

#### 2024 External Performance Evaluation of the Board of Directors



#### 社團法人中華公司治理協會

#### 董事會績效評估證明

茲證明

#### 臻鼎科技控股股份有限公司

委託本協會執行外部董事會績效評估服務專案 本協會評估小組成員

審閱公司自民國 112 年 11 月 01 日至 113 年 10 月 31 日期間相關文件,並於 113 年 12 月 26 日評估小組成員與公司代表進行視訊訪評,爰於 114 年 01 月 10 日出具董事會績效評估報告,提供公司董事會參酌。特此證明



理事長



依照分層負責規定 授權單位主管決行

中華民國 114年 01 月 10 日

- According to Zhen Ding's "Rules for Performance Evaluation of Board of Directors and Functional Committee", an external professional independent organization will conduct an evaluation every three years.
- In 2024, the Company appointed the Taiwan Corporate Governance Association, an independent external organization with no business dealings, to conduct the performance evaluation of the Executive Board of Directors. The evaluation period is from November 1, 2023 to October 31, 2024. The effectiveness of the Board of Directors was evaluated through questionnaires and video interviews in five aspects: composition and division of labor, guidance and supervision, authorization and risk management, communication and collaboration, and self-discipline and improvement.
- The Association issued a performance evaluation report of the Board of Directors on January 10, 2025. The Company reported the recommendations and future improvement plans to the Board of Directors on March 11, 2025.



## 2024 Summary of external performance evaluations of the Board of Directors

## **Diverse Board Composition**

- The composition of the Board of Directors fully considers factors such as equity structure, independence, diversity and professionalism.
- Independent directors have expertise in different areas and can incorporate diverse perspectives into decision-making, thereby enhancing the effectiveness of business innovation, risk management, long-term strategy and sustainable operations, which is conducive to business expansion.

The atmosphere of the Board of Directors is open and the communication channels are diverse and smooth

- The Chairman respects the diverse expertise of the directors and effectively exercises his leadership by exchanging opinions through formal meetings and plant visits.
- Independent directors actively participate in performing their duties, interact closely and communicate frequently with the management team in meetings, provide professional advice and guidance, and form a good board meeting culture.

The practice of sustainable development concept

- The Chairman has a deep understanding of the Company's business, long-term technology development strategy and global layout, and attaches great importance to corporate integrity and environmental sustainability issues.
- In addition to setting up the functional committees required by law, we also have Sustainability Development Committee, Nominating Committee and a Risk Management Committee, which report to the Board of Directors on a regular basis.

Good internal control and corporate governance

- The audit supervisor regularly reports to the independent directors on the status of audit execution and internal control operations. The independent directors also provide suggestions for strengthening audit matters and internal controls through communication software and e-mail.
- The Company assists new directors in taking office, establishes a directors' manual, and arranges relevant departments to prepare business development strategy reports.



# 2024 External performance evaluation of the Board of Directors recommendations and future improvement plans

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### **Future Improvement Plans**

Include senior manager succession and training plans within the The Company has included the succession and training plan for senior supervision scope of functional committees, and report the operation of managers under the supervision of the Remuneration Committee and talent development mechanisms to the Board of Directors on a regular regularly reports the operation status to the Board of Directors at least basis.

once a year.

The Board of Directors and each functional committee will set individual The Company revised the "Rules for Performance Evaluation of Board goals for each term in accordance with the company's phased development, of Directors and Functional Committee" to establish content that is review the self-assessment questionnaire and make rolling adjustments. consistent with and suitable for the Company's performance evaluation The evaluation results will be reviewed by the Chairman and the convener based on the Company's operations and needs, and submitted a selfof the functional committee, who will express their opinions or make evaluation questionnaire for the Chairman and Functional Committee suggestions for improvement.

conveners to more appropriately reflect the relevant operating conditions.

- In order to protect the interests of stakeholders and implement the 1) whistleblower mechanism, it is recommended to set up a direct communication channel with independent directors, or allow independent directors to receive letters of complaint simultaneously, so that independent directors can supervise the implementation of your company's whistleblower mechanism.
  - The Company's Integrity Promotion Group and Risk Management Implementation Group receive reports and risk management whistleblower reports and report them to the Audit and Risk Committee and the Board of Directors at least once a year to facilitate the Board of Directors' understanding and response.
- The company's internal audit chief should consider the opinions of the audit committee when setting work objectives and evaluating performance, so as to strengthen the independence of internal audit.
- The audit supervisor intends to conduct an annual performance interview with the independent directors during the annual communication meeting. Through the professional feedback and guidance of the independent directors, the audit supervisor will consider the annual KPI indicators.