

## 兆豐票券金融股份有限公司

### 「機構投資人盡職治理守則」遵循聲明

兆豐票券金融股份有限公司主要業務為債券自營及投資業務、股權商品投資業務，係屬資產擁有人。本公司基於股東之總體利益，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：

#### 原則一 制定並揭露盡職治理政策

本公司營運目標在於透過債券或股權商品業務之進行，以謀取股東之總體利益，為達成此一目標，本公司機構投資人盡職治理政策主要內容包括對股東之責任及盡職治理行動之履行與揭露等，並持續關注被投資公司營運及環境、社會與公司治理(Environmental, Social and Governance，下稱「ESG」)等面相之永續發展。

#### 原則二 制定並揭露利益衝突管理政策

為確保本公司基於股東之利益執行業務，本公司機構投資人盡職治理政策已訂定利益衝突管理政策，內容包括利益衝突之態樣及其管理方式。

#### 原則三 持續關注被投資公司

為確保本公司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，並為本公司之投資決策建立良好基礎，本公司對被投資公司之關注項目可包含相關新聞、財務表現、產業概況、經營策略、環境保護作為、社會責任與勞工權益及公司治理(ESG)等議題。

#### 原則四 適當與被投資公司對話及互動

本公司透過與被投資公司適當之對話及互動，以進一步瞭解與溝通其經營階層對產業所面臨之風險與策略，並致力與被投資公司在長期價值創造上取得一定共識。本公司每年可透過參與法說會或派員參與股

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公司股東長期價值之虞時，本公司將不定時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。本公司亦得針對特定ESG議題參與相關倡議組織，共同擴大及發揮機構投資人之影響力，並注重互動或議合後帶給被投資公司之影響，擬定未來議合的規劃及關注事項，進而決定後續的投資決策。

#### 原則五 建立並揭露明確投票政策與揭露投票情形

為謀取股東之最大利益，本公司機構投資人盡職治理政策已訂定明確投票政策，主要內容係對被投資公司股東會議案應盡可能審慎評估，對公司股東權益有重大影響之議案，宜妥善行使投票權，避免機械式贊成、反對或棄權。各年度投票情形之(彙總)揭露請詳本公司網站：<http://www.megabills.com.tw>

#### 原則六 定期揭露履行盡職治理之情形

本公司定期於網站(<http://www.megabills.com.tw>)或年報揭露履行盡職治理情形，包括本遵循聲明、出席被投資公司股東會與投票情形及其他重大事項。

簽署人 兆豐票券金融股份有限公司

110年12月7日簽署

## MEGA BILLS FINANCE CO., LTD.

### The Statement of Compliance with “Stewardship Principles for Institutional Investors”

MEGA BILLS FINANCE CO., LTD. is primarily engaged in the business lines including proprietary trading and investment of bonds and equity instrument investment business, namely the asset owner. In consideration of the shareholders’ overall interests, the Company declares that it complies with the “Stewardship Principles for Institutional Investors.” The compliance with the six principles is stated as follows:

#### Principle 1 Formulating and Disclosing Stewardship Policies

The Company’s operational objective aims to pursue the overall interests for its shareholders through bond or equity instrument operations. To achieve this objective, the Company has established the Stewardship policies, which include the responsibilities towards shareholders and the performance and disclosure of stewardship actions. Meanwhile, the Company continues to focus on the investees’ operations and environmental, social and governance aspects (hereinafter referred to as “ESG”).

#### Principle 2 Formulating and Disclosing Conflict of Interest Management Policies

To ensure that the Company conducts its business based on the interests of its shareholders, the Company’s Stewardship policies have included the conflict of interest management policy, including the patterns and management methods of conflicts of interest.

#### Principle 3 Continuously Focusing on Investees

In order to ensure that the Company obtains sufficient and effective information for evaluating the nature, timing and degree of the dialogue

and interaction with the investees and establishing a good foundation for the Company's investment decision making. The Company pays attention to various aspects of the investees, including relevant news, financial performance, industry overview, business strategies, environmental protection practices, social responsibility, labors' interests and rights and ESG issues.

#### Principle 4 Engaging in Adequate Dialogue and Interaction with Investees

Through appropriate dialogue and interaction with investees, the Company seeks to further understand and communicate the risks and strategies faced by the management of these investees in the industry, and strives to reach a consensus with the investees on long-term value creation. The Company may participate in investor conferences or send its personnel to participate in annual general meetings or important special shareholders' meetings to communicate with the management of the investees. Where the investees are held violating the corporate governance principles or impairing the long-term value of the Company's shareholders on specific issues, the Company will inquire about the handling situation with the management of the investees from time to time, and may consider joining other investors in expressing demands. The Company may also participate in relevant advocacy organizations related to specific ESG issues to expand and exert the influence of institutional investors. Meanwhile, the Company will focus on the influence rendered by the interaction or engagement against the investees and prepare the future engagement planning and issues of concern to decide the subsequent investment policies.

#### Principle 5 Establishing and Disclosing Clear Voting Policies and Disclosing Voting Records

In order to pursue the shareholders' maximum interests, the Company's Stewardship policies have included clear voting policies requiring that the motions proposed at the shareholders' meetings of the investees should be evaluated carefully, the voting rights should be exercised adequately

against the motions which might pose significant impacts on shareholders' equity, and mechanical agreement, disagreement or abstention should be avoided. For the disclosure of the (summarization) of the annual votes, please visit the Company's website at: <http://www.megabills.com.tw>

#### Principle 6 Regularly Disclosing the Implementation of Stewardship Principles

The Company regularly discloses the status of its performance of the Stewardship on its official website (<http://www.megabills.com.tw>) or in the annual report, including the compliance statement, attendance at the shareholders' meeting of the investees, voting records, and other significant matters.

Signed by: MEGA BILLS FINANCE CO., LTD.

December 7, 2021