

2.4.2 Remuneration Paid to Directors (Note 1)

Unit: NT\$ thousands

Title/Name	Director's Remuneration								Total Remuneration (A+B+C+D) as a % of 2012 Net Income	
	Base Compensation (A)		Severance Pay and Pensions (B) (Note 4)		Compensation to Directors (C)		Allowances (D) (Note 6)			
	From TSMC	From All Consolidated Entities	From TSMC	From All Consolidated Entities	From TSMC (Note 5)	From All Consolidated Entities	From TSMC	From All Consolidated Entities	From TSMC	From All Consolidated Entities
Chairman & CEO Morris Chang (Note 2)										
Vice Chairman F.C. Tseng										
Director Rick Tsai (Note 3)										
Independent Director Sir Peter Leahy Bonfield										
Independent Director Stan Shih										
Independent Director Thomas J. Engibous	30,347	30,347	731	731	71,351	71,351	3,894	3,894	0.06%	0.06%
Independent Director Gregory C. Chow										
Independent Director Kok-Choo Chen										
Director National Development Fund, Executive Yuan Representative: Johnsee Lee										

Note 1: Remuneration policies, standards/packages, procedures, the linkage to operating performance and future risk exposure: The base compensation for the Chairman, Vice-Chairman and directors are determined in accordance with the procedures set forth in TSMC's Articles of Incorporation. The Articles of Incorporation also provides that the compensation to directors shall be no more than 0.3% of earnings available for distribution and directors who also serve as executive officers of TSMC are not entitled to receive compensation to directors. The distribution of compensation to directors shall be made in accordance with TSMC's "Rules for Distribution of Compensation to Directors".

Note 2: No compensation to directors was paid to Dr. Morris Chang.

Note 3: Mr. Rick Tsai is currently the Chairman and CEO of two TSMC subsidiaries, TSMC Solar Ltd. and TSMC Solid State Lighting Ltd.

Note 4: Pensions funded according to applicable law.

Note 5: TSMC Board adopted a proposal that includes 2012 compensation to TSMC's directors in the amount of NT\$71,351 thousand at its meeting on February 5, 2013.

Note 6: The above-mentioned figures include the expense for company cars and gasoline reimbursement, but does not include compensation paid to company drivers (totaled NT\$4,743 thousand).

Note 7: The above-mentioned figures include the employees' cash bonuses distributed in June, August, November 2012 and February 2013.

Note 8: The above-mentioned figures are preliminary and the proposed employee profit sharing distribution will be processed after the approval of the same by shareholders at the Annual Shareholders' Meeting on June 11, 2013.

Note 9: Represents the number of cumulative employee stock options exercisable as of the date of this Annual Report.

Note 10: TSMC did not issue employee restricted stock in 2012, and as of the date of this Annual Report.

Note 11: Total remuneration and compensation paid to TSMC's directors in 2011 was NT\$343,815 thousand, accounting for 0.26% of 2011 net income.

Remuneration Paid to Directors

	2012			
	Total Remuneration (A+B+C+D)		Total Compensation (A+B+C+D+E+F+G+J)	
	From TSMC	From All Consolidated Entities	From TSMC	From All Consolidated Entities and Non-consolidated Affiliates
Under NT\$2,000,000		Rick Tsai		
NT\$2,000,000 ~ NT\$4,999,999				
NT\$5,000,000 ~ NT\$9,999,999	National Development Fund, Executive Yuan		National Development Fund, Executive Yuan	
NT\$10,000,000 ~ NT\$14,999,999	Sir Peter Leahy Bonfield, Stan Shih, Thomas J. Engibous, Gregory C. Chow, Kok-Choo Chen		Sir Peter Leahy Bonfield, Stan Shih, Thomas J. Engibous, Gregory C. Chow, Kok-Choo Chen	
NT\$15,000,000 ~ NT\$29,999,999	Morris Chang, F.C. Tseng		F.C. Tseng	
NT\$30,000,000 ~ NT\$49,999,999				
NT\$50,000,000 ~ NT\$99,999,999				Rick Tsai
Over NT\$100,000,000			Morris Chang	
Total	9		9	

Compensation Earned by a Director Who is an Employee of TSMC or of TSMC's Consolidated Entities												Total Compensation (A+B+C+D+E+F+G) as a % of 2012 Net Income (Note 11)		Compensation Paid to Directors from Non-consolidated Affiliates (J)
Base Compensation, Bonuses, and Allowances (E) (Note 7)		Severance Pay and Pensions (F) (Note 4)		Employee Profit Sharing (G) (Note 8)				Exercisable Employee Stock Options (H) (Note 9)		Granted Employee Restricted Stock (I) (Note 10)		From TSMC	From All Consolidated Entities	
From TSMC	From All Consolidated Entities	From TSMC	From All Consolidated Entities	From TSMC		From All Consolidated Entities		From TSMC	From All Consolidated Entities	From TSMC	From All Consolidated Entities			
				Cash	Stock (Fair Market Value)	Cash	Stock (Fair Market Value)							
105,844	158,749	0	561	105,751	0	105,751	0	0	0	0	0	0.19%	0.22%	2,490