2019

All Cosmos Bio- Tech Holdings Corporation

Board of Directors



[INTERNAL CONTROL POLICIES AND PROCEDURES – CSR]

THE INFORMATION CONTAIN HEREIN IS THE INTERNAL CONTROL POLICIES AND PROCEDURES FOR ALL COSMOS BIO- TECH HOLDING CORPORATION.

西元 2016 年 10 月 19 日股東會訂定

第一章 總則

第一條

全宇生技控股有限公司(以下簡稱為本公司)為實踐企業社會責任,並促成經濟、環境及社會之進步,以達永續發展之目標,爰訂定企業社會責任實務守則,以管理其對經濟、環境及社會風險與影響。

第二條

本守則以本公司為適用對象,其範圍包括公司及其集團企業之整體營運活動。

本守則為促使本公司於從事企業經營之同時,積極實踐企業社會責任,以符合國際 發展趨勢,並透過企業公民擔當,提升國家經濟貢獻,改善員工、社區、社會之生 活品質,促進以企業責任為本之競爭優勢。

第三條

本公司履行企業社會責任,應注意利害關係人之權益,在追求永續經營與獲利之同時,重視環境、社會與公司治理之因素,並將其納入公司管理方針與營運活動。

第四條

本公司對於企業社會責任之實踐,宜依下列原則為之:

- 一、落實公司治理。
- 二、發展永續環境。
- 三、維護社會公益。
- 四、加強企業社會責任資訊揭露。

第五條

本公司應考量國內外企業社會責任之發展趨勢與企業核心業務之關聯性、公司本身 及其集團企業整體營運活動對利害關係人之影響等,訂定企業社會責任政策、制度 或相關管理方針及具體推動計畫,,經董事會通過後,並提股東會報告。

股東提出涉及企業社會責任之相關議案時,公司董事會宜審酌列為股東會議案。

第二章 落實公司治理

第六條

本公司遵循國內相關法令與章程之規定建置有效之治理架構及相關道德標準,以健全公司治理。

第七條

本公司之董事應盡善良管理人之注意義務,督促企業實踐社會責任,並隨時檢討其實施成效及持續改進,以確保企業社會責任政策之落實。

本公司之董事會於公司履行企業社會責任時,宜充分考量利害關係人之利益並包括下列事項:

- 一、提出企業社會責任使命或願景,制定企業社會責任政策、制度或相關管理方針。
- 二、將企業社會責任納入公司之營運活動與發展方向,並核定企業社會責任之具體 推動計畫。
- 三、確保企業社會責任相關資訊揭露之即時性與正確性。

本公司針對營運活動所產生之經濟、環境及社會議題,應由董事會授權高階管理階層處理,並向董事會報告處理情形,其作業處理流程及各相關負責之人員應具體明確。

第八條

本公司不定期舉辦履行企業社會責任之教育訓練,包括宣導前條第二項等事項。

第九條

本公司為健全企業社會責任之管理,設置推動企業社會責任之專(兼)職單位,負責企業社會責任政策、制度或相關管理方針及具體推動計畫之提出及執行,並定期向董事會報告。

本公司訂定合理之薪資報酬政策,以確保薪酬規劃能符合組織策略目標及利害關係人利益。

員工績效考核制度宜與企業社會責任政策結合,並設立明確有效之獎勵及懲戒制度。

第十條

本公司應本於尊重利害關係人權益,辨識公司之利害關係人,並於公司網站設置利害關係人專區;透過適當溝通方式,瞭解利害關係人之合理期望及需求,並妥適回應其所關切之重要企業社會責任議題。

第三章 發展永續環境

第十一條

本公司應遵循環境相關法規及相關之國際準則,適切地保護自然環境,且於執行營運活動及內部管理時,應致力於達成環境永續之目標。

第十二條

本公司致力於提升各項資源之利用效率,並使用對環境負荷衝擊低之再生物料,使地球資源能永續利用。

第十三條

本公司依其產業特性建立合適之環境管理制度,該制度應包括下列項目:

