

澳盛台灣商業銀行
ANZ (Taiwan) Limited
機構投資人盡職治理守則遵循聲明
Compliance Statement on “Stewardship Principles for Institutional Investors”

為使澳盛台灣商業銀行(下稱本行)擔任機構投資人時，善盡資產擁有人之責任，得以保障客戶、股東等資金提供者之長期利益，應關注被投資公司之營運狀況，並透過行使投票權等方式參與公司治理，以促使被投資公司改善治理品質，帶動產業、經濟及社會之健全發展，特訂定本守則。

As a fiduciary asset manager, ANZ (Taiwan) Limited (hereby referred to as “ANZ Taiwan”) pursuit of good corporate governance stems from our responsibility to protect and enhance the long-term economic value and business situation of the companies in which we invest on behalf of our clients and stakeholders. ANZ Taiwan fulfills our duties as a fiduciary investor through exercising the voting rights to engage with companies to improve corporate governance quality and promote the industrial, economic, and social development that delivers long-term value to our clients and stakeholders. Therefore, ANZ Taiwan supports the objectives of the “Stewardship Principles for Institutional Investors”.

本行主要業務為承辦各項存款、放款、保證、簽發信用狀、商業匯票之承兌、短期票券之經紀、自營、簽證及承銷業務、投資公債、外匯匯兌及經主管機關核准之其他相關業務，係屬資產管理人。本行聲明遵循「機構投資人盡職治理守則」，針對六項原則之遵循情形如下：

ANZ Taiwan businesses include deposit, loan, guarantee, and issuance of L/C, commercial acceptance bill, short-term bills brokerage, proprietary trading, certification and underwriting business, bond investment, foreign exchange, as well as other authorized items by regulator. As a fiduciary asset manager, ANZ Taiwan declares compliance with the Principles and set out below six approaches to the recommendations of the Principles.

原則一 盡職治理政策

本行為成功扮演金融同業及非銀行企業國際化之最佳策略夥伴，致力於高科技產業及其供應鏈業務，強化亞洲及澳紐地區業務發展機會與聯結，並專注多元、結構性及策略性商品，追求永續發展，以為客戶、股東謀取最大利益。為達此一目標，本行擬定內部管理制度，遵循主管機關法令規定，以履行盡職治理之責任。

Principle 1: Setting and disclosure of the stewardship policy

To perform the leading international role of strategic partner between financial institutions and non-banking corporates, ANZ Taiwan focuses on high-technology industry and its supply chain business, strengthens connections and development opportunities with Asia, Australia and New Zealand; also, concentrates on diversified, structured, and strategic products to pursue the business sustainability and the largest profit to our clients and stakeholders. To meet the strategy, ANZ Taiwan establishes an internal management policy to comply with the regulatory requirement and assume the responsibility of the stewardship.

原則二 利益衝突管理政策

為確保本行基於客戶之利益執行其業務，不得有損害其權益之行為，本行訂定利益衝突管理政策，內容包括衝突之態樣及其管理方式、建構防範程序及其陳述管道。員工執行業務應遵循員工手冊、「行為及道德準則」、「關係人作業規範」、「利害關係人授信準則」、「關係人授信暨授信外交易準則」及「供應商適法性與關係人檢核作業流程」等相關內部作業處理程序，並透過落實教育宣導、分層負責、資訊控管等方式，以消弭利害衝突發生之潛在風險，並落實誠信經營之理念。

Principle 2: Setting and disclosure of the conflict of interest management policy

ANZ Taiwan maintains policies and procedures that are designed to prevent unwarranted impact on clients' profits. The contexts include a list of examples of conflict and its management methodology, as well as the adoption of prevention strategy and the channel to appeal. Employees should comply with relevant internal policies and procedures, such as "Employee Manual", "Code of Conduct and Ethics", "Principle of Related Party", "Credit Principle of Interest Party", "Transaction Principle of Related Party" and "Procedure for the Legitimacy of Vendor and the Verification of Related Party". Through internal training, segregation of duty, and information security monitoring, ANZ Taiwan reduces the potential risk of the conflict of interest and ensures the fulfilment of the integrity management philosophy.

原則三 持續關注被投資公司

為確保本行取得充分且有效之資訊，以評估與被投資公司對話及互動之性質、時間與程度，而建立良好之投資決策基礎，本行針對被投資公司之相關新聞、財務表現、產業概況、營運策略、及公司治理等議題，持續予以關注。

Principle 3: Continuous focus on matters of investee companies

ANZ Taiwan continually monitors investee companies' issues regarding relevant news, financial performance, industry overview, operation strategy and corporate governance to ensure we receive the precise information and develop the effective investment strategy to appraise the bilateral dialogue, timeline and engagement with investee companies.

原則四 適當與被投資公司對話及互動

針對本行持有超過該公司股份 5% 以上之被投資公司，本行透過與被投資公司適當之對話及互動，以進一步瞭解被投資公司對產業所面臨之風險與策略，並致力與被投資公司於長期價值創造上取得一定共識。本行每年透過參與股東常會或重大之股東臨時會等方式與被投資公司經營階層溝通。當被投資公司在特定議題上有重大違反公司治理原則或損及本行客戶及股東長期價值之虞時，本行將向被投資公司經營階層詢問處理情形，且不排除聯合其他投資人共同表達訴求。

Principle 4: Appropriate dialog and engagement with investee companies

For companies where ANZ Taiwan holds more than 5% of the shares, ANZ Taiwan intends to reach a mutual understanding with investee companies of the industrial risk and strategy; and aims to promote sustainable financial performance by investee companies through the participation in annual regular shareholders' meeting or provisional shareholders' meeting. ANZ Taiwan will monitor the status handling with investee companies' management and will not rule out voicing our dissent with other investors when the specific issue might potentially cause a material breach of corporate governance or has significant impact on long-term value

for our clients and stakeholders.

原則五 建立明確投票政策與揭露投票情形

本行為客戶及股東之最大利益考量，於行使股東會議案投票權前審慎評估各議案，且並非絕對支持經營階層所提出之議案。為尊重被投資公司之經營專業並促進其產業發展，對於經營階層所提出之議案，原則表示支持；唯對於有礙被投資公司永續發展之違反公司治理議案、對環境或社會具負面影響之議案者，不予支持；若涉及董事、監察人選舉之議案，除法令另有規定外將不行使表決權。

Principle 5: Setting and disclosure of clear voting methods and voting records

ANZ Taiwan's voting policy is intended to promote business practices that contribute to sustainable long-term financial performance for our clients and stakeholders. We make the prudential assessment of each proposal before exercising the voting right, and do not absolutely support each motion proposed by investee companies' management. To respect the investee companies' profession and foster its industrial development, ANZ Taiwan generally supports the motion proposed by investee companies' management; however, will reject any motion which will hinder sustainable development, breach the corporate governance or cause a negative impact on the environment or society. If the proposal involves the election of directors or supervisors, ANZ Taiwan will not exercise the voting rights except for incident to comply with regulator's requirement.

原則六 定期向客戶或受益人揭露履行盡職治理之情形

本行定期於網站揭露遵循聲明及履行盡職治理之情形。

Principle 6: Periodical disclosure of the stewardship action

ANZ Taiwan will disclose the compliance statement of stewardship principles on the website periodically.

簽署人 澳盛台灣商業銀行
Signatory ANZ (Taiwan) Limited

一〇七年八月二十四日
24 August 2018