

FIC Global Inc.
Regulations Governing the Board Performance Evaluation

Established on November 10, 2020

Article 1 (Purpose and basis)

To implement corporate governance and enhance the functions of the Board of Directors, performance objectives are established to improve the operational efficiency of the board. Therefore, these regulations are formulated in accordance with the provisions of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.

Article 2 (Regulations to be complied with)

The performance evaluation measures of the Company's Board of Directors shall be conducted in accordance with the provisions of these regulations, including the main evaluation cycle, evaluation period, evaluation scope and methods, execution unit of the evaluation, evaluation procedures, and other matters that should be followed.

Article 3 (Evaluation cycle and period)

The Board of Directors of the Company shall conduct an internal performance evaluation of the board every year in accordance with the evaluation procedures and evaluation indicators mentioned in Articles 6 and 8.

The execution of the performance evaluation of the Company's Board of Directors may be carried out once by an external professional independent institution or a team of external experts and scholars if necessary.

The results of the performance evaluation of the Board of Directors shall be completed before the end of Q1 of the following year.

Article 4 (Scope and method of evaluation)

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

The evaluation methods include internal self-evaluation of the Board of Directors, self-evaluation of board members, and, if necessary, the appointment of external professional institutions, experts, or other appropriate means to conduct the performance evaluation.

Article 5 (Evaluation execution unit)

The unit conducting the performance evaluation of the Company's Board of Directors shall have a clear understanding of the operation of the evaluated unit and maintain a fair, objective, and independent role.

Article 6 (Evaluation procedures)

- I. Establishing the unit, period, and scope to be evaluated for the current year.
- II. Establishment of the method of evaluation.
- III. Selecting an appropriate evaluation execution unit.
- IV. The execution unit shall collect information related to the Board of Directors' activities and distribute the self-evaluation questionnaires, including Table 1 "Board Performance Self-Evaluation Questionnaire," Table 2 "Board Member Self-Evaluation Questionnaire," Table 3 "Audit Committee Performance Self-Evaluation Questionnaire," and Table 4 "Remuneration Committee Performance Self-Evaluation Questionnaire." These questionnaires may be appropriately adjusted according to regulations. Finally, the coordinating execution unit shall collect the data, record the evaluation results based on the scoring criteria in Article 8, and present the report to the directors for reference.

Article 7 (External professional institutions and experts)

If the Company appoints an external evaluation institution or a team of external experts and scholars to conduct the evaluation of the performance of the Board of Directors, it shall meet the following requirements:

- I. The external evaluation institution or team of external experts and scholars shall be professional and independent.
- II. External evaluation agencies mainly refer to organizations or management consulting institutions that provide services related to board training programs and enhance corporate governance.
- III. External expert and scholars team: At least three experts or scholars in the field of Board of Directors or corporate governance shall be hired to evaluate the implementation of the performance evaluation of the Company's Board of Directors and prepare an external evaluation and analysis report.

Article 8 (Evaluation indicators and scoring criteria)

The Company shall determine the board's performance evaluation based on the Company's circumstances and needs, and shall cover at least the following five aspects:

- I. Degree of participation in the Company's operations.
- II. Improvement in the quality of decision-making by the Board of Directors.
- III. Composition and structure of the Board of Directors.
- IV. Election of the directors and their continuing professional education.
- V. Internal control.

The items for evaluation of the performance of directors shall cover at least the following six aspects:

- I. Their grasp of the Company's goals and missions.
- II. Their recognition of director's duties.

- III. Degree of participation in the Company's operations.
- IV. Their management of internal relationships and communication.
- V. Their professionalism and continuing professional education.
- VI. Internal controls.

The items for evaluation of the performance of functional committees shall cover at least the following five aspects:

- I. Degree of participation in the Company's operations.
- II. Recognition of the duties of the functional committee.
- III. Improvement in the quality of decision-making by the functional committee.
- IV. Composition of the functional committee, and election and appointment of committee members.
- V. Internal control.

The indicators for the Board of Directors' performance evaluation shall be established based on the Company's operations and needs, ensuring that the content is suitable for the execution of the performance evaluation.

The scoring criteria may be modified and adjusted according to the Company's needs, and a weighted scoring method may also be used based on various evaluation dimensions.

Article 9 (Use of evaluation results)

The results of the performance evaluation of the Board of Directors shall serve as a reference when selecting or nominating directors.

