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第 1 條 訂定依據

為健全本公司董事會功能及強化管理機制，爰依上市上櫃公司治理實務守則第二十七條第三項之規定訂定本公司提名委員會（以下簡稱本委員會）組織規程（以下簡稱本規程），以資遵循。

Article 1 Formulation Basis

To improve the functions of the Company's Board of Directors and strengthen the management mechanism, hereby establish the organizational rules and regulations of the Company's Nominating Committee (hereinafter referred to as the Committee) (hereinafter referred to as the Regulations) per Article 27, Paragraph 3 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.

第 2 條 適用範圍

本委員會之職權相關事項，除法令或章程另有規定者外，應依本規程之規定。

Article 2 Scope of Applicability

Unless otherwise provided by law or the Articles of Incorporation, matters related to the powers and functions of the Committee shall be governed by the provisions of these Regulations.

第 3 條 本公司應將本規程之內容置於本公司網站及公開資訊觀測站，以備查詢。

Article 3 The Company shall post the contents of the Regulations on the Company's website and the Market Observation Post System for reference.

第 4 條 委員會之組成

本委員會由董事會推舉至少三名董事組成之，其中應有過半數獨立董事參與。董事加入本委員會之任期，除法令或本公司章程、規則另有規定者外，為董事會推舉之日起，至董事任期屆滿、辭任本委員會或董事之職務、或董事會另行推舉以代替原董事為本委員會成員之日止。

Article 4 Composition of the Committee

The Committee shall be composed of at least three directors elected by the Board of Directors, of which a majority of the independent directors shall participate. Unless otherwise provided by law or the Company's articles of incorporation or rules, the term of office of a director on the Committee shall be from the date of election by the Board of Directors to the date of expiration of the director's term of office, resignation from the Committee or the director's position, or election by the Board of Directors to replace the original director as a member of the Committee.

第 5 條 本委員會秉於董事會之授權，應以善良管理人之注意，忠實履行下列職權，並將所提建議提交董事會討論：

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- 一、 制定董事會成員及高階經理人所需之專業知識、技術、經驗及性別等多元化背景暨獨立性之標準，並據以覓尋、審核及提名董事及高階經理人候選人。
- 二、 建構及發展董事會及各委員會之組織架構，進行董事會、各委員會、各董事及高階經理人之績效評估，並評估獨立董事之獨立性。
- 三、 訂定並定期檢討董事進修計畫及董事與高階經理人之繼任計畫。
- 四、 修訂本公司之公司治理實務守則。

本委員會成員於履行前項職權時，有利害關係者，應於當次委員會會議說明其利害關係之重要內容，如有害於公司利益之虞時，不得加入討論及表決，且討論及表決時應予迴避，並不得代理其他委員會成員行使其表決權。本委員會成員之配偶、二親等內血親，或與委員會成員具有控制從屬關係之公司，就會議之事項有利害關係者，視為委員就該事項有自身利害關係。董事會不採納本委員會之建議，應由全體董事三分之二以上出席，及出席董事過半數之同意行之，公司除應就差異情形及原因於董事會議事錄載明外，並應於董事會通過之即日起算二日內於公開資訊觀測站辦理公告申報。

Article 5 The Committee, under the authority of the Board of Directors, shall faithfully perform the following duties and responsibilities with the care of a good administrator and shall submit its recommendations to the Board of Directors for discussion:

1. The Committee establishes the criteria of diversity and independence in terms of expertise, skills, experience and gender required for board members, supervisors and senior managers, and to identify, review and nominate candidates for directors, supervisors and senior managers accordingly.
2. Construct and develop the organizational structure of the Board of Directors and Committees, conduct performance evaluation of the Board of Directors, Committees, directors and senior managers, and evaluate the independence of independent directors.
3. To establish and periodically review directors' continuing education programs and succession plans for directors and senior managers.
4. Revise the Company's Code of Corporate Governance Practices.

