

大江生醫股份有限公司董事會自我評鑑或同儕評鑑管理辦法

Regulations for Self-appraisal or Peer Appraisal by TCI Board of Directors

第一條

(訂定目的及依據)

為落實公司治理並提升本公司董事會功能，建立績效目標以加強董事會運作效率，爰依上市上櫃公司治理實務守則第三十七條規定訂定本辦法，以資遵循。本公司應參照本辦法及相關規定，訂定董事會績效評估辦法，對於不同之受評單位亦得分別訂定適當之評估方式。

Article 1

(Purpose and basis)

To implement corporate governance and enhance the functions of the Company's Board of Directors, and to establish performance targets to strengthen the efficiency of the Board of Directors' operations, hereby establish these Regulations per Article 37 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies for the purpose of compliance. The Company shall establish a method for evaluating the performance of the Board of Directors with reference to this Law and related regulations, and shall also establish an appropriate evaluation method for different evaluated units.

第二條

(應遵守之規範)

本公司董事會之績效評估辦法，其主要評估週期、評估期間、評估範圍及方式、評估之執行單位、評估程序及其他應遵循事項，應依本辦法之規定辦理。各功能性委員會之規程應列入至少每年執行一次內部委員會績效評估之規範。

Article 2

(Regulations to be observed)

The main evaluation period, evaluation duration, evaluation scope and method, evaluation execution unit, evaluation procedures and other matters to be followed in the performance evaluation method of the Board of Directors of the Company shall be in accordance with the provisions of these Regulations.

The procedures of each functional committee shall be included in the specification of the performance evaluation of the internal committee at least once a year.

第三條

(評估週期及期間)

本公司董事會每年應至少執行一次內部董事會績效評估，董事會內部評估期間應

於每年年度結束時，依據第六條及第八條之評估程序及評估指標進行當年度績效評估。

本公司董事會績效評估的執行，每三年得視需要由外部專業獨立機構或外部專家學者團隊執行評估一次，並於年度結束時執行當年度績效評估。

董事會內部及外部績效評估結果，應於次一年度最近一次召開之董事會前完成。

Article 3

(Evaluation period and duration)

The Board of Directors of the Company shall perform internal board performance evaluation at least once a year, and the internal evaluation period of the Board of Directors shall be conducted at the end of each year per the evaluation procedures and evaluation indicators in Article 6 and Article 8 for the current year's performance evaluation.

The performance evaluation of the Company's Board of Directors may be conducted by an external professional and independent organization or a team of external experts and scholars every three years, as necessary, and the performance evaluation of the current year is conducted at the end of the year.

The results of the internal and external performance evaluation of the Board of Directors shall be completed prior to the most recent Board Meeting held in the following year.

第四條

(評估範圍及方式)

本公司董事會評估之範圍，可包括整體董事會、個別董事成員及功能性委員會之績效評估。

評估之方式包括董事會內部自評、董事成員自評、同儕評估、委任外部專業機構、專家或其他適當方式進行績效評估。

Article 4

(Evaluation scope and method)

The evaluation of the Company's Board of Directors may include the evaluation of the performance of the Board of Directors as a whole, individual Board members and functional committees.

The methods of evaluation include internal self-evaluation by the board of directors, self-evaluation by board members, peer evaluation, appointment of external professional organizations, experts or other appropriate means to conduct performance evaluation.

第五條

(評估之執行單位)

本公司內部董事會績效評估之執行單位，應明確瞭解受評估單位之運作情形，並具備公平、客觀且獨立之角色。

功能性委員會評估之執行單位，因各功能性委員會之運作情形略有不同，可視各公司之部門組織結構，調整由不同執行單位評估，該執行單位應具備公平、客觀且由與受評單位之運作無直接利害關係之人或單位為之。如公司設有由獨立董事組成之公司治理委員會或提名委員會者，宜由該等委員會為評估之執行單位。

Article 5

(Evaluation execution unit)

The executive unit of the performance evaluation of the Company's internal board of directors shall clearly understand the operation of the evaluated unit and have a fair, objective and independent role.

In regards to the executive unit of the evaluation of the Company's functional committees, as the operation of each functional committee differs slightly, the evaluation of the functional committee may be carried out by different executive units depending on the organizational structure of each company's division. The executive unit shall be fair and objective and shall be carried out by persons or units that do not have a direct interest in the operation of the evaluated unit. If the Company has a corporate governance committee or nominating committee composed of independent directors, it is appropriate for such committee to be the executive unit for evaluation.

第六條

(評估程序)

本公司董事會績效評估程序說明如下：

- 一、確立當年度受評估之單位及範圍(如整體董事會(功能性委員會)、個別董事成員、各功能性委員會等)。
- 二、確立評估之方式(如董事會內部自評、董事成員(自我或同儕)自評、同儕評估、委託外部專業機構、專家評估等)。
- 三、挑選適當之評估執行單位。
- 四、每年年度結束時，由各執行單位收集董事會活動相關資訊，並分發填寫附表一「董事會(功能性委員會)績效考核自評問卷」或附表二「董事成員(自我或同儕)考核自評問卷」等相關自評問卷，最後由統籌之執行單位或董事會秘書室將資料統一回收後，針對第八條評估指標之評分制定，記錄評估結果報告，送交董事會報告檢討、改進。

Article 6

(Evaluation procedures)

The performance evaluation procedures of the Board of Directors of the Company are described below:

1. Establish the units and scope (e.g., overall Board of Directors (functional committees), individual Board members, functional committees, etc.) to be evaluated in the current year.
2. Establish the method of evaluation (e.g. internal self-evaluation by the board of directors, self-evaluation by board members (self or peer), peer evaluation, evaluation by external professional organizations, expert evaluation, etc.).
Select the appropriate evaluation execution unit.

