

Applied BioCode Corporation 薪資報酬委員會組織規程 Remuneration Committee Charter	Effective Date	9/19/2016
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	Approver	Board of Director
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第一條 訂定目的及依據 Purpose and basis for adoption

Article 1 為健全本公司董事及經理人薪資報酬制度，爰依台灣「股票上市或於證券商營業處所買賣公司薪資報酬委員會設置及行使職權辦法」（以下簡稱「薪酬委員會職權辦法」）第三條之規定，訂定本薪資報酬委員會組織規程（以下簡稱「組織規程」），以資遵循。

To ensure a sound system for compensation of the directors and managerial officers of this Company, this Remuneration Committee Charter (hereinafter, "this Charter") is adopted pursuant to Article 3 of the Taiwan Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded Over the Counter (hereinafter, "the Regulations").

第二條 適用範圍 Scope

Article 2 本公司薪資報酬委員會（以下簡稱本委員會）之職權相關事項，除台灣法令或章程另有規定者外，應依本組織規程之規定。

Except as otherwise provided by Taiwan law or regulation or by the Memorandum and Articles of Association, matters in connection with the official powers of the Remuneration Committee (hereinafter, "the Committee") shall be handled in accordance with this Charter.

第三條 公告備查 Disclosure for public reference

Article 3 本公司應將本組織規程之內容置於本公司網站及公開資訊觀測站，以備查詢。

The Company shall upload the content of this Charter to its website and the Market Observation Post System (MOPS) for public reference.

第四條 委員會之功能 Functions of the Committee

Article 4 本委員會之職能，係以專業客觀之地位，就本公司董事及經理人之薪資報酬政策及制度予以評估，並向董事會提出建議，以供其決策之參考。

The functions of the Committee are to professionally and objectively evaluate the policies and systems for compensation of the directors and managerial officers of the Company, and submit recommendations to the board of directors for its reference in decision making.

第五條 委員會之組成 Committee composition

Article 5 5.1 本委員會成員人數為三人，由董事會決議委任之，其中一人為召集人。

The Committee shall consist of 3 members appointed by resolution of the board of directors. One of the members shall serve as convener.

5.2 本委員會成員之專業資格與獨立性，應符合薪酬委員會職權辦法第五條及第六條之規定。

The professional qualifications and degree of independence of the members of the Committee shall meet the requirements set out in Articles 5 and 6 of the Regulations.

第六條 委員會之任期及補選 Terms of Committee members and appointments to fill vacancies

Article 6 6.1 本委員會成員之任期與委任之董事會屆期相同。

The term of the Committee members shall be the same as that of the board of directors by whom they were appointed.

6.2 本委員會之成員因故解任，致人數不足三人者，應自事實發生之日起算三個月內召開董事會補行委任。

When a member of the Committee is dismissed for any reason, resulting in there being less than three members, a board meeting to make a new appointment shall be held within 3 months from the date of occurrence.

第七條 職責範圍 Scope of duties

Article 7 7.1 本委員會應以善良管理人之注意，忠實履行下列職權，並將所提建議提交董事會討論。

The Committee shall exercise the care of a good administrator to faithfully perform the following duties and present its recommendations to the board of directors for discussion.

(1) 定期檢討本規程並提出修正建議。

Periodically reviewing this Charter and making recommendations for amendments.

(2) 訂定並定期檢討本公司董事及經理人年度及長期之績效目標與薪資報酬之政策、制度、標準與結構。

Establishing and periodically reviewing the annual and long-term performance goals for the directors, and managerial officers of the Company and the policies, systems, standards, and structure for their compensation.

(3) 定期評估本公司董事及經理人之績效目標達成情形，並訂定其個別薪資報酬之內容及數額。

Periodically assessing the degree to which performance goals for the directors, and managerial officers of the Company have been achieved, and setting the types and amounts of their individual compensation.

7.2 本委員會履行前項職權時，應依下列原則為之：

The Committee shall perform the duties under the preceding paragraph in accordance with the following principles:

(1) 確保公司之薪資報酬安排符合相關法令並足以吸引優秀人才。

Ensuring that the compensation arrangements of the Company comply with applicable

laws and regulations and are sufficient to recruit outstanding talent.

- (2) 董事及經理人之績效評估及薪資報酬，應參考同業通常水準支給情形，並考量個人所投入之時間、所擔負之職責、達成個人目標情形、擔任其他職位表現、公司近年給予同等職位者之薪資報酬，暨由公司短期及長期業務目標之達成、公司財務狀況等評估個人表現與公司經營績效及未來風險之關連合理性。

Performance assessments and compensation levels of directors and managerial officers shall take into account the general pay levels in the industry, the time spent by the individual and their responsibilities, the extent of goal achievement, their performance in other positions, and the compensation paid to employees holding equivalent positions in recent years. Also to be evaluated are the reasonableness of the correlation between the individual's performance and the Company's operational performance and future risk exposure, with respect to the achievement of short-term and long-term business goals and the financial position of the Company.

