

星展(台灣)商業銀行董事會績效評估辦法

DBS Bank (Taiwan) Ltd

Implementation Guide on Board

Effectiveness Evaluation

Revision History

版本 Version	核准層級 Approving Authority	核准日期 Approval Date
v.1	董事會 Board of Directors	13 March 2024

條 號 Section No.	條文內容 Content
第 1 條 (法源及目標)	為強化公司治理並提升星展(台灣)商業銀行股份有限公司（以下簡稱「本行」）董事會功能並強化董事會運作效能，爰參考銀行業公司治理實務守則第四十五條第三項規定，訂定本行之「董事會績效評估辦法」（以下簡稱「本辦法」），以資遵循。
Article 1 Legal Base & Objective	This Implementation Guide on Board Effectiveness Evaluation (the "Implementation Guide") is established with reference to Para. 3, Article 45 of the "Corporate Governance Best Practice Principles for Banks", with an aim to strengthen corporate governance of DBS Bank (Taiwan) Ltd (hereinafter as the "Bank") and enhance the Bank's Board operation effectiveness.
第 2 條 (應遵守之規範)	本行董事會進行績效評估之評估週期、評估期間、評估範圍及方式、評估之執行單位、評估程序及其他相關事項，應依本辦法之規定辦理。
Article 2 Evaluation Principles	The evaluation frequency, evaluation period, evaluation scope and methodology, the unit executing evaluation, evaluation procedures and other related matters shall be conducted in compliance with this Implementation Guide.
第 3 條 (評估方式)	董事會績效評估之方式得由董事成員進行內部自評，或委任合格之外部專業機構或專家之方式進行董事會績效評估。
Article 3 Evaluation Methodology	Methods of Board effectiveness evaluation include internal evaluations conducted by the Board members, or external evaluations conducted by external independent professional institutions or experts.
第 4 條 (評估週期)	本行董事會應於每年年底前依據第六條及第八條之評估程序及評估指標，進行董事會內部自評。 本行董事會授權董事長，得依其認為適當之時機，不定期聘請外部評估機構或外部專家進行董事會外部評估。
Article 4 Evaluation Frequency	The Board shall conduct the internal Board effectiveness evaluation by end of year on an annual basis in accordance with the evaluation procedures and the evaluation indicators as set out in Article 6 and 8 of this Implementation Guide. The Board authorizes the Chairman of the Board to, as he / she deems fit and proper, engage external evaluation institutions or external experts to perform external Board effectiveness evaluations.
第 5 條	董事會內部自評應由本行全體董事會成員以中立及客觀之角度執行之。

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(內部自評之執行單位)	
Article 5 Performing Party for Internal Evaluation	The internal Board effectiveness evaluation shall be performed by all the Board members of the Bank in a neutral and objective manner.
第 6 條 (內部自評程序)	<p>本行董事會績效評估程序說明如下：</p> <p>一、評估範圍為當年度（一月一日至十二月三十一日止）之整體董事會運作情形、自我或同儕董事成員、以及各功能性委員會運作情形。</p> <p>二、執行期間：執行期間為每年十二月至翌年一月底；以及</p> <p>三、內部自評之執行單位：內部自評將由全體董事成員進行。本行總經理室秘書部為協助董事成員進行內部自評之單位，負責分發相關自評問卷予全體董事成員進行自評問卷填答，以及統整自評問卷記錄評估結果，並將自評結果呈報於翌年第一次董事會進行討論與備查。</p>
Article 6 Internal Evaluation Procedures	<p>The procedures for the Bank's board effectiveness evaluation are set out as follows:</p> <ol style="list-style-type: none"> Scope of Evaluation shall cover the operations of the Board as a whole for the year, individual director (including self and peers), and the operations of each Board level functional committee for the year (i.e., from 1 January to 31 December); Execution Period: It shall start from December of each year to the end of January of the following year; and Performing Party for Internal Board Effectiveness Evaluation: Internal Board effectiveness evaluation shall be performed by all Board members, which will be facilitated by GM Office – Secretariat by establishing Board effectiveness evaluation questionnaire, disseminating questionnaire to all Board members for feedback, collating evaluation feedback and sharing the evaluation results at the first Board meeting of the following year for the Board's discussion and acknowledgement.
第 7 條 (外部評估程序)	<p>本行如委任外部評估機構或專家執行本行董事會績效評估時，應符合下列規定：</p> <p>一、外部評估機構或外部專家應具備專業性及獨立性；</p> <p>二、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</p>

