall be governed by these Regulations.

Article 3 At least one independent director shall attend board meeting in person; the following matters shall be submitted to the board of directors for resolution and all of the independent directors shall attend such board meeting, and where any independent director is unable to attend such board meeting in person, he/she shall appoint another independent director to attend the meeting in his or her place. When an independent director objects to or expresses reservations about any of the matters, it shall be recorded in the board meeting minutes. If an independent director intends to express an objection or reservations but is unable to attend the board meeting in person, then unless there is a legitimate reason to do otherwise, the independent director shall issue a written opinion in advance, which shall be recorded in the board meeting minutes:

1. The Company's operating plans and budget.
2. Annual and semi-annual financial reports with the exception of semi-annual financial reports that are not required under relevant laws and regulations to be audited and attested by a certified public accountant (CPA).
3. Adoption of or amendments to the internal control system pursuant to Article 14-1 of the Securities and Exchange Act and assessment of the effectiveness of the internal control system.
4. Internal Control Statement.

5. Adoption of or amendments to the procedures for handling material financial or business activities, such as acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others pursuant to Article 36-1 of the Securities and Exchange Act.
6. Matters in which a director is an interested party.
7. Asset transactions or derivatives trading of a material nature.
8. Loans of funds, endorsements, or provision of guarantees of a material nature.
9. The offering, issuance, or private placement of equity-type securities.
10. The hiring or dismissal of a certified public accountant and their compensation.
11. The appointment or discharge of a financial, accounting, or internal audit officer.
12. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation for imperative disaster relief relating to a major natural disaster may be submitted to the following board meeting for retroactive recognition.
13. Other matters required by law, or the Company's Articles of Incorporation to be approved by resolution at a shareholders meeting or a board meeting, or any matter of a material nature as prescribed by the competent authority.

The term "related party" in subparagraph 12 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means an individual donation, or cumulative donations within a 1-year period to a single recipient, in an amount of NTD100 million or more, or in an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.

The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board meeting is convened. Amounts already submitted to and passed by a resolution of board of directors are exempted from inclusion in the calculation towards NTD100 million.

Article 4 The Company shall purchase liability insurance for its independent directors.

Article 5 The Company shall set the compensation of the independent directors in its Articles of Incorporation or by a resolution of a shareholders meeting, and may

consider providing a reasonable level of compensation different from that of ordinary directors.

Article 6 All independent directors of the Company shall pursue continuing education, including attending the relevant training courses as required.

Article 7 Neither the Company nor other board members may obstruct, refuse, or evade the actions of independent directors in the performance of their duties. As they deem necessary to performing those duties, independent directors may request the board to appoint relevant personnel or to hire professionals for assistance.

Any expenses necessary to the hiring of professionals or the exercise of powers by the independent directors under the preceding paragraph shall be borne by the Company.

Article 8 These Regulations are implemented with the approval of the board of directors; so is the amendment.