Article 10 (Disclosure of information in annual reports)

The Company should disclose in its annual report whether it has established performance evaluation measures for the Board of Directors, as well as the implementation status of the annual performance evaluations and a description of the evaluation methods used.

If the Company has external institutions or experts conduct the Board of Directors' performance evaluation, it should disclose in its annual report the names of the external assessment institutions and experts, along with a description of their professional qualifications. Additionally, it should explain whether these external institutions or experts have any business relationships with the Company and whether they possess independence.

Article 11 (Disclosure method)

The performance evaluation procedures established by the Company shall be fully disclosed on the MOPS and the Company's website for easy inquiry.

Article 12 (Implementation)

The procedures shall be implemented after being discussed and approved by the Board of Directors. The same shall apply to amendments thereto.

Table 1

YYYY Board of Directors Performance Evaluation Self-Evaluation Questionnaire

Evaluation Items		Evaluation Results					Remarks
A. Involvement in Company Operations							
1.	The average attendance of directors in board meetings (excluding proxy attendance) is good	1	2	3	4	5	Example: An attendance rate of 80% qualifies as "4 - Excellent";
2.	Directors' attendance at shareholders' meetings is good	1	2	3	4	5	Example: An attendance rate of 50% qualifies as "4 - Excellent";
3.	Directors should read and understand the meeting materials in advance of the board meeting	1	2	3	4	5	
4.	The Board of Directors and the management team maintain good interaction	1	2	3	4	5	
5.	The Board of Directors places importance on supervising the Company's compliance with laws and best practice guidelines	1	2	3	4	5	
6.	The Board of Directors continues to promote the establishment of corporate governance-related policies, supports the Company's participation in corporate evaluations, and fully protects shareholders' rights to enhance corporate governance	1	2	3	4	5	
7.	Board members have sufficient understanding of the Company, its management team, and the industry in which the Company operates.	1	2	3	4	5	
8.	Directors have adequate communication and exchange with CPAs	1	2	3	4	5	
9.	The Board of Directors regularly reviews the management performance of the management team.	1	2	3	4	5	
B. Improve the decision-making quality of the Board of Directors							
10.	Appropriate frequency of board meetings	1	2	3	4	5	Example: Holding at least six meetings per year qualifies as "4 - Excellent"
11.	The Company provides the Board of Directors with sufficient and appropriate information to enable the Board of Directors (including independent directors) to perform their duties smoothly	1	2	3	4	5	
12.	The minutes of the board meetings adequately document the discussions and appropriately record individual or collective reserved opinions or concerns	1	2	3	4	5	
13.	The agenda arranged by the Board of Directors allocates appropriate discussion time for each agenda item, allowing directors ample time for discussion	1	2	3	4	5	
14.	The motions submitted to the Board of Directors for resolution are appropriate	1	2	3	4	5	
15.	For agenda items that must be submitted for discussion by law, at least more than half of the independent directors must be present at the board meeting	1	2	3	4	5	
16.	If there are related motions that require a conflict of interest avoidance by directors, the directors shall recuse themselves, or the Chairman shall ensure that the affected director recuses themselves, and this shall be documented in the meeting minutes.	1	2	3	4	5	
C. Composition and structure of the Board of Directors							
17.	The Board of Directors has established an adequate number of independent director seats, and their number complies with relevant regulations	1	2	3	4	5	
18.	The Company's independent directors possess the necessary professional knowledge and maintain their independence throughout their term of office	1	2	3	4	5	
19.	Appropriate functional committees established by the Board of Directors	1	2	3	4	5	