If a member of the Committee has an interest in the performance of the aforementioned duties and responsibilities, he or she shall explain the important contents of his or her interest at the meeting of the Committee and shall not join the discussion and vote if it is harmful to the Company's interests, and shall recuse himself or herself from the discussion and vote, and shall not exercise his or her voting rights on behalf of other Committee members. A member of the Committee whose spouse, second degree of consanguinity, etc., or a company with which a member of the Committee has a controlling subordinate relationship, has an interest in the subject matter of the meeting shall be deemed to have his or her own interest in that subject matter. If the Board of Directors does not adopt the recommendation of the Committee, it should be done with the consent of at least two-thirds of all directors present and more than half of the directors present. The Company should state the circumstances and reasons for the discrepancy in the minutes of the Board of Directors' meeting and make an announcement on the Market Observation Post System within two days from

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the date of the Board of Directors' approval.

第 6 條 本委員會依前條第一項第一款之規定，應辦理下列事項：

- 一、 依本公司規模及業務性質，考量本公司董事及高階經理人所需之專業知識、技術及經驗暨性別及獨立性，訂定並定期檢討董事及高階經理人之人數及應符合之條件。
- 二、 依據前款所訂定之人數及條件，尋找適任之董事人選，向董事會提出董事候選人名單，並審慎評估被提名人之資格條件及有無公司法第三十條所列各款情事等事項，並依公司法第一百九十二條之一規定辦理。
- 三、 提名獨立董事候選人名單時，應注意被提名人（相較於其他候選人）之資歷、專業、誠信及兼任其他公司董事、委員會成員或主席之情形暨是否符合證券交易法、公開發行公司獨立董事設置及應遵循事項辦法暨臺灣證券交易所所定獨立董事之條件，務以能契合股東長遠利益為主要考量。
- 四、 依據第一款所訂定之人數及條件，尋找適任高階經理人人選，進行事先審查，並將審查結果暨高階經理人建議參考名單，提經董事會議定。

Article 6 The Committee shall, per the provisions of paragraph 1 of Article 1 of the preceding Article, deal with the following matters:

1. The number of directors, supervisors and senior managers shall be determined and reviewed periodically based on the size of the Company and the nature of its business, taking into account the required expertise, skills and experience, gender and independence of the Company's directors, supervisors and senior managers.
2. Per the number and conditions set forth in the preceding paragraph, the Company shall search for suitable directors and supervisors, propose to the Board of Directors a list of candidates for directors and supervisors, and carefully evaluate the qualifications of the nominees and the existence of the matters set forth in each paragraph of Article 30 of the Company Act, and shall follow the provisions of Article 192-1 of the Company Act.
3. When nominating candidates for independent director, attention shall be paid to the nominee's qualifications, professionalism, integrity, and his or her position as a director, supervisor, committee member or chairman of other companies, as well as his or her compliance with the Securities and Exchange Act, the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and the conditions for independent directors set forth by the Taiwan Stock Exchange, with the primary consideration being the long-term interests of shareholders.
4. Per the number and conditions set forth in Paragraph 1, the Company shall search for suitable senior managers and conduct a prior review, and submit the results of the review and the proposed reference list of senior managers to the Board of Directors for approval.

第 7 條 本委員會依第五條第一項第二款之規定，應辦理下列事項：

- 一、 為董事會所屬之各委員會制定建置標準及成員之資格條件，並建議其組織規程。每年並應至少複核一次，暨適時向董事會提出修正建議。

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二、 審查各委員會成員候選人之資格及潛在之利益衝突，向董事會建議各委員會之新成員及召集人人選。

三、 逐年進行各董事、各委員會召集人及其成員、高階經理人之績效評估，並向董事會建議是否需要進行替換。各委員會召集人及其成員之任期應配合董事之任期，以三年一任為原則。

Article 7 The Committee shall deal with the following matters per the provisions of Article 5, Paragraph 1, Subparagraph 2:

1. To establish the criteria for the establishment of each committee of the Board of Directors and the qualifications of its members, and to propose its organizational regulations. The Board of Directors shall review the Company at least once a year and propose amendments to the Board of Directors in a timely manner.
2. Review the qualifications of candidates for each committee and potential conflicts of interest, and recommend to the Board of Directors new members and conveners for each committee.
3. The performance of directors, committee conveners and their members, and senior managers is evaluated annually, and the Board of Directors recommends whether replacement is necessary. The term of office of the convener and members of each committee shall match the term of office of the directors and supervisors, and the term of office shall be once every three years.

