

TAIWAN SEMICONDUCTOR MFG CO AGM Date: 2013-06-11

1 To accept 2012 Business Report and Financial Statements **For**

2 To approve the proposal for distribution of 2012 profits **For**

3 To Amend the Procedures for Acquisition or Disposal of Assets; Procedures for Lending Funds to Other Parties and Procedures for Endorsement and Guarantee **For**

Following amendments to the Securities Exchange Act, the Financial Supervisory Commission has amended its "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" and "Guidelines for Fund-Lending and Providing Endorsements and Guarantees by Public Companies". These amendments are also intended to facilitate the adoption of the international financial reporting standards.

Therefore, in accordance with these changes, it is proposed to revise the following internal rules: (a) Procedures for Acquisition or Disposal of Assets (b) Procedures for Lending Funds to Other Parties (c) Procedures for Endorsement and Guarantee. No serious governance concerns have been identified.