Evaluation Items		Evaluation Results					Remarks
20.	The existing functional committees have the capability to fulfill the responsibilities assigned to them by the Board of Directors	1	2	3	4	5	
21.	The composition of the Board of Directors is appropriate and possesses the expertise required for the decision-making process	1	2	3	4	5	
D. Election and continuing education of directors							
22.	The selection process for board members is conducted based on the Company's diversity policy criteria, and the individual performance evaluation results of the directors are taken into consideration	1	2	3	4	5	
23.	The selection process for board members takes into full account the various skills, knowledge, and experience areas of the directors based on the Company's actual needs. If an independent director has served for three consecutive terms, consideration should be given to whether this affects their independence	1	2	3	4	5	
24.	Directors have participated in diverse training courses and undertake appropriate hours of continuing education each year	1	2	3	4	5	
E. Internal Control							
25.	The amendments to the internal control system and the internal control statement were discussed and approved by the Board of Directors	1	2	3	4	5	
26.	The internal control system approved by the Board of Directors includes five major elements/principles and covers all operating activities and control operations in the transaction cycle	1	2	3	4	5	
27.	The Company's Head of Audit/Chief Auditor attends the board meetings and presents the internal audit business report, and the audit reports (including follow-up reports) are delivered or notified to the Audit Committee and independent directors as required	1	2	3	4	5	
28.	The appointment and dismissal of the internal audit managers has been reported to the Board of Directors in accordance with the law	1	2	3	4	5	
29.	Directors of the Board of Directors understand the Company's accounting system, financial condition, financial reports, audit reports, and tracking	1	2	3	4	5	
Additional comments or suggestions (For example, suggestions for improving the operation of the board of directors, etc.)							
Overall Comments:							

Note1 :If the evaluation results for each indicator cannot be fully expressed, explanations can be provided in the remarks column.

Note2 :The evaluation period covers the fiscal year from MM/DD to MM/DD.

Note3 :The evaluation should be completed by Q1 of the following year.

Note4 :The evaluation results are presented in 5 levels, and the Company may modify the design of the evaluation results as needed. The explanation of the evaluation levels is as follows:

Numeric 1: Extremely Poor (Strongly Disagree); Numeric 2: Poor (Disagree); Numeric 3: Average (Neutral); Numeric 4: Excellent (Agree);
Numeric 5: Outstanding (Strongly Agree)

Director: _____ (Date of signature and form filling)

Table 2

YYYY Board Member Performance Evaluation Self-Evaluation Questionnaire

Evaluation Items	Evaluation Results	Remarks
A. Understanding of Company Goals and Mission		
1. Directors have a clear understanding of the Company's core values (such as discipline, mission, honor, vision, etc.)	1 2 3 4 5	
2. Directors have a clear understanding of the strategic goals set by the Board of Directors for the Company	1 2 3 4 5	
3. Directors have a clear understanding of the characteristics and risks of the industry in which the Company operates.	1 2 3 4 5	
B. Director Responsibilities Awareness		
4. Directors fully understand their legal duties	1 2 3 4 5	
5. Directors, when executing their duties, adhere to confidentiality obligations regarding internal company information	1 2 3 4 5	
C. Involvement in Company Operations		
6. Attendance status at board meetings (excluding attendance by proxy)	1 2 3 4 5	Example: An attendance rate of 80% qualifies as ;4 Excellent;
7. Directors have read and understood the meeting materials prior to the board meeting to ensure they can fulfill their responsibilities effectively during the board meeting	1 2 3 4 5	
8. Directors have a clear understanding of the Company, its management team, and the industry to make professional and informed judgments	1 2 3 4 5	
9. Directors do not hold multiple director or supervisor positions in other companies	1 2 3 4 5	
D. Internal Relationship Management and Communication		
10. Directors interact well with the management team	1 2 3 4 5	
11. Directors communicate effectively with other board members	1 2 3 4 5	
12. Directors have adequate communication and exchange with the CPAs	1 2 3 4 5	
E. Professionalism and Continuous Education of Directors		
13. Directors possess the necessary expertise for board decision-making and execution	1 2 3 4 5	
14. Directors engage in diversified courses beyond their professional capacities, with appropriate annual training hours	1 2 3 4 5	
15. Directors continuously strengthen their professional knowledge and skills	1 2 3 4 5	
F. Internal Control		
16. Directors recuse themselves when there is a need for avoidance due to conflicts of interest	1 2 3 4 5	
17. Directors effectively evaluate and supervise the effectiveness of internal control systems and risk management	1 2 3 4 5	
18. Directors understand and oversee the Company's accounting system, financial condition, financial reports, audit reports, and tracking	1 2 3 4 5	

Evaluation Items		Evaluation Results	Remarks
Additional comments or suggestions (For example, suggestions for improving the operation of the board of directors, etc.)			
Overall Comments:			

Note1 :If the evaluation results for each indicator cannot be fully expressed, explanations can be provided in the remarks column.

Note2 :The evaluation period covers the fiscal year from MM/DD to MM/DD.

Note3 :The evaluation should be completed by Q1 of the following year.