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	<p>司治理等服務的相關機構或管理顧問公司；</p> <p>三、外部專家：應由至少三位具董事會運作或公司治理領域之個人專家所組成，以有效執行本行董事會績效評估並撰寫外部評估分析報告；以及</p> <p>四、執行期間：執行期間為每年十二月至翌年第一季止。</p>
<p>Article 7 External Evaluation Procedures</p>	<p>If the Bank determines to engage an external evaluation institution or external experts to perform Board effectiveness evaluations, the following procedures shall be met:</p> <ol style="list-style-type: none"> 1. The external evaluation institutions or external experts shall be professional and independent; 2. The external evaluation institution shall be an institution or a management consulting firm mainly engaging in providing Board related training programs and promoting corporate governance of companies; 3. The external experts shall be consisted of at least three external individuals who are specialized in the fields of Board operations or corporate governance so as to better perform Board effectiveness evaluation and well prepare external evaluation analysis reports; and 4. Execution Period: It shall start from December of each year to the end of 1st quarter of the following year.
<p>第 8 條 (評估面向與評估指標)</p>	<p>本行董事會及功能性委員會績效評估之衡量項目應至少含括下列各面向：</p> <ol style="list-style-type: none"> 一、對公司目標與任務之掌握及對公司營運之參與程度； 二、董事會及功能性委員會之決策品質； 三、董事會及功能性委員會之組成與結構； 四、董事及功能性委員會成員之選任、專業、職責認知及持續進修與內部關係經營與溝通；以及 五、內部控制。 <p>董事會績效評估得依據本行之運作及需求針對評估面向及評估指標進行定期檢討及調整。</p>
<p>Article 8 Evaluation Aspects & Indicators</p>	<p>The effectiveness evaluation on the Board and functional committees shall cover at least the following aspects:</p> <ol style="list-style-type: none"> 1. Goals and missions of the Bank and participation in the operations of the Bank; 2. Quality of decision making by the Board and functional committees;

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	<p>3. Composition and structure of the Board and functional committees;</p> <p>4. The Board/ functional committee members' selection, expertise, awareness of roles and responsibilities, training through continuous development program, and internal relationship maintenance and communication; and</p> <p>5. Internal control.</p> <p>The aspects and indicators of Board effectiveness evaluation is subject to periodic reviews and adjustments based on the operations and needs of the Bank.</p>
<p>第 9 條 (評估結果與董事報酬連結性)</p>	<p>依據星展集團政策 (Outside Appointment Guide) ，星展集團指派高階經理人擔任本行董事為無給職；另，本行獨立董事為採任期內固定薪酬制，於股東常會改選董事成員時一併決議，因此績效評估結果不作為訂定本行董事報酬之參考依據。</p>
<p>Article 9 Evaluation Results & Link with Directors' Remuneration</p>	<p>As DBS Nominee Directors under DBS Group Outside Appointment Guide retain no remuneration and the remuneration of Independent Directors is a fixed amount for the term of office resolved by shareholders' meeting upon re-election of Board members, the results of Board effectiveness evaluation will not be linked to Directors' remuneration.</p>
<p>第 10 條 (績效評估之資訊揭露)</p>	<p>本行應於年報中揭露每年董事會績效評估之執行情形，內容至少包含評估週期、評估期間、評估範圍、評估方式及評估內容。</p> <p>本行如委任外部機構、專家執行董事會績效評估，應於年報中揭露外部評估機構、專家及其團隊成員與專業說明，以及外部評估機構或專家之獨立性聲明，並說明評估方式、標準與未來改善建議。</p>
<p>Article 10 Disclosure of Evaluation Information</p>	<p>The Bank shall disclose in its annual report how its Board effectiveness evaluation is performed each year, including the information covering at least evaluation frequency, evaluation period, evaluation scope and evaluation methodology and aspects.</p> <p>In cases where the Bank engages an external institution or experts to conduct the Board effectiveness evaluations, the Bank shall, in its annual report, disclose the relevant information of the external institution, the external experts and their team members, their expertise, and the statement of independence declared by the external institution or experts, and disclose the evaluation methodology, standards and suggestions on improvement.</p>

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第 11 條 (本辦法之揭露)	本辦法應於證券交易所公開資訊觀測站及本行官網充分揭露以供大眾查詢。
Article 11 Disclosure of Implementation Guide	This Implementation Guide shall be disclosed on the Market Observation Post System (MOPS) of Taiwan Stock Exchange (TWSE) and on the Bank's public website for general public's reference.
第 12 條 (核准權限與嗣後 修訂之授權)	本辦法經董事會核准後施行，並授權董事長核准嗣後之修訂。
Article 12 Approving Authority & Delegation	This Implementation Guide shall take into effect after the Board's approval. The Board also delegates its approving authority to Chairman of the Board for any subsequent amendments thereto.