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中國信託銀行
CTBC BANK

中國信託商業銀行
風險管理暨資訊安全委員會組織規程
V7.0

CTBC Bank Co., Ltd.
Charter of the Board Risk Management and Information Security Committee
V7.0

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文件制/修訂履歷 Version Chronology

制/修訂版次 Version	制/修訂日期 Date of compilation /revision	制/修訂說明 Details	作者 Author
V 1.0	2011/06	初版 First version	蔡政汝 TSAI,CHENG-JU
V 2.0	2013/12	配合今年稽核專案查核出具意見，修訂相關職權事項，亦為符合現行作業，進行職權事項的修改。 According to Internal Audit opinions, revised Article 4 “Responsibilities and Accountabilities” to align with practice	曾柏嘏 Marck Tseng
V 3.0	2014/12	年度修改相關職權事項，以配合實務運作。 Revised to align with practice	曾柏嘏 Marck Tseng
V 4.0	2016/01	因應外部法規之管理要求(美國 Regulation YY)及實務運作，修訂〔第四條 職權事項〕規範。 To response U.S. regulation (Regulation YY), revised Article 4 “Responsibilities and Accountabilities”	曾柏嘏 Marck Tseng
V 5.0	2018/07	配合金控規程及實務運作修訂 Revised to align with the internal regulation of CTBC financial holding	盧俊安 Roger Lu
V 6.0	2020/03	配合金控規程，修訂〔第四條 職權事項〕規範。 Revised Article 4 “Responsibilities and Accountabilities” to align with the internal regulation of CTBC financial holding	曾柏嘏 Marck Tseng
V 6.1	2024/04	依本行「內規制定辦法」規範，本次增加英譯內容，以利實務遵循。 Add English content to align with the “CTBC	曾大維 David Tseng

		Bank Co., Ltd. Internal Regulation Establishing Rule”	
V 7.0	2026/06	「風險管理委員會」更名為「風險管理暨資訊安全委員會」，職權新增審查資訊安全相關事項 The “Risk Management Committee” has been renamed as the “Risk Management and Information Security Committee,” with its authorities expanded to include the review of information security-related matters.	藍得祐 Teyu Lan

第一條 設置依據

Article 1 Origin of the Board Risk Management and Information Security Committee

為健全公司風險治理及強化董事會功能，依中國信託商業銀行(以下簡稱「本銀行」)董事會授權設置「風險管理暨資訊安全委員會」 (以下簡稱「本委員會」)，並訂定本委員會組織規程，以利遵循。

To strengthen risk governance function at CTBC Bank Co., Ltd. (the Bank) and assist the Board of Directors (the Board) in fulfilling its responsibilities, the Board Risk Management and Information Security Committee (the Committee) is established under the authorization of the Board along with this Charter being set up for appropriate adoption.

第二條 設置目的

Article 2 Purpose of the Committee

本委員會成立宗旨係為協助董事會對風險治理與資訊安全管理機制之溝通、報告與建議，以期因決策階層對風險文化的支持，透過決策過程及領導者之支持行動以廣泛影響所有員工及組織。

The Purpose of the Committee is to assist the Board to communicate, oversee and recommend management on risk governance and information security management mechanisms at the Bank. With the appropriate functioning of the Committee, adequate risk culture and support from management is expected to expand and influence all over the organization and employees.

第三條 成員

Article 3 Membership

本委員會成員由董事會決議委任之，其人數不得少於三人，其中至少一人為獨立董事，並由全體成員推舉一人擔任召集人。本委員會委員之任期為三年，得連選連任；若因故解任，致人數不足者，應依法補選之。

The Committee members are appointed by the Board and will comprise at least three members, including at least one Independent Director of CTBC Bank, the convener is elected by and from entire membership of the Committee. The term of service of the

Committee's members is three years and may serve another term if re-appointed. When the number of the Committee members falls below that prescribed in this Article due to the dismissal of a director for any reason, a by-election to fill the vacancy should ideally be held.

