



Board Performance Evaluation by TCGA

General evaluation by TCGA:

- (1) The Company's Board of Directors encourages an open atmosphere for discussion during meetings. The Chairman fully respects the opinions of members of the Board. At any meetings or occasions, Directors can actively participate in setting the company's visions and long-term strategic goals, contribute their professionalism, express opinions, and fulfill the guiding and supervisory roles of a Director.
- (2) The Company's Board of Directors performs its duties to oversee the Company's strategic development and operational performance. The Board leverages the diverse expertise and corporate management experience of its members, and invites them to participate in and provide guidance on training programs for senior managers. This is aimed at strengthening the depth and breadth of successor training and generating momentum for the sustainable development of the Company.
- (3) Every September, meetings for the following year are scheduled by the agenda working group of the Company's Board of Directors. Based on management by objectives, quarterly issues that are crucial to the Board of Directors and functional committees are prepared to facilitate the progression of board meetings and improvement of the quality of decisions made.

Evaluation recommendations and improvement status:

- (1) The Company's current Board of Directors is large enough to ensure efficient decision-making. However, to effectively identify challenges and opportunities for future development, achieve strategic goals related to sustainable development, and implement business succession plans, the TCGA

recommends assessing the possibility of increasing the number of seats of Directors and independent Directors currently specified in the Company's Articles of Incorporation (7 to 9 members). The TCGA also recommends setting up a functional committee in charge of governance affairs (e.g., a sustainability, nominating, or risk management committee) that aligns with the Company's development strategy goals and corporate governance trends. The purpose of these additions is to assist the Board of Directors in overseeing the operation of various affairs and co-create value for shareholders and all stakeholders, thereby facilitating the sustainable operation of the Company.

—The Company has made plans to increase the number of director seats and set up other functional committees.

(2) The Company's "progressive" Board of Directors has operated effectively and actively communicated with international institutional investors in recent years. The TCGA recommends the implementation status of the Company's corporate governance be adequately disclosed to stakeholders to increase investors' understanding of the Company, improve the Company's performance both at home (corporate governance evaluation) and abroad (international DJSI), facilitate communication between the Company and its investors, and fortify the trust that stakeholders have in the Company.

—In 2020, the Company reviewed its business resources and the direction of future development efforts. Using the environmental, social, and governance (ESG) framework as the general basis of its practices, the Company has transformed its operations by establishing an ESG Corporate Sustainable Development Committee and setting up related offices. Physical indicators are used more effectively to promote the development of the Company in the aspects of environmental sustainability, social responsibility and engagement, and corporate governance.

(3) The Company's management team has conducted risk identification, assessment, and control, the findings of which are disclosed in the Corporate Social Responsibility Report and on the Company's website. The TCGA recommends the Company to use the Corporate Governance 3.0: Sustainable Development Roadmap as a reference, strengthen the role of the Board of Directors in risk management, and review risk management mechanisms

periodically to prepare for complex changes in the business environment. In accordance with items the committee is authorized to perform as specified in the Company's Functional Committee Charter, the Audit Committee is recommended to assist the Board of Directors in supervising the implementation of risk management.

—The Company's internal audit unit regularly briefs the Audit Committee on the Company's operational risks. In 2021, the Company has established a Risk Management Team, currently led by the President and relevant executives. The team identifies risk coefficients from a macroscopic framework, and reports regularly to the Audit Committee and/or Board of Directors when cases are material to the company. A final report is presented to the Board of Directors at the end of each year.



社團法人中華公司治理協會

董事會績效評估證明

茲證明

研華股份有限公司

委託本協會執行外部董事會績效評估服務專案

本協會委派三位評估專家

審閱公司自民國 108 年 09 月 01 日至 109 年 08 月 31 日期間相關文件

109 年 11 月 06 日至公司進行實地訪評

109 年 11 月 17 日出具董事會績效評估報告

綜整本協會對公司董事會之總評與建議事項

特此證明。



理事長

陳清祥

依照分層負責規定
授權單位主管決行

中 華 民 國 109 年 11 月 17 日