第 8 條 會議方法

本委員會每年至少開會二次，並得視需要隨時召開會議。

本委員會之召集應載明召集事由，於七日前通知本委員會成員。但有緊急情事者，不在此限。

本委員會由全體成員互推一人擔任召集人及會議主席；召集人請假、因故不能召

集會議或依第五條第二項規定應行迴避時，由其指定本委員會之其他成員代理之；該召集人未指定代理人者，由該委員會之其他成員推舉一人代理之。

本委員會得請公司相關部門經理人員、內部稽核人員、會計師、法律顧問或其他人員列席會議並提供相關必要之資訊，但討論及表決時應離席。

Article 8 Meeting Methods

The Committee shall meet at least twice a year and may meet as often as necessary.

The Committee shall be convened with seven (7) days' notice to the members of the Committee, stating the reason for the convening. Except in cases of emergency.

The Committee shall be chaired by a person elected by all members from among themselves; if the convener is absent from work, unable to convene a meeting for any reason, or should recuse himself or herself in accordance with Article 5, Paragraph 2, he or she shall appoint another member of the Committee to act as his or her proxy; if the convener does not appoint a proxy, the other members of the Committee shall elect one to act as his or her proxy.

The Committee may invite managers of relevant departments of the Company, internal auditors,

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accountants, legal advisors or other personnel to attend the meetings and provide relevant necessary information, but shall leave the meeting during the discussion and voting.

第 9 條 議程之訂定

本委員會會議議程由召集人訂定，其他成員亦得提供議案供本委員會討論。會議議程應事先提供予委員會成員。

本委員會召開時，公司應設簽名簿供出席成員簽到，並供查考。

本委員會之成員應親自出席委員會，如不能親自出席，得委託其他成員代理出席；以視訊參與會議者，視為親自出席。

本委員會成員委託其他成員代理出席委員會時，應於每次出具委託書，且列舉召集事由之授權範圍。

第三項代理人，以受一人之委託為限。

Article 9 Setting the Agenda

The agenda of this committee is set by the convener and other members may also provide motions for discussion by this committee. The agenda of the meeting shall be provided to the committee members in advance.

The Company shall maintain a sign-in book for the members present and available for inspection when the Committee meets.

Members of the Committee shall attend the Committee in person, or if they cannot attend in person, they may appoint other members to attend by proxy; those who participate in the meetings by video are considered to be present in person.

When a member of the Committee appoints another member to attend the Committee by proxy, he/she shall issue a proxy form on each occasion and list the scope of authority for the convening.

The proxy of the third item shall be limited to the appointment of one person.

第 10 條 決議方法及議事錄

本委員會為決議時，除法令或公司章程、規則另有規定外，應有三分之二以上委員會成員之出席，出席委員過半數之同意行之。本委員會之議事，應作成議事錄，議事錄應詳實記載下列事項：

- 一、 會議屆次及時間地點。
- 二、 主席之姓名。
- 三、 成員出席狀況，包括出席、請假及缺席者之姓名與人數。
- 四、 列席者之姓名及職稱。

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- 五、 記錄之姓名。
- 六、 報告事項。
- 七、 討論事項：各議案之決議方法與結果、委員會成員之反對或保留意見。
- 八、 臨時動議：提案人姓名、議案之決議方法與結果、委員會之成員、專家及其他人員發言摘要、反對或保留意見。
- 九、 其他應記載事項。

本委員會簽到簿為議事錄之一部分；以視訊會議召開者，其視訊影音資料亦為事錄之一部分。議事錄須由會議主席及記錄人員簽名或蓋章，於會後二十日內分送本委員會成員，並應呈報董事會及列入公司重要檔案，且應保存五年；議事錄之製作及分發，得以電子方式為之。前項保存期限未屆滿前，發生關於本委員會相關事項之訴訟時，應保存至訴訟終止為止。