- 一、收集與評估營運活動對自然環境所造成影響之充分且及時之資訊。
- 二、建立可衡量之環境永續目標,並定期檢討其發展之持續性及相關性。
- 三、訂定具體計畫或行動方案等執行措施,定期檢討其運行之成效。

第十四條

本公司設立環境管理專責單位或人員,以擬訂、推動及維護相關環境管理制度及具體行動方案,並定期舉辦對管理階層及員工之環境教育課程。

第十五條

本公司考慮營運對生態效益之影響,促進及宣導永續消費之概念,並依下列原則從事研發、採購、生產、作業及服務等營運活動,以降低公司營運對自然環境及人類之衝擊:

- 一、減少產品與服務之資源及能源消耗。
- 二、減少污染物、有毒物及廢棄物之排放,並應妥善處理廢棄物。
- 三、增進原料或產品之可回收性與再利用。
- 四、使可再生資源達到最大限度之永續使用。
- 五、延長產品之耐久性。
- 六、增加產品與服務之效能。

第十六條

為提升水資源之使用效率,本公司應妥善與永續利用水資源,並訂定相關管理措施。

本公司應興建與強化相關環境保護處理設施,以避免污染水、空氣與土地;並盡最大努力減少對人類健康與環境之不利影響,採行最佳可行的污染防治和控制技術之措施。

第十七條

本公司採用國內外通用之標準或指引,執行企業溫室氣體盤查並予以揭露,其範疇宜包括:

- 一、直接溫室氣體排放:溫室氣體排放源為公司所擁有或控制。
- 二、間接溫室氣體排放:外購電力、熱或蒸汽等能源利用所產生者。

本公司注意氣候變遷對營運活動之影響,並依營運狀況與溫室氣體盤查結果,制定公司節能減碳及溫室氣體減量策略,及將碳權之取得納入公司減碳策略規劃中,且 據以推動,以降低公司營運活動對氣候變遷之衝擊。

第四章 維護社會公益

第十八條

本公司應遵守相關法規,及遵循國際人權公約,如性別平等、工作權及禁止歧視等權利。

本公司為履行其保障人權之責任,應制定相關之管理政策與程序,其包括:

- 一、提出企業之人權政策或聲明。
- 二、評估公司營運活動及內部管理對人權之影響,並訂定相應之處理程序。

三、定期檢討企業人權政策或聲明之實效。

四、涉及人權侵害時,應揭露對所涉利害關係人之處理程序。

本公司應遵循國際公認之勞動人權,如結社自由、集體協商權、關懷弱勢族群、禁 用童工、消除各種形式之強迫勞動、消除僱傭與就業歧視等,並確認其人力資源運 用政策無性別、種族、社經階級、年齡、婚姻與家庭狀況等差別待遇,以落實就 業、雇用條件、薪酬、福利、訓練、考評與升遷機會之平等及公允。