Note4 :The evaluation results are presented in 5 levels, and the Company may modify the design of the evaluation results as needed. The explanation of the evaluation levels is as follows:

Numeric 1: Extremely Poor (Strongly Disagree); Numeric 2: Poor (Disagree); Numeric 3: Average (Neutral); Numeric 4: Excellent (Agree); Numeric 5: Outstanding (Strongly Agree)

Director: _____ (Date of signature and form filling)

Table 3

YYYY Audit Committee Performance Evaluation Self-Evaluation Questionnaire

Evaluation Items	Evaluation Results	Remarks
A. Involvement in Company Operations		
1. The average attendance of members in Audit Committee meetings (excluding attendance by proxy) is good	1 2 3 4 5	Example: An attendance rate of 80% qualifies as ;3 Neutral;
2. Members should read and understand the meeting materials in advance of the meeting	1 2 3 4 5	
3. All members made effective contributions to the Audit Committee	1 2 3 4 5	
4. The Audit Committee holds regular meetings	1 2 3 4 5	
B. Understanding of the Duties of the Audit Committee		
5. The scope of responsibilities of the Audit Committee are clear and appropriate	1 2 3 4 5	
6. The Audit Committee can accurately assess and supervise the existing or potential risks of the Company	1 2 3 4 5	
7. The Audit Committee can provide timely and professionally objective recommendations to the Board of Directors for discussion, serving as a reference for board decision-making	1 2 3 4 5	
8. The Audit Committee and the CPAs have engaged in sufficient communication and exchange (such as when new accounting standards are implemented or when there are significant adjustments to financial statements, a meeting is required for discussion)	1 2 3 4 5	
9. The Audit Committee regularly evaluates the independence and suitability of the CPAs	1 2 3 4 5	
C. Improve the Decision-making Quality of the Audit Committee		
10. The Company provides the Audit Committee with sufficient and appropriate information to enable the Audit Committee to perform their duties smoothly When necessary, relevant managers, internal auditors, CPAs, legal consultants, or other personnel are invited to attend the meeting	1 2 3 4 5	
11. The Audit Committee had sufficient time to discuss	1 2 3 4 5	
12. The motions submitted to the Audit Committee for resolution are appropriate	1 2 3 4 5	
13. If there are related motions that require a member to recuse themselves due to a conflict of interest, that committee member has appropriately recused themselves, and this has been documented in the meeting minutes (Audit Committee members shall accurately explain the important contents of their interests when discussing motions involving their own interests, and shall recuse themselves from the discussion and voting if it is harmful to the Company's interests, and shall not exercise their own rights as a proxy for other members.)	1 2 3 4 5	Cooperate with Articles 9 and 10 of Regulations Governing the Exercise of Powers by Audit Committee of Public Companies
14. The minutes of the Audit Committee meetings adequately document the discussions and appropriately record individual or collective reserved opinions or concerns	1 2 3 4 5	
15. Audit Committee meeting resolutions, with appropriate implementation follow-up	1 2 3 4 5	
16. The Audit Committee conducts regular and efficient performance evaluations	1 2 3 4 5	

D. Composition and Member Election of the Audit Committee		
17. The composition of the Audit Committee is appropriate and possesses the expertise required for the decision-making process	1 2 3 4 5	
18. Audit Committee members are elected based on the Company's actual needs, taking into consideration the skills, knowledge, and experience of the board members and taking into account the results of the performance evaluations of the functional committees	1 2 3 4 5	
E. Internal Control		
19. The Audit Committee effectively evaluate and supervise the effectiveness of internal control systems and risk management	1 2 3 4 5	
20. The internal control system approved by the Audit Committee includes five major elements/principles and covers all operating activities and control operations in the transaction cycle	1 2 3 4 5	
21. The Audit Committee understand and oversee the Company's accounting system, financial condition, financial reports, audit reports, and tracking	1 2 3 4 5	
F. Other Items (determined after self-evaluation)		
Additional comments or suggestions (For example, suggestions for improving the operation of the Audit Committee, etc.)		
Overall Comments:		

Note1 :If the evaluation results for each indicator cannot be fully expressed, explanations can be provided in the remarks column.

Note2 :The evaluation period covers the fiscal year from MM/DD to MM/DD.

Note3 :The evaluation should be completed by Q1 of the following year.

