

權責單位:股權投資部

修訂日期:114年9月30日

# 公司治理

4-23 其他公司治理之相關資訊

# 「機構投資人盡職治理守則」遵循聲明

本公司遠雄人壽於 1993 年正式成立,2000 年正式更名為遠雄人壽保險事業股份有限公司;主要提供保險產品包括個人壽險、年金保險、個人健康保險、個人傷害保險、投資型保險及團體保險,並透過多元化通路拓展業務。結合保險業核心價值,逐步落實公平待客、推動責任金融、精進數位服務、深耕公益回饋,用心為國人打造幸福生活。

由於本公司自有資金來自保戶及股東,2020年起本公司經董事會決議,將責任投資原則訂定於本公司「投資政策」,在投資組合之管理納入環境、社會與公司治理(Environmental, Social and Corporate Governance,簡稱 ESG)因素,遠雄人壽股權投資部依據《投資政策作業準則》另訂定《股權投資責任投資作業準則》(以下簡稱責任投資作業準則),支持並逐步遵循聯合國「責任投資原則」。在投資組合管理納入 ESG 因素,以了解被投資公司在 ESG 構面的表現,並做為遠雄人壽股權投資評估決策依據。

本公司了解機構投資人擁有相當大的能力影響市場及被投資公司,已於 2018 年簽署聲明遵循臺灣證券交易所公司治理中心發布之「機構投資人盡職治理守則」(以下簡稱「守則」)。由於本公司係屬守則第一章所定義之第一類機構投資人,亦即運用自有資金或集結客戶、受益人資金進行投資的「資產擁有人」,故聲明遵循守則之一至六項原則,並主動公開揭露履行盡職治理之情形。本公司聲明遵循「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

本公司秉持「為生命增添好生活」的經營理念,透過人身保險業務之經營,以謀取客戶與股東之最大利益。為達成此一目標,依據主管機關相關法令規範,制定盡職治理政策主要內容如下:

- 一、建立公司治理制度及內部控制制度等相關作業準則,並適用於投資四大流程。
- 二、投資政策規範投資行為原則與決策,在投資評估及流程中考量責任投資原則。
- 三、依循保險法規及相關法令,於出席被投資公司股東會前,審慎評估各股東會議案內容,審慎行使本公司之投票權。

### 原則二制定並揭露利益衝突管理政策

為確保本公司基於客戶與股東之利益執行業務,依據主管機關相關法令規範及各項自律規範訂定,訂 有以下防範利益衝突相關作業準則:

一、本公司遵循「保險業資產管理自律規範」,訂有「國內股權商品投資相關人員行為規範作業準則」,國 內股權商品投資相關人員應盡忠實誠信原則,避免國內股權商品投資相關人員之個人投資行為



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與所屬保險業產生利益衝突之情形,要求前述人員於買賣其知悉交易相關內容之國內股權商品前 應取得本公司之核准。

- 二、「與利害關係人從事有價證券交易處理程序作業準則」規範本公司與利害關係人從事有價證券交易,除法令或規章另有規定者外,應依本作業準則之規定辦理。
- 三、「對同一人同一關係人或同一關係企業有價證券交易作業」遵守保險業對同一人同一關係人及同一關係企業有價證券交易限額,以達到避免交易過度集中同一人或同一關係人之風險。
- 四、另外本公司訂有「道德行為準則」及「員工守則」,透過落實教育宣導、權責分工等方式,避免利益衝突之發生。

### 原則三 持續關注被投資公司

本公司執行投資業務時,遵循投資四大流程包括有價證券分析、投資決定、執行及投後檢討。為確保本公司在投前分析及投後檢討檢能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。本公司針對被投資公司相關新聞、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等議題持續進行關注。並經由法說會、公司拜訪、電話會議時對經營階層提出本公司關注之議題以了解資訊之一致性及其在 ESG 各項構面之表現。

### 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。透過電話會議、面會、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客戶與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,目不排除聯合其他投資人共同表達訴求。

### 原則五 建立並揭露明確投票政策與揭露投票情形

本公司為保戶與股東最大利益考量,依保險法令於行使投票權前均審慎評估各議案,行使股東權利相關作業應經適當授權人員核准之程序,以電子投票為主,親自或委託出席為輔,紀錄對各被投資公司行使表決權情形並提報董事會。投票原則為原則上不反對管理階層提案,並非絕對支持經營階層所提出之議案。本公司每年參與股東會及行使表決權之情形,將揭露於本公司官網。

