

2025 Board Performance External Evaluation - Evaluation Process

winbond



社團法人中華公司治理協會

董事會績效評估證明

茲證明

華邦電子股份有限公司

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 113 年 8 月 1 日至 114 年 7 月 31 日期間相關文件，

並於 114 年 9 月 12 日評估小組至公司進行視訊訪評，

爰於 114 年 9 月 26 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

陳清祥

依照分層負責規定
授權單位主管執行

中 華 民 國 114 年 9 月 26 日

2025.06.05

The company applies for evaluation

2025.07.14

The company begins the self-assessment process

2025.08.18

The company completes the self-assessment process

2025.08.25

Association's evaluation committee members and specialists conduct document review

2025.09.12

Association's evaluation committee members and specialists conduct video interviews

2025.09.26

The association issues the evaluation report

External Evaluation of Board Performance in 2025 – Recommendations from the Corporate Governance Association

No.	Governance Association Recommendation	Company Response
1	Your company has independently established a ESG Committee and a Risk Management Committee under the Board of Directors. After several years of practical operation, their models and functions have been established. It is recommended that your company introduce a self-assessment mechanism, incorporating these two functional committees into the board performance evaluation system, and conduct self-assessments annually to continuously enhance their effectiveness.	To be implemented starting next year.
2	Your board actively practices sustainability and has established five major sustainability strategies (Green Products, Environmental Sustainability, Human Rights and Social Co-prosperity, Sustainable Supply Chain, Corporate Governance). Currently, ESG-related indicators account for about 5% of senior management's annual performance evaluations. It is recommended that your company review and redefine the scope and items of sustainability performance indicators, balancing the E (Environmental), S (Social), and G (Governance) aspects. The indicators should be more diverse (e.g., including talent development, integrity, and governance practices) and aligned with core business objectives (e.g., results in green product design and development). This will help communicate your company's commitment to sustainability to external stakeholders and effectively motivate the management team to achieve corporate sustainability goals.	<p>1. Major ESG topics and targets will be incorporated into the performance evaluation indicators of all senior managers (vice presidents and above) according to business relevance, with the indicator proportion increased to 10%.</p> <p>2. Based on the annual evaluation results of major ESG topics and targets, the ESG performance score for each senior manager (vice president and above) will be calculated and used as a reference for employee bonuses.</p>
3	In the event of significant incidents (e.g., industrial safety incidents, earthquakes, fires) that may disrupt operations, board members should promptly obtain relevant information to supervise response measures. It is recommended that your company establish a major incident reporting procedure, which should at least specify the types of incidents or information to be reported, reporting deadlines, methods, and levels, so that all board members can promptly and fully understand various company risks.	The company's "Internal Major Information Handling Procedures" will be revised to include the process for reporting to the board.