Note4 :The evaluation results are presented in 5 levels, and the Company may modify the design of the evaluation results as needed. The explanation of the evaluation levels is as follows:

Numeric 1: Extremely Poor (Strongly Disagree); Numeric 2: Poor (Disagree); Numeric 3: Average (Neutral); Numeric 4: Excellent (Agree);
Numeric 5: Outstanding (Strongly Agree)

Member: _____ (Date of signature and form filling)

Table 4

YYYY Remuneration Committee Performance Evaluation Self-Evaluation Questionnaire

Evaluation Items	Evaluation Results	Remarks
A. Involvement in Company Operations		
1. The average attendance of members in Remuneration Committee meetings (excluding attendance by proxy) is good (Example: An attendance rate of 80% qualifies as ;3 Neutral;)	1 2 3 4 5	
2. Members should read and understand the meeting materials in advance of the meeting	1 2 3 4 5	
3. All members made effective contributions to the Remuneration Committee	1 2 3 4 5	
4. The Remuneration Committee holds regular meetings	1 2 3 4 5	
B. Understanding the Responsibilities of the Remuneration Committee		
5. The scope of responsibilities of the Remuneration Committee are clear and appropriate	1 2 3 4 5	
6. The Remuneration Committee can accurately assess and supervise the existing or potential risks of the Company	1 2 3 4 5	
7. The Remuneration Committee can provide timely and professionally objective recommendations to the Board of Directors for discussion, serving as a reference for board decision-making	1 2 3 4 5	
8. The Remuneration Committee has established and regularly reviews the policies, systems, standards and structures for the performance evaluation and remuneration of directors and managers. (The determination of remuneration for directors and managers should not be in a material conflict with financial performance)	1 2 3 4 5	
C. Improve the Quality of Decision-making by the Remuneration Committee		
9. The company provides the Remuneration Committee with complete, timely, and high-quality information, enabling the committee to effectively fulfill its responsibilities. When necessary, relevant managers, legal consultants, or other personnel are invited to attend the meeting	1 2 3 4 5	
10. The Remuneration Committee had sufficient time to discuss	1 2 3 4 5	
11. The motions submitted to the Remuneration Committee for resolution are appropriate	1 2 3 4 5	
12. If there are related motions that require a member to recuse themselves due to a conflict of interest, that committee member has appropriately recused themselves, and this has been documented in the meeting minutes (Remuneration Committee members shall accurately explain the important contents of their interests when discussing motions involving their own interests, and shall recuse themselves from the discussion and voting if it is harmful to the Company's interests, and shall not exercise their own rights as a proxy for other members.)	1 2 3 4 5	In accordance with the amendments to Article 9-1 of the Policies and Procedures for the Establishment and Exercise of Authority by the Remuneration Committee
13. The minutes of the Remuneration Committee meetings adequately document the discussions and appropriately record individual or collective reserved opinions or concerns	1 2 3 4 5	
14. Remuneration Committee meeting resolutions, with appropriate implementation follow-up	1 2 3 4 5	
15. The Remuneration Committee conducts regular and efficient performance evaluations	1 2 3 4 5	

Evaluation Items		Evaluation Results					Remarks
D. Composition and Member Election of the Remuneration Committee							
16.	The composition of the Remuneration Committee is appropriate and possesses the expertise required for the decision-making process	1	2	3	4	5	
17.	Members of the Remuneration Committee have maintained their independence during their term of office	1	2	3	4	5	According to Article 6 of the Regulations Governing the Establishment and Exercise of Powers by the Remuneration Committee
18.	Remuneration Committee members are elected based on the Company's actual needs, taking into consideration the skills, knowledge, and experience of the board members and taking into account the results of the performance evaluations of the functional committees	1	2	3	4	5	
E. Other Items (determined after self-evaluation)							
Additional comments or suggestions (For example, suggestions for improving the operation of the Remuneration Committee, etc.)							
Overall Comments:							

Note1 :If the evaluation results for each indicator cannot be fully expressed, explanations can be provided in the remarks column.

Note2 :The evaluation period covers the fiscal year from MM/DD to MM/DD.

Note3 :The evaluation should be completed by Q1 of the following year.

Note4 :The evaluation results are presented in 5 levels, and the Company may modify the design of the evaluation results as needed. The explanation of the evaluation levels is as follows:

Numeric 1: Extremely Poor (Strongly Disagree); Numeric 2: Poor (Disagree); Numeric 3: Average (Neutral); Numeric 4: Excellent (Agree);

Numeric 5: Outstanding (Strongly Agree)

Member: _____ (Date of signature and form filling)