

113 年度董事會績效評估報告

2024 Board of Directors Performance Evaluation Report

一、依據：本公司「董事會績效評估辦法」規定辦理。

Basis: Conducted in accordance with the “Board of Directors Performance Evaluation Regulations” of the company.

二、評估週期：

Evaluation Period:

(一)內評：本公司董事會每年應至少執行一次董事會內部績效評估。

Internal Evaluation: The board should conduct an internal performance evaluation at least once a year.

(二)外評：應至少每三年由外部專業獨立機構或外部專家學者1執行評估一次(最近一次執行評估為111年度)。

External Evaluation: External evaluation should be conducted the evaluation by an external professional independent organization or external expert/scholar at least once every three years (The most recent implementation evaluation was in 2022).

三、評估期間：自112年12月6日至113年12月5日止。

Evaluation Period: From December 6, 2023, to December 5, 2024.

四、評估範圍：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。

The evaluation covers the overall board, individual board members, and the performance evaluation of functional committees.

五、評估方式：包括董事會績效考核自評、董事成員考核自評、功能性委員會績效考核自評。

Evaluation methods: The evaluation includes self-assessment of board performance, self-assessment of board members, and self-assessment of functional committees.

六、評估內容：

Itemized Evaluation:

(一) 董事會績效考核自評：

Self-Evaluation of Performance of the Board:

董事會績效評量指標包含5大面向，共計38項指標，各面向評分結果如下表，均介於「優(5)」及「佳(4)」之間，顯示董事會善盡指導及監督公司策略、重大業務及風險管理之責，整體運作情況完善，符合公司治理之要求。

The Board of Directors' performance evaluation consists of 38 indicators in 5 aspects, and the results of each aspect are as follows, ranging between "Excellent (5)" and "Good (4)", indicating that the Board of Directors has been properly guiding and monitoring the Company's strategy, major business and risk management, and that the overall operation is complete and meets the requirements of corporate governance.

自評5大面向 Five aspects covered in self-evaluation	考核項目 Evaluation aspects	評分結果 Evaluation Results
A. 對公司營運之參與程度 Participation in the operation of the company	12項/items	4.57分/points
B. 提升董事會決策品質 Improvement of the	11項/items	4.52分/points

quality of the Board of Directors' decision making		
C. 董事會組成與結構 Composition and structure of the Board of Directors	6項/items	4.79分/points
D. 董事之選任及持續進修 Election and continuing education of the directors	3項/items	4.70分/points
E. 內部控制 Internal Control	6項/items	4.68分/points

(二) 董事成員考核自評：

Self-Evaluation of Performance of Board Members:

董事成員考核指標包含6大面向，共計23項指標，各面向評分結果如下表，均介於「優(5)」及「佳(4)」之間，顯示董事對於各項指標運作之效率與效果，均有正面之評價。

The Board Members' performance evaluation consists of 23 indicators in 6 aspects, and the results of each aspect are as follows, ranging between "Excellent (5)" and "Good (4)", indicating that the directors have positive reviews on the efficiency and effectiveness of the operation of each indicator.

自評6大面向 Six aspects covered in self-evaluation	考核項目 Evaluation aspects	評分結果 Evaluation Results
A. 公司目標與任務之掌握 Alignment of the goals	3項/items	4.67分/points

and missions of the company		
B. 董事職責認知 Awareness of the duties of a director	3項/items	4.73分/points
C. 對公司營運之參與程度 Participation in the operation of the company	8項/items	4.63分/points
D. 內部關係經營與溝通 Management of internal relationship and communication	3項/items	4.52分/points
E. 董事之專業及持續進修 The director's professionalism and continuing education	3項/items	4.73分/points
F. 內部控制 Internal control	3項/items	4.79分/points

(三) 審計委員會績效考核自評：

Self-Evaluation of Performance of the Audit Committee:

審計委員會績效考核指標包含5大面向，共計21項指標，各面向評分結果如下表，均介於「優(5)」及「佳(4)」之間，顯示審計委員會運作完善，符合公司治理之要求能有效增進董事會職能。

The Audit Committee's performance evaluation consists of 21 indicators in 5 aspects, and the results of each aspect are as follows, ranging between "Excellent (5)" and "Good (4)",

indicating that the overall operation of the Audit Committee is complete and meets the requirements of corporate governance, and the Audit Committee can effectively enhance the functionality of the Board of Directors.