Article 10 Resolutions and Proceedings

Unless otherwise provided by law or the Company's Articles of Incorporation or Rules of Incorporation, a resolution of the Committee shall be made with the presence of at least two-thirds of the Committee members and the approval of a majority of the members present. A record of the proceedings of the Committee shall be kept, and the following matters shall be recorded in detail in the record:

1. The meeting session and time and place.
2. The name of the Chairman.
3. The attendance status of members, including the names and numbers of those present, absent, and excused.
4. The name and title of the attendee.
5. Name of record.
6. Reporting matters.
7. Discussion: The method and result of each resolution, and the objections or reservations of the committee members.
8. Provisional motion: the name of the proposer, the method and result of the resolution of the motion, the summary of the speeches of the committee members, experts and other members, and the opposing or reserved opinions.
9. Other items to be recorded.

The Committee's sign-in book shall be part of the minutes of the meeting; if the meeting is held by video conference, the video and audio materials shall also be part of the minutes.

The minutes shall be signed or sealed by the chairman of the meeting and the recorder and distributed to the members of the Committee within 20 days after the meeting, and shall be reported to the Board of Directors and included in the Company's important records, and shall be kept for five

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years; the minutes may be prepared and distributed electronically.

In the event of a lawsuit concerning matters related to the Committee before the expiration of the aforementioned retention period, it shall be retained until the termination of the lawsuit.

第 11 條 委員會行使職權之資源

本委員會得經決議，委任律師、專業人力仲介公司、投資銀行、會計師或其他專業人員，就第五條及第六條規定有關之事項，提供諮詢協助，其所生之費用，由本公司負擔之。

前項委任專業人士或機構協助執行職務之情形、受委任者與本公司之關係及所之費用應於年報公司治理運作情形附中揭露。

Article 11 Resources for the Exercise of the Committee's Authority

The Committee may, by resolution, appoint a lawyer, professional human resources brokerage firm, investment bank, accountant or other professional personnel to provide advisory assistance on matters related to the provisions of Article 5 and Article 6, and the expenses incurred shall be borne by the Company.

The appointment of professionals or organizations to assist in the performance of duties, the relationship between the appointees and the Company, and the fees incurred should be disclosed in the schedule of corporate governance operations in the annual report.

第 12 條 委員會成員之義務

本公司年報應揭露本委員會之相關資訊，包括建議候選人名單之程序、候選人應符合之標準、董事會多元化政策，及前開程序、標準、政策之達成情形，暨本委員會之運作情形，包括委員會之組成、開會次數、委員出席會議情形。

前項本委員會之運作情形應揭露於公開資訊觀測站。

Article 12 Obligations of Committee Members

The Company's annual report shall disclose information about the Committee, including the procedures for proposing the list of candidates, the criteria to be met by the candidates, the Board's diversity policy, and the achievement of the preceding procedures, criteria and policies, as well as the operation of the Committee, including the composition of the Committee, the number of meetings held, and the attendance of members at meetings.

The operation of this Committee shall be disclosed on the Market Observation Post System.

第 13 條 委員會之授權

經本委員會決議之事項，其相關執行工作，得授權召集人或本委員會其他成員續行辦理，並於執行期間向本委員會為書面或口頭報告，必要時應於下一次會議提報本委員會追認或報告。

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Article 13 Authorization of the Committee

The convener or other members of the Committee may be authorized to continue the implementation of the resolutions of the Committee and report to the Committee in writing or verbally during the implementation period, and if necessary, submit a follow-up report to the Committee at the next meeting.

第 14 條 施行

本規程經董事會通過後施行，修正時亦同。

本規則訂立於 103 年 05 月 30 日。

第一次修訂於中華民國 104 年 11 月 10 日。

第二次修訂於中華民國 110 年 12 月 29

Article 14 Implementation

This Regulation shall be effective upon the approval of the Board of Directors' meeting and the same shall apply for amendment.

This regulation was formulated on May 30, 2014.

The first amendment was made on November 10, 2015.

The second amendment was made on December 29, 2021.