- (3) 不應引導董事及經理人為追求薪資報酬而從事逾越公司風險胃納之行為。

There shall be no incentive for the directors or managerial officers to pursue compensation by engaging in activities that exceed the tolerable risk level of the Company.

- (4) 針對董事及高階經理人短期績效發放紅利之比例及部分變動薪資報酬支付時間，應考量行業特性及公司業務性質予以決定。

For directors and senior managerial officers, the percentage of bonus to be distributed based on their short-term performance and the time for payment of any variable compensation shall be decided with regard to the characteristics of the industry and the nature of the Company's business.

- (5) 本委員會成員對於其個人薪資報酬之決定，不得加入討論及表決。

No member of the Committee may participate in discussion and voting when the Committee is deciding on that member's individual compensation.

7.3 前二項所稱之薪資報酬，包括現金報酬、認股權、分紅入股、退休福利或離職給付、各項津貼及其他具有實質獎勵之措施；其範疇應與公開發行公司年報應行記載事項準則中有關董事及經理人酬金一致。

"Compensation" as used in the preceding two paragraphs includes cash compensation, stock options, profit sharing and stock ownership, retirement benefits or severance pay, allowances or stipends of any kind, and other substantive incentive measures. Its scope shall be consistent with the compensation for directors and managerial officers as set out in the Regulations Governing Information to be Published in Annual Reports of Public Companies.

7.4 本公司子公司之董事及經理人薪資報酬事項如依子公司分層負責決行事項須經本公司董事會核定者，應先經本委員會提出建議後，再提交董事會討論。

If the decision-making and handling of any matter relating to the remuneration of directors and managerial officers of a subsidiary is delegated to the subsidiary but requires ratification by the board of directors of the Company, the Committee shall be asked to

make recommendations before the matter is submitted to the board of directors for deliberation.

第八條 會議召開及召集 Convening and holding of meetings

Article 8 8.1. 本委員會每年至少召開兩次，召集時應載明召集事由，於七日前通知委員會成員。但有緊急情事者，不在此限。

Meetings of the Committee shall be held at least twice a year. In convening a meeting of the Committee, a notice setting forth the subjects to be discussed at the meeting shall be given to each member at least 7 days in advance. In emergency circumstances, however, the meeting may be convened on shorter notice.

8.2 本委員會成員至少有獨立董事一人參與，並由全體成員推舉獨立董事擔任召集人及會議主席；召集人請假或因故不能召集會議，由其指定委員會之其他獨立董事代理之；委員會無其他獨立董事時，由召集人指定委員會之其他成員代理之；該召集人未指定代理人者，由委員會之其他成員推舉一人代理之。

Among the Committee members there is at least 1 independent director. One of the independent directors shall be elected by all members the Committee as the convener and meeting chair. If the convener takes leave or is unable to convene a meeting for any reason, the convener shall appoint another independent director on the Committee to act in his or her place. If there is no other independent director on the Committee, the convener shall appoint another Committee member to act on his or her behalf. If the convener does not make such an appointment, a member of the Committee shall be elected by and from among the other members on the Committee to serve as convener. The session, time, and place of the meeting.

第九條 議程之訂定 Drafting of meeting agendas

Article 9 9.1 本委員會會議議程由召集人訂定，其他成員亦得提供議案供委員會討論。會議議程應事先提供予委員會之成員。

The Committee's meeting agenda shall be drafted by the convener. Other members may submit motions to the Committee for discussion.

9.2 本委員會召開時，公司應設簽名簿供出席成員簽到，並供查考。若會議是以視訊方式召開，其視訊錄影（含影音）視為出席記錄。

Meeting agendas shall be forwarded to the Committee members in advance. When a meeting of the Committee is held, an attendance book shall be made available for sign-in by the Committee members in attendance and thereafter made available for reference. If members attend the meeting via videoconferencing, the audio and video recording are deemed as the attendance record.

9.3 本委員會之成員應親自出席委員會，如不能親自出席，得委託其他成員代理出席；以視訊參與會議者，視為親自出席。

The Committee members shall attend the meeting in person. If a member is unable to attend the meeting in person, the member may appoint another member to attend as his

or her proxy. Attending a meeting via telecommunications will be deemed attendance in person.

9.4 本委員會成員委託其他成員代理出席委員會時，應於每次出具委託書，且列舉召集事由之授權範圍。

A member of the Committee that appoints another member as proxy to attend a meeting shall in each instance issue a written proxy stating the scope of authorization with respect to the items on the meeting agenda.

9.5 第三項代理人，以受一人之委託為限。

The proxy under paragraph 3 may accept a proxy from one person only.