<p style="text-align: center;">自評5大面向 Five aspects covered in self-evaluation</p>	<p style="text-align: center;">考核項目 Evaluation aspects</p>	<p style="text-align: center;">評分結果 Evaluation Results</p>
<p>A. 對公司營運之參與程度 Participation in the operation of the company</p>	<p>4項/items</p>	<p>4.83分/points</p>
<p>B. 審計委員會職責認知 Awareness of the duties of the Audit Committee</p>	<p>5項/items</p>	<p>4.73分/points</p>
<p>C. 提升功能性委員會決策品質 Improvement of quality of decisions made by the functional committee</p>	<p>7項/items</p>	<p>4.86分/points</p>
<p>D. 功能性委員會組成及成員選任 Makeup of the functional committee and election of its members</p>	<p>2項/items</p>	<p>4.67分/points</p>
<p>E. 內部控制 Internal Control</p>	<p>3項/items</p>	<p>4.78分/points</p>

(四) 薪資報酬委員會績效考核自評：

Self-Evaluation of Performance of the Compensation Committee:

薪資報酬委員會績效考核指標包含4大面向，共計16項指標，各面向評分結果如下表，均介於「優(5)」及「佳(4)」之間，顯示薪資報酬委員會運作完善，符合公司治理之要求，能有效增進董事會職能。

The Compensation Committee’s performance evaluation consists of 16 indicators in 4 aspects, and the results of each aspect are as follows, ranging between “Excellent (5)” and “Good (4)”, indicating that the overall operation of the Compensation Committee is complete and meets the requirements of corporate governance, and the Compensation Committee can effectively enhance the functionality of the Board of Directors.

自評5大面向 Five aspects covered in self-evaluation	考核項目 Evaluation aspects	評分結果 Evaluation Results
A. 對公司營運之參與程度 Participation in the operation of the company	4項/items	4.75分/points
B. 薪酬委員會職責認知 Awareness of the duties of the Compensation Committee	4項/items	4.67分/points
C. 提升功能性委員會決策品質 Improvement of quality of decisions made by the functional committee	6項/items	4.72分/points
D. 功能性委員會組成及成員選任 Makeup of the functional committee and election of its members	2項/items	4.83分/points

七、檢討及改進：

Review and Improvements:

- (一) 董事會績效考核自評：B.提升董事會決策品質，評分為4.52分。

Board Self-Assessment Result of Performance: B. Enhance the quality of board decision-making, scored 4.52.

秘書處將續協調經理部門，審慎研擬提案內容及增進提案品質，提供董事會正確及完整資訊，俾利董事履行監督及審議之職責。

The secretariat will coordinate with the management department to carefully formulate proposal content, improve the quality of proposals, and provide the board with accurate and complete information to facilitate the directors in fulfilling their supervisory responsibilities.

- (二) 董事成員考核自評：D.內部關係經營與溝通，評分為4.52分。

Board Members' Self-Assessment Result of Performance: D. Internal relationship management and communication, scored 4.52.

針對公司重要議案之審議，秘書處將加強經理部門與董事相互溝通及交流工作，以充分發揮董事會運作效能。

For the deliberation of important proposals, the secretariat will strengthen communication and interaction between the management department and directors, fully leveraging the efficiency of board operations.

- (三) 審計委員會績效考核自評：C.功能性委員會組成及成員選任，評分為4.67。

Audit Committee's Self-Assessment Result of Performance: C. To improve the decision-making quality of the functional

committee, scored 4.67.

本公司審計委員會的成員，其專長涵蓋商務、法務、財務、會計等，具備決策過程所需專業技能、知識和經歷。秘書處將不定期提供主管機關或訓練機構所推廣之課程及宣導會資訊，予各委員參考，以精進公司治理知識，俾利獨立董事履行審計委員會之職責。

The members of the Audit Committee, whose expertise covers business, legal affairs, finance, accounting, etc., have the professional skills, knowledge and experience required for the decision-making process. The secretariat will provide information on courses and promotional meetings promoted by competent authorities or training institutions from time to time for the reference of all members to improve their knowledge in corporate governance, to facilitate the independent directors in fulfilling their responsibilities for the Audit Committee.

- (四) 薪資報酬委員會績效考核自評：B.薪資報酬委員會職責認知，評分為4.67分。

Remuneration Committee Self-Assessment Result of Performance: B. Recognition of the duties of the compensation committee, scored 4.67.

秘書處將協調經理部門，針對董事及經理人績效評估與薪資報酬之制度、標準與結構之聯結，薪資報酬委員會皆能及時正確取得薪酬相關資料及規定，俾利獨立董事評估獎酬決策，履行薪資報酬委員會之職責。

The Secretariat will coordinate with the Management Department to review the linkages between the performance evaluation of directors and executives and the system, standards, and structure of compensation. The Remuneration Committee can obtain remuneration-related information and regulations in a

timely and correct manner to facilitate the independent directors in evaluating remuneration decisions and fulfilling their responsibilities for the Remuneration Committee.