

## **Taiwan Semiconductor Manufacturing Company Limited Guidelines for Nomination of Directors**

The Board of Directors (the “Board”) of Taiwan Semiconductor Manufacturing Co. Ltd. (the “Company”) has adopted these Guidelines for Nomination of Directors (the “Guidelines”) to formalize its nomination process for prospective directors. The Board is committed to sound policies of corporate governance. As such, the purpose of the Guidelines is to describe the process by which the Board will select candidates for possible inclusion in the Company’s recommended director nominees.

### **Article 1: Candidates for Nomination**

In the event of an actual or expected Board vacancy, or prior to a regularly scheduled election, the Chairman, alone or in consultation with Board members or others, may propose candidates for membership on the Board (“Candidates”) to be evaluated by the Board in alignment with these Guidelines. Proposed Candidate names, along with relevant educational and professional information, shall be provided to the Board prior to the meeting where the Candidate(s) will be evaluated.

### **Article 2: Evaluation**

The Board shall evaluate Candidates for election by the shareholders based on, among other considerations, their professional knowledge, experience, diversity of backgrounds (including gender, age, and culture), business judgment, commitment to uphold TSMC’s core values, and reputation in both ethical conduct and leadership.

### **Article 3: Independence**

It is the Company’s goal to have the Board composed of a majority of independent directors. When a position on the Board requires independence, the Board will ensure the Candidate meets the requirements for independence under applicable laws (particularly R.O.C. laws). Independence criteria adopted by the stock exchange(s) where TSMC shares are listed shall also be considered.

### **Article 4: Director Service**

Service on the Company’s Board requires significant time and attention. The basic duties of directors include preparing for, attending and participating in all Board and applicable committee meetings, and spending the time needed to discharge their responsibilities properly. With this in mind, Directors may not serve on more than 4 other listed public company boards at any one time during his or her tenure, and shall attend all Board and applicable committee meetings unless exceptional circumstances prevail.

**Article 5: Director Tenure**

The Chairman and the Board will assess director tenure on an on-going basis to ensure the Board continues to benefit from new perspectives, taking into consideration that directors who have over time developed increasing knowledge, experience and insight into the semiconductor industry and deeper understanding of the operations of the Company can better perform their duties and provide an increasing contribution and value to the shareholders of the Company.

**Article 6: Nominations**

Following evaluation, the Board will, by majority vote, nominate Candidate(s) at a Board meeting. Shareholders may also nominate Candidate(s) in accordance with the relevant regulations. Nominated Candidates will be put forward individually for election by the shareholders at a shareholders' meeting.