

Taiwan Semiconductor Manufacturing Company Limited Nominating, Corporate Governance and Sustainability Committee Charter

There shall be a Committee of the Board of Directors (the “Board”) of Taiwan Semiconductor Manufacturing Company Limited (the “Corporation”) to be known as the Nominating, Corporate Governance and Sustainability Committee (the “Committee”) with purpose, composition, authority, duties and responsibilities, as follows:

A. Purpose of the Committee

The purpose of the Committee is to:

1. Consider and report to the Board on matters relating to the identification, evaluation, and selection of candidates for election as independent directors to the Board;
2. Develop a Chief Executive Officer succession plan;
3. Be consulted and make recommendation to the Board for the next Chairman, subject to applicable statutory process for the election of Chairman; and
4. Advise and make recommendations to the Board with respect to corporate governance and sustainability matters.

B. Composition of the Committee

The members of the Committee shall be appointed by the Board. The Committee will be composed of the Chairman of the Board and three to six independent directors. The Chair of the Committee shall be designated by the Board.

Members of the Committee shall serve until their successors are duly elected or their earlier resignation or removal. The Board may remove or replace any member of the Committee.

C. Committee Meetings

The Committee shall meet as often as it deems appropriate to perform its duties and responsibilities under this charter. The Chair of the Committee may call meetings of the Committee. The Chair of the Committee, in consultation with the Committee members, will determine the frequency and length of Committee meetings and develop the Committee’s agenda. At the beginning of the year, the Committee will establish a schedule of agenda subjects to be discussed during the year, to the extent foreseeable and practical. The Committee shall maintain written minutes of its meetings, which will be filed with the meeting minutes of the Board.

At least half of the members of the Committee must be present for any meeting to be properly constituted and have the power to take any action. The Committee shall act by consensus decision. The Committee’s decisions become its recommendations to the Board.

D. Authority and Resources

The Committee may request any officer or employee of the Corporation or the Corporation’s outside counsel to attend a Committee meeting or to meet with any members of, or consultants to, the Committee. The Committee has the right at any time to obtain advice,

reports or opinions from internal and external counsel and expert advisors, and has the authority to hire and terminate independent legal, financial and other advisors as it may deem necessary, at the Corporation's expense. The Corporation shall provide appropriate funding for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. In addition to the duties and responsibilities expressly delegated to the Committee in this charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this charter and the purposes of the Committee, or as otherwise delegated by the Board.

E. Duties and Responsibilities

The Committee shall:

1. Identify, screen and recommend individuals to be nominated by the Board as candidates for election as independent directors at any meeting of shareholders. The Committee's recommendations shall be based on, among other things, a nominee's professional knowledge, business judgment, commitment to uphold the Corporation's core values, reputation in both ethical conduct and leadership, and relevant skills and experience in the context of the evolving needs of the Board. The Committee also considers the diversity of the Board composition overall with respect to age, gender, culture, and other backgrounds and experiences.
2. Evaluate and report to the Board the independence of nominees, taking into consideration applicable regulatory requirements for independence and criteria adopted by the stock exchanges where shares of the Corporation are listed.
3. 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 Corporation can better perform their duties and provide an increasing contribution and value to the shareholders of the Corporation.
4. Develop a pool of potential independent director candidates for consideration by the Board.
5. Make recommendations to the Board concerning the size and composition of the Board and its committees.
6. Review shareholder proposals with regard to nominating and corporate governance which are submitted to the Corporation for consideration at the annual meeting of shareholders.
7. Establish the Corporation's Corporate Governance Guidelines, annually review the same, and submit any recommended changes to the Board.
8. Monitor compliance with the Corporate Governance Guidelines.
9. Review the Committee's charter, processes, and membership and submit any recommended changes to the Board.
10. Develop a Chief Executive Officer succession plan and review it with the Board.
11. Review the Corporation's policies and practices relating to significant issues of sustainability, environmental, social and governance and public issues of concern that affect investors and other key stakeholders.