第四條 職權事項

Article 4 Responsibilities and Accountabilities

本委員會之職權事項如下：

一、 審查各類風險管理及資訊安全政策；

二、 審查年度風險胃納或限額，與觸及董事會層級限額之行動方案；

三、 審查新興業務之風險管理機制；

四、 審查涉及政策新增或修訂之新風險基礎管理機制；

五、 審查銀行風險整合報告書；

六、 審查重大風險損失事件之檢討與因應措施；

七、 審查重大風險議題之預警與因應措施；

八、 審議在美國營運分支機構之風險管理政策、風險胃納或風險限額等管理制度[1]；審視資本或流動性壓力測試結果、風險整合報告、以及重大風險損失事件的檢討與因應措施，以確保美國營運機構之風險管理制度落實執行且能妥善管控風險。

九、 審查國內外主管機關、董事會及各項風險政策中另有要求需呈報董事會之各項風險相關制度、規範、機制、議題或案件者。

十、 審查年度資訊安全整體執行情形報告，並評估資訊安全管理機制之有效性與適足性。

十一、 審查重大資訊安全事件之應變與改善措施，並提供督導意見。

The responsibilities and accountabilities of the Committee are as follows:

I. Review the risk management and information security policies;

II. Review the risk appetite or risk limits on annual basis. Oversee action plans if any breach of board-approved risk limits;

III. Review the risk management mechanism for new product or new business;

IV. Review and evaluate the appropriateness of new risk management mechanism that involves the amendment of risk policies;

V. Review the Bank's integrated risk report;

本職權事項係依據美國「陶德-法蘭克華爾街改革與消費者保護法案(DFA, Dodd-Frank Wall Street Reform and Consumer Protection Act)」之第 165 條「強化審慎監理規範(Enhanced Prudential Standards,簡稱 EPS,亦稱 Regulation YY」的部份措施；由於本公司全球合併總資產、在美國的合併總資產(含美國子行、分行、辦事處)達到一定規模，因此依規定美國營運機構應向本委員會及金控相關單位呈報其整體風險管理制度執行結果，以督導整體美國營運機構之風險管理政策及其管理成效。

VI. Review details of significant risk loss event and its related action plans;
VII. Oversee plans of early warning mechanism and reaction plan for material risk event;
VIII. Oversee the risk management policies, risk appetite or risk limits framework of the combined U.S. operations.2 Review the results of capital stress test, liquidity stress test, risk reports, and significant risk loss event and etc. to ensure the enforcement and effectiveness of risk management framework of the U.S. operation units.
IX. Review any risk-related policies, norms, mechanisms, issues or cases that are required to be reported to the Board of Directors by domestic and foreign authorities, boards of directors and various risk policies.
X. Review the annual information security report and evaluate the effectiveness and adequacy of the information security management framework.
XI. Review the response and remediation of significant information security incidents and provide oversight and guidance.

第五條 會議

Article 5 Meetings

本委員會議事單位為董事長室，負責協助本委員會議程準備、召集通知、議事進行、會議紀錄及其他相關事宜。
本委員會每季至少舉行會議一次，並得視需要隨時召開會議。
本委員會應由召集人召集並擔任會議主席，召集人請假或因故無法召集或主持會議時，由其指定其他委員一人代理之；召集人未指定代理人者，由委員會之委員互推一人代理之。本委員會得視議題邀請相關部門人員列席。
本委員會之召集，應載明召集事由，於七日前通知各委員，但臨時會不在此限，會議召開應至少有三分之二(含)以上委員出席，任何決議事項應經全體委員二分之一以上同意，並提交董事會決議。如以視訊參與會議者，視為親自出席。
本委員會之議事，應做成議事錄，議事錄應詳實記載下列事項：

(一) 會議屆次及時間地點
(二) 主席姓名
(三) 委員出席狀況、包括出席、請假及缺席者之姓名與人數
(四) 列席者之姓名及職稱
(五) 會議紀錄之姓名

This responsibility derives from Enhanced Prudential Standards (commonly referred to as Regulation YY) under section 165 of the Dodd-Frank Act(The Dodd–Frank Wall Street Reform and Consumer Protection Act) published by the Federal Reserve regarding the risk-management and U.S. risk committee requirements for foreign banking organizations (FBO) which total consolidate assets and combined U.S. assets reach a certain size. Therefore, U.S. operations should report the overall implementation to the Committee and relevant departments of CTBC Financial Holding Company.