對於危害勞工權益之情事,本公司應提供有效及適當之申訴機制,確保申訴過程之平等、透明。申訴管道應簡明、便捷與暢通,且對員工之申訴應予以妥適之回應。

第十九條

本公司應提供員工資訊,使其了解依營運所在地國家之勞動法律及其所享有之權利。

第二十條

本公司提供員工安全與健康之工作環境,包括提供必要之健康與急救設施,並致力於降低對員工安全與健康之危害因子,以預防職業上災害。

本公司對員工定期實施安全與健康教育訓練。

第二十一條

本公司為員工之職涯發展創造良好環境,並建立有效之職涯能力發展培訓計畫。

本公司應將企業經營績效或成果,適當反映在員工薪酬政策中,以確保人力資源之 招募、留任和鼓勵,達成永續經營之目標。

第二十二條

本公司應建立員工定期溝通對話之管道,讓員工對於公司之經營管理活動和決策, 有獲得資訊及表達意見之權利。

本公司應尊重員工代表針對工作條件行使協商之權力,並提供員工必要之資訊與硬體設施,以促進雇主與員工及員工代表間之協商與合作。

本公司應以合理方式通知對員工可能造成重大影響之營運變動。

第二十二條之一

本公司對其產品或服務所面對之客戶或消費者,以公平合理之方式對待,其方式包括訂約公平誠信、注意與忠實義務、廣告招攬真實、商品或服務適合度、告知與揭露、酬金與業績衡平、申訴保障、業務人員專業性等原則,並訂定相關執行策略及 具體措施。

第二十三條

本公司應對產品與服務負責並重視行銷倫理。其研發、採購、生產、作業及服務流程,應確保產品及服務資訊之透明性及安全性,制定且公開其消費者權益政策,並 落實於營運活動,以防止產品或服務損害消費者權益、健康與安全。

第二十四條

本公司應依政府法規與產業之相關規範,確保產品與服務品質。

本公司對產品與服務之行銷及標示,應遵循相關法規與國際準則,不得有欺騙、誤導、詐欺或任何其他破壞消費者信任、損害消費者權益之行為。

第二十五條

本公司評估並管理可能造成營運中斷之各種風險,降低其對於消費者與社會造成之衝擊。

本公司對其產品與服務提供透明且有效之消費者申訴程序,公平、即時處理消費者 之申訴,並應遵守個人資料保護法等相關法規,確實尊重消費者之隱私權,保護消費者提供之個人資料。

第二十六條

本公司評估採購行為對供應來源社區之環境與社會之影響,並與其供應商合作,共同致力落實企業社會責任。

本公司於商業往來之前,宜評估其供應商是否有影響環境與社會之紀錄,避免與企業之社會責任政策牴觸者進行交易。

本公司與其主要供應商簽訂契約時,其內容宜包含遵守雙方之企業社會責任政策, 及供應商如涉及違反政策,且對供應來源社區之環境與社會造成顯著影響時,得隨 時終止或解除契約之條款。

第二十七條

本公司應評估公司經營對社區之影響,並適當聘用公司營運所在地之人力,以增進社區認同。

本公司經由股權投資、商業活動、捐贈、企業志工服務或其他公益專業服務等,將資源投入透過商業模式解決社會或環境問題之組織,或參與社區發展及社區教育之公民組織、慈善公益團體及政府機構之相關活動,以促進社區發展。

第五章 加強企業社會責任資訊揭露

第二十八條

本公司依相關法規及上市上櫃公司治理實務守則辦理資訊公開,並應充分揭露具攸關性及可靠性之企業社會責任相關資訊,以提升資訊透明度。

本公司揭露企業社會責任之相關資訊如下:

- 一、經董事會決議通過之企業社會責任之政策、制度或相關管理方針及具體推動計 畫。
- 二、落實公司治理、發展永續環境及維護社會公益等因素對公司營運與財務狀況所 產生之風險與影響。
- 三、公司為企業社會責任所擬定之履行目標、措施及實施績效。
- 四、主要利害關係人及其關注之議題。
- 五、主要供應商對環境與社會重大議題之管理與績效資訊之揭露。
- 六、其他企業社會責任相關資訊。

第二十九條

本公司如有編製企業社會責任報告書應採用國際上廣泛認可之準則或指引,以揭露推動企業社會責任情形,並宜取得第三方確信或保證,以提高資訊可靠性。其內容宜包括:

- 一、實施企業社會責任政策、制度或相關管理方針及具體推動計畫。
- 二、主要利害關係人及其關注之議題。
- 三、公司於落實公司治理、發展永續環境、維護社會公益及促進經濟發展之執行績 效與檢討。
- 四、未來之改進方向與目標。