第十條 決議方法 Resolution method

Article 10 10.1 本委員會為決議時，應有全體成員二分之一以上同意。表決時如經委員會主席徵詢無異議者，視為通過，其效力與投票表決同。

Resolutions at meetings of the Committee shall be adopted with the consent of one half or more of the entire membership. When a matter comes to a vote at a Committee meeting, if upon inquiry by the meeting chair no member voices an objection, the matter will be deemed approved, with the same effect as approval by vote.

10.2 前項表決之結果，應當場報告，並作成紀錄。

The result of the vote under the preceding paragraph shall be made known immediately and recorded in writing.

第十一條 議事錄 Meeting minutes

Article 11 11.1 本委員會之議事，應作成議事錄，議事錄應詳實記載下列事項：

Discussions at a meeting of the Committee shall be included in the meeting minutes, which shall faithfully record the following:

(1) 會議屆次及時間地點。

The session, time, and place of the meeting.

(2) 主席之姓名。

The name of the meeting chair.

(3) 成員出席狀況，包括出席、請假及缺席者之姓名與人數。

Attendance of the Committee members at the meeting, specifying the names and the number of members present, excused, and absent.

(4) 列席者之姓名及職稱。

The names and titles of those attending the meeting as non-voting participants.

(5) 紀錄之姓名。

The name of the minute taker.

(6) 報告事項。

The matters reported at the meeting.

(7) 討論事項：各議案之決議方法與結果、委員會成員之反對或保留意見。

Agenda items: For each proposal, the method of resolution and the result, and any objections or reservations expressed by the Committee members.

- (8) 臨時動議：提案人姓名、議案之決議方法與結果、委員會之成員、專家及其他人員發言摘要、反對或保留意見。

Extraordinary motions: The name of the mover; the method of resolution and the result for each motion; a summary of the comments of the independent director members of the Committee and experts and other persons present at the meeting; and any objections or reservations expressed.

- (9) 其他應記載事項。

Other matters required to be recorded.

11.2 本委員會簽到簿為議事錄之一部分；以視訊會議召開者，其視訊影音資料亦為議事錄之一部分。

The attendance book constitutes part of the minutes for each meeting of the Committee; if the meeting is held via telecommunications, the audio and video materials also constitute part of the meeting minutes.

11.3 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成員，並應呈報董事會及列入公司重要檔案，且應保存五年；議事錄之製作及分發，得以電子方式為之。

The minutes of each meeting of the Committee shall bear the signature or seal of both the meeting chair and the minute taker. A copy of the minutes shall be distributed to each member on the Committee within 20 days after the meeting, and shall be presented to the board of directors and retained as important corporate records for 5 years. The meeting minutes may be produced and distributed in electronic form.

11.4 前項保存期限未屆滿前，發生關於本委員會相關事項之訴訟時，應保存至訴訟終止為止。

If, before the expiration of the retention period under the preceding paragraph, any litigation arises in connection with any matter relating to the Committee, the meeting minutes shall be preserved until the conclusion of the litigation.

第十二條 會議決議之辦理 Implementation of meeting resolutions

Article 12 本委員會基於第七條所定職權之決議事項，或依第十三條第二項決議委任專業人員等之後續執行工作，得授權召集人或委員會其他成員續行辦理，並於執行期間向本委員會為書面報告；必要時應於下一次會議提報本委員會追認或報告。

The execution of tasks relating to resolutions adopted by the Committee in accordance with its duties under Article 7, or subsequent work resolved to be delegated to professionals pursuant to Article 13, paragraph 2, may be delegated to the convener or other Committee members for follow-up, with a written or verbal report to be presented to the Committee during the implementation period. When necessary, the matter shall be presented for ratification or a report made at the next meeting of the Committee.

第十三條 行使職權之資源 Resources to be provided when the Committee exercises its powers

Article 13 13.1 本委員會召開時，得請本公司董事、相關部門經理人員、內部稽核人員、會計師、法律顧問或其他人員列席會議，並提供相關必要之資訊。

When the Committee calls a meeting, it may request directors, managers of relevant departments, internal audit officers, certified public accountants, attorneys, or other personnel of the Company to attend the meeting as non-voting participants and to provide pertinent and necessary information.

13.2 本委員會得經決議，委任律師、會計師或其他專業人員，就行使職權有關之事項為必要之查核或提供諮詢，其相關費用由公司負擔。

The Committee may, at the expense of the Company, resolve to retain the service of an attorney, certified public accountant, or other professional to conduct a necessary audit or to provide advice on matters relating to the exercise of the Committee's powers.

第十四條 語言 Language

Article 14 本組織規程以英文訂定。如本組織規程中、英版本不一致，應以英文版本為準。

This Charter is established in English. In case of any discrepancy between the English version and the Chinese version, the English version shall govern.

第十四條 施行及修改 Enforcement and Amendment

Article 14 本組織規程經董事會通過後施行，修正時亦同。

This Charter, and any amendments hereto, shall enter into force after adoption by the board of directors