(六) 報告事項
(七) 討論事項：各議案之決議方法與結果、委員會之委員、專家及其他人員發言摘要、反對或保留意見。
(八) 臨時動議：提案人姓名、議案之決議方法與結果、委員會之委員、專家及其他人員發言摘要、反對或保留意見。
(九) 其他應記載事項

本委員會簽到簿為議事錄之一部分，於本公司存續期間，應永久保存。
議事錄須由會議主席及記錄人員簽名或蓋章，於會後二十日內分送委員會各委員，並應列入公司重要檔案，於公司存續期間永久妥善保存。前項議事錄之製作及分發，得以電子方式為之。以視訊會議召開本委員會者，其視訊影音資料為議事錄之一部分，應於公司存續期間妥善保存。
本委員會議程由召集人訂定之，其他委員亦得提供議案供本委員會討論。

The Committee will be supported by the Office of Chairman who is in charge of preparing the meeting agenda, meeting notification, meeting procedures, meeting minutes and other necessary matters.
The Committee shall meet at least quarterly and may request at any time.
The convener of the Committee is also the Chairman in the meeting. When the convener goes on leave or otherwise for any reason whatsoever is unable to convene a meeting, the meeting shall be convened by another member designated by the convener, or if no such designation is made, by another member elected by and from among the members of the Committee.
The reasons for calling a meeting of the Committee shall be notified to each member at least seven days in advance. In emergency circumstances, however, this requirement does not apply.
A minimum of two-thirds or more of the entire members of the Committee is expected. All agenda items should be endorsed by one-half or more of the entire membership of the Committee and then submit to the Board for final approval. If videoconferencing attendees are deemed to be present in person.
The meeting minutes shall be made and record the following:

(I) Session, time and place of meeting;
(II) Name of the Chairman;
(III) Attendance of members at the meetings, specifying the names and number of members present, excused and absent;
(IV) Names and titles of those attending the meeting as nonvoting participants;
(V) Name of minutes' taker;
(VI) Matters reported on;

(VII) Agenda items: The method of resolution and the result for each proposal; a summary of the comments made by committee members, experts, or other persons; the opinions expressing objections or reservations at the meeting;
(VIII) Extraordinary motions: the name of the mover; the method of resolution and the result for each motion; a summary of the comments made by committee members, experts, or other persons; the opinions expressing objections or reservations at the meeting;
(IX) Other matters required to be recorded.

The attendance book forms a part of the minutes for each meeting and shall be well preserved during the existence of the Bank.
The meeting minutes shall bear the signature or seal of both the chairman and the minutes' taker; a copy of the minutes shall be circulated to all members of the Committee within 20 days after the meeting and well preserved as important records during the existence of the Bank. The production and circulation of the meeting minutes aforementioned can be done in electronic format. When the video conference convenes the committee, its video and audio data shall be part of the proceedings and well preserved during the existence of the Bank. The meeting agenda is decided by the convener of the Committee. Other members can also recommend motions for discussion in the Committee.

第六條 利益迴避

Article 6 Avoidance of conflict of interest

本委員會之委員對於會議事項，與其自身有利害關係致有害於本公司利益之虞者，應予迴避。

A member of the Committee shall recuse himself or herself from participating in agenda items that involve personal interest where such participation is likely to prejudice the interest of the Bank.

第七條 意見諮詢

Article 7 Advice

本委員會得經決議，委任學者專家或顧問，就第四條規定有關之事項為必要之意見諮詢，其衍生之費用由公司負擔之。

The Committee may, at the cost of the Bank, decide to engage a professional or consultant to conduct a necessary review or provide advice with respect to any matter related to

Article 4 of the Charter.

第八條 善良管理人之注意

Article 8 the Faithful and Prudent Administrator

本委員會委員應以善良管理人之注意，忠實履行本組織規程所訂之職責，並對董事會負責，且將所提議案交由董事會決議。

Members of the Committee should execute their responsibilities and accountabilities with great prudence and shall be responsible for the Board that submits the proposal to the Board for approval.

第九條 決議事項相關執行工作

Article 9 Implementation of Resolution

經本委員會決議之事項，其相關執行工作，得授權召集人或本委員會其他委員辦理，並於執行期間向本委員會為書面或口頭報告，必要時應於下一次會議提報本委員會追認或報告。

The Committee should periodically review any amendments to this Charter and recommend to the Board.
The convener or other members of the Committee are authorized to execute any matters relating to resolution passed at the meeting. Matters required to be executed should be followed by an oral presentation or report in writing, or present to the next meeting to discussion if necessary.

第十條 規章修訂

Article 10 Approval and Amendment

本組織規程屬第一階文件，經董事會核准後公告實施，增修或廢止時亦同。

This Charter is classified as a Tier-1 document and shall be announced and implemented upon approval by the Board of Directors. Any amendment, revision, or termination thereof shall be subject to the same approval process.