At the end of each year, each executive unit collects information related to the activities of the Board of Directors, and distributes and fills out a self-assessment questionnaire such as "Self-evaluation Questionnaire for Performance Evaluation of the Board of Directors (functional committee)" in Appendix 1 or "Self-evaluation Questionnaire for Evaluation of Board Members (self or peer)" in Appendix 2. Finally the executive unit or the secretary of the Board of Directors collects the information, formulates a report on the evaluation results with respect to the evaluation indicators in Article 8, and sends it to the Board of Directors for review and improvement.

第七條

(外部專業機構、專家)

本公司安排執行董事會績效評估的外部評估機構或外部專家學者團隊，應以下列說明為原則：

外部評估機構主要為承辦有關董事會相關教育訓練課程、提升企業公司治理等服務的相關機構或管理顧問公司。

外部專家學者團隊，應聘任至少 3 位董事會或公司治理領域之專家或學者，評估公司董事會績效評估執行情況，並撰寫外部評估分析報告。

Article 7

(External professional organizations, experts)

The Company shall arrange for external evaluation organizations or teams of external experts and scholars to perform the performance evaluation of the Board of Directors in according with the following description as principles:

External evaluation organizations are mainly related organizations or management consulting firms that undertake services such as education and training courses related to the Board of Directors and the enhancement of corporate governance of companies.

In terms of a team of external experts and scholars, the Company shall appoint at least three experts or scholars in the field of Board of Directors or corporate governance to evaluate the implementation of the performance evaluation of the Company's Board of Directors and prepare an external evaluation analysis report.

第八條

(評估指標及評分標準)

本公司應考量公司狀況與需要訂定董事會(功能性委員會)績效評估之衡量項目，並至少應函括下列五大面向：

- 一、對公司營運之參與程度。
- 二、提升董事會決策品質。
- 三、董事會組成與結構。
- 四、董事的選任及持續進修。
- 五、內部控制。

董事成員(自我或同儕)績效評估之衡量項目應至少函括下列六大面向：

- 一、公司目標與任務之掌握。
- 二、董事職責認知。
- 三、對公司營運之參與程度。
- 四、內部關係經營與溝通。
- 五、董事之專業及持續進修。
- 六、內部控制。

董事會績效評估之指標，應依據本公司之運作及需求訂定符合且適於公司執行績效評估之內容。

評分之標準，依公司需求修正及調整，亦可依各衡量面向採比重加權之方式評分。

Article 8

(Evaluation indicators and scoring criteria)

The Company shall establish the items for measuring the performance of the Board of Directors (functional committees), taking into account the Company's situation and needs, and shall include at least the following five major aspects:

1. Extent of participation in the Company's operations
2. Improve the quality of the board's decisions
3. Composition and structure of the Board of Directors
4. Selection and continuous training of Directors
5. Internal control

The performance evaluation of a board member (self or peer) should cover at least the following six major areas.

1. Management of the Company's goals and tasks.
2. Awareness of Director's duties.
3. Extent of participation in the Company's operations
4. Internal relationship management and communication.
5. Selection and continuous training of Directors

6. Internal control

The performance evaluation indicators of the Board of Directors shall be determined per the operation and needs of the Company and shall be appropriate for the implementation of the performance evaluation of the Company.

The evaluation criteria may be revised and adjusted according to the Company's needs, and may be weighted according to each measurement.

第九條

(董事會遴選董事參考)

本公司董事會遴選或提名獨立董事時，應將個別董事績效評估結果作為遴選之參考依據。

Article 9

(Board of Directors' reference for selection of directors)

When the Board of Directors selects or nominates independent directors, the results of individual directors' performance evaluation shall be used as a reference for the selection.

第十條

(年報資訊揭露)

本公司宜於年報中揭露是否訂定董事會績效評估辦法，及揭露每年董事會績效評估之執行情形，並說明評估方式。

本公司若由外部機構、專家執行董事會績效評估，應於年報中揭露外部評估機構、專家姓名與專家專業說明，並說明該外部機構、專家是否與公司有業務往來、是否具備獨立性。

Article 10

(Annual report disclosure)

The Company is required to disclose in its annual report whether or not it has established a Board of Directors' performance evaluation plan, and to disclose the implementation of the Board of Directors' performance evaluation each year, and to explain the evaluation method.

If the Company has an outside organization or expert perform the performance evaluation of the Board of Directors, the Company shall disclose the name of the outside organization or expert and the professional description of the expert in the annual report, and state whether the outside organization or expert has business dealings with the Company and whether it is independent.

第十一條

(揭露方式)

本公司所訂定之績效評估辦法均於公開資訊觀測站及公司網站充分揭露，以備查詢。

Article 11

(Disclosure method)

The performance evaluation methods established by the Company are fully disclosed on the Market Observation Post System and the Company's website for reference.

第十二條

(施行)

本辦法經董事會討論通過後施行，修正時亦同。

第一次修訂於中華民國 107 年 10 月 24 日。

Article 12

(Implementation)

These Rules shall be effective upon adoption by the Board of Directors and the same shall apply for amendment.

The first revision was made on October 24, 2018.