



旺旺友聯產物保險股份有限公司
Union Insurance Co., Ltd.

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Notice of 2019 Annual Shareholders' Meeting

The 2019 Annual Shareholders meeting shall be held at 9:00 am. on Tuesday, June 18, 2019, convened at the International Reception Room, The Grand Hotel, 2F, No. 1, Sec. 4, Zhongshan N. Rd., Zhongshan Dist., Taipei City 104, Taiwan (R.O.C.).

I. The Agenda for the Meeting is as follows:

(I) Report:

1. To report the 2018 Business Reports and Financial Statements.
2. To report the Auditor Committee's Review Report on the 2018 Financial Statements.
3. To report the 2018 Employee and Director Remuneration Distribution.
4. To report the amendment to the Operational Procedures of the Company's Funds in Special Projects, Public Utilities and Social Welfare Enterprises.

(II) Proposals:

1. Adoption of the 2018 Financial Statements.
2. Adoption of the proposal for 2018 Earnings Distribution Report.

(III) Discussion:

1. To discuss the partial amendments to the "Operational Procedures for Acquisition and Disposal of Assets".
2. To discuss the partial amendments to the Company's "Articles of Association."

(IV) Election: Election of the 25th term of Board of Directors.

(V) Extempore Motions

- II. The resolution of the Company's earnings distribution for 2018 proposed by the Board of Directors was as follows: To distribute NT\$ 0.9 per share in the form of cash dividend.
- III. According to Article 165 of the Company Act, share transfer is suspended from April 20, 2019 to June 18, 2019.
- IV. If there is any content required to explain the main content that meets the regulation of Article 172 of the Company Act, please enter the Market Observation Post System (website: <http://mops.twse.com.tw>) to click on the information on the "Electronic Form/Annual Report" and "Relevant Information on Shareholders' Meetings".
- V. There are 9 Directors (including 3 Independent Directors) to be elected in this election. The Company adopted the nomination system to elect the Independent Directors. The list of the candidates for independent directors is: 【Independent Director: Wang Dong-Liang, Kuo Ping-Kai and Yu Yu-Feng'】. For each candidate's academic background, please enter the website <http://mops.twse.com.tw> to inquire their references.



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- VI. Pursuant to Article 26-2 of the Securities and Exchange Act, the notice of the shareholders meeting to shareholders who own less than 1,000 shares may be given thirty days prior to the meeting in the form of a public announcement.
- VII. The Proxy Attendance Forms shall be checked and verified by Waterland Securities Co.
- VIII. In addition to public announcements pursuant to the law, please find enclosed herewith one copy of the Notice to the Shareholders Meeting and Proxy Attendance Form. We sincerely hope you can attend the meeting. For those who intend to attend the meeting in person, please sign or seal on the “Notice to the Shareholders Meeting”, then bring it to the venue on the day of the Shareholders Meeting.
- For those who wish to participate in the Shareholders Meeting by proxy, please fill in the 6th joint, Proxy Attendance Form, and 3rd joint, Attendance Signature Card, and mail to Waterland Securities Co., the Company’s Agent for Shares Affairs (Address: 4F., No. 199, Sec. 3, Chongqing N. Rd., Datong Dist., Taipei City 103, Taiwan (R.O.C.) TEL:02-2593-6666) at least 5 days before the Meeting date. A registration seal will be stamped on the Attendance Signature Card and mail to the shareholder or proxy as attendance card to attend the Annual Shareholders' Meeting.
- IX. For any shareholders who solicit Proxy Attendance Forms, the Company will consolidate the solicitors’ information and disclose them on the Securities & Futures Institution website on May 17, 2019. If an investor intends to make an inquiry, please enter the website: <http://free.sfi.org.tw>, to “Proxy Form Acquisition Related Inquiry System”. Click “Enter the Information of Public Announcement for Proxy Forms here” and input the code/company of inquiry. (Stock Code: 2816)
- X. The shareholders may cast their votes in an electronic form for the current shareholders’ meeting from May 18 to June 15, 2019. Please log in the “Shareholders e-voting”, the shareholders’ meeting voting platform of Taiwan Depository & Clearing Corporation in accordance with the related operating instruction. Website [www.stockvote.com.tw]
- XI. Please check and follow the instruction accordingly.

To all Shareholders,

Sincerely yours,

Board of Directors

Union Insurance Co., Ltd.