#### 原則六 定期揭露履行盡職治理之情形

本公司定期於本公司網站揭露履行盡職治理之情形,包括本遵循聲明、遵循報告、股東會投票情形及其他重大事項。

簽署人 遠雄人壽保險事業股份有限公司



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# Corporate Governance 4-23 Additional Corporate Governance Information

# Statement of Compliance with the Stewardship Principles for Institutional Investors

Our company, Farglory Life Insurance Co., Ltd. was officially established in 1993 and renamed in 2000. The company primarily offers insurance products including individual life insurance, annuities, health and accident insurance, investment-linked insurance and group insurance, and expands business through diversified distribution channels. With the core values of the insurance industry in mind, we are committed to fair treatment of customers, promoting responsible finance practices, enhancing digital services, and deepening social service efforts to create a better environment for the people of Taiwan.

As our funds originate from policyholders and shareholders, the Board of Directors resolved in 2020 to incorporate the Principles for Responsible Investment into our Investment Policy. Environmental, Social, and Corporate Governance (ESG) factors are integrated into company portfolio management. In accordance with the Investment Policy Guidelines, the Equity Investment Department has established the Responsible Investment Guidelines for Equity Investments to support and gradually align with the United Nations Principles for Responsible Investment. ESG factors are considered to evaluate the performance of investee companies and serve as a basis for investment decisions.

Recognizing the significant influence on markets and investee companies as an institutional investor, we signed a declaration in 2018 to comply with the "Stewardship Principles for Institutional Investors" issued by the Corporate Governance Center of the Taiwan Stock Exchange (hereinafter referred to as "The Principles"). As defined in Chapter 1 of The Principles, our company is categorized as institutional investor—an asset owner investing proprietary funds. We hereby declare compliance with Principles 1 through 6 and proactively disclose our stewardship practices.

# Principle 1: Establish and disclose stewardship policies

Farglory Life adheres to company philosophy of "Empower Your Life" and operates life insurance business to maximize benefits for customers and shareholders. To achieve this goal, we have established the following stewardship policies in accordance with regulatory



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### requirements:

 Develop corporate governance and internal control systems applicable to the analysis, decision making, execution and post investment review, the four major investment processes.

- Define investment behavior and decision-making principles in our Investment Policy, incorporating responsible investment considerations.
- Evaluate shareholder meeting proposals of investee companies and exercise voting rights prudently in accordance with insurance laws and regulations.

## Principle 2: Establish and disclose conflict of interest management policies

To ensure our operations prioritize the interests of customers and shareholders, we have implemented the following conflict-of-interest prevention measures:

- In compliance with the "Self-Regulatory Guidelines for Asset Management by Insurance Companies," we have established behavioral standards for domestic equity investment personnel, requiring approval before trading securities they have insider knowledge of.
- The "Procedures for Securities Transactions with Related Parties" stipulate that such transactions must comply with internal guidelines unless otherwise regulated.
- Transactions with the same individual, related parties, or affiliated enterprises must adhere to concentration limits to mitigate risk.
- We also enforce a "Code of Ethics" and "Employee Code of Conduct" through education and clear role assignments to prevent conflicts of interest.

# Principle 3: Continuously monitor investee companies

Our investment operations follow four major processes: securities analysis, investment decision-making, execution, and post-investment review. We ensure access to sufficient and effective information to assess the nature, timing, and extent of engagement with investee companies. We monitor news, financial performance, industry trends, business strategies, environmental protection efforts, social responsibility, labor rights, and corporate governance. These topics are discussed with management during earnings calls, company visits, and teleconferences to assess consistency and ESG performance.



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# Principle 4: Engage in appropriate dialogue and interaction with investee companies

We engage with investee companies to understand and communicate with their management regarding industry risks and strategies, aiming to build consensus on long-term value creation. Communication channels include teleconferences, meetings, earnings calls, and participation in shareholder meetings. If an investee company significantly violates governance principles or threatens long-term value for our customers and shareholders, we will inquire about corrective actions and may collaborate with other investors to express concerns.

## Principle 5: Establish and disclose clear voting policies and voting records

To protect the interests of policyholders and shareholders, we prudently evaluate proposals before exercising voting rights in accordance with insurance regulations. Voting is primarily conducted electronically, supplemented by in-person or proxy attendance. Voting records are reported to the Board of Directors. While we generally do not oppose management proposals, we do not automatically support them either. Annual voting activities and shareholder meeting participation are disclosed on our company website.

## Principle 6: Regularly disclose stewardship activities

We regularly disclose our stewardship practices on our website, including this compliance statement, stewardship reports, voting records, and other significant matters.

**Authorized Signatory**