第六章 附則

第三十條

本公司應隨時注意國內外企業社會責任相關準則之發展及企業環境之變遷,據以檢討並改進公司所建置之企業社會責任制度,以提升履行企業社會責任成效。

INTERNAL CONTROL POLICIES AND PROCEDURES - CORPORATE SOCIAL RESPONSIBILITY

2019

Title: Corporate Social Responsibility Best Practice Principles

Amended Date: 2016.10.19 (Board of Director Approval)

Categories: Corporate Governance

Article 1

In order to assist companies listed on the Taiwan Stock Exchange Corporation ("TWSE") to fulfill their corporate social responsibility initiatives and to promote economic, environmental, and social advancement for purposes of sustainable development, the TWSE and GTSM hereby jointly adopt the Principles which is followed by ACBT.

Companies are advised to promulgate their own corporate social responsibility principles in accordance with the Principles to manage their economic, environmental and social risks and impact, ACBT has based on the principals develop a set of its own corporate social responsibility.

Article 2

The Principles applies to ACBT, including the entire operations of each such company and its business group.

The Principles encourages ACBT to actively fulfill their corporate social responsibility in the course of their business operations so as to follow international development trends and to contribute to the economic development of the country, to improve the quality of life of employees, the community and society by acting as responsible corporate citizens, and to enhance competitive edges built on corporate social responsibility.

Article 3

In fulfilling corporate social responsibility initiatives, ACBT shall, in its corporate management guidelines and business operations, give due consideration to the rights and interests of stakeholders and, while pursuing sustainable operations and profits, also give due consideration to the environment, society and corporate governance.

Article 4

To implement corporate social responsibility initiatives, ACBT follows the principles below:

- 1. Exercise corporate governance.
- 2. Foster a sustainable environment.
- 3. Preserve public welfare.
- Enhance disclosure of corporate social responsibility information.

Article 5

ACBT shall take into consideration the correlation between the development of domestic and international corporate social responsibility principles and corporate core business operations, and the effect of the operation of individual companies and of their respective business groups as a whole on stakeholders, in establishing their policies, systems or relevant management guidelines, and concrete promotion plans for corporate social responsibility programs, which shall be approved by the board of directors and then reported to the shareholders meeting.

When a shareholder proposes a motion involving corporate social responsibility, the company's board of directors is advised to review and consider including it in the shareholders meeting agenda.

The directors of ACBT shall exercise the due care of good administrators to urge the company to perform its corporate social responsibility initiatives, examine the results of the implementation thereof from time to time and continually make adjustments so as to ensure the thorough implementation of its corporate social responsibility policies.

The board of directors of ACBT gives full consideration to the interests of stakeholders, including the following matters, in the company's performance of its corporate social responsibility initiatives:

- 1. Identifying the company's corporate social responsibility mission or vision, and declaring its corporate social responsibility policy, systems or relevant management guidelines;
- 2. Making corporate social responsibility the guiding principle of the company's operations and development, and ratifying concrete promotional plans for corporate social responsibility initiatives; and
- 3. Enhancing the timeliness and accuracy of the disclosure of corporate social responsibility information.

The board of directors shall appoint executive-level positions with responsibility for economic, environmental, and social issues resulting from the business operations of the company, and to report the status of the handling to the board of directors. The handling procedures and the responsible person for each relevant issue shall be concrete and clear.

Article 8

ACBT does on a regular basis, organize education and training on the implementation of corporate social responsibility initiatives, including promotion of the matters prescribed in paragraph 2 of the preceding article.

Article 9

For the purpose of managing corporate social responsibility initiatives, ACBT is establishing an exclusively (or concurrently) dedicated unit to be in charge of proposing and enforcing the corporate social responsibility policies, systems, or relevant management guidelines, and concrete promotional plans and to report on the same to the board of directors on a periodic basis.

ACBT also adopt reasonable remuneration policies, to ensure that remuneration arrangements support the strategic aims of the organization, and align with the interests of stakeholders.

It is advised that the employee performance evaluation system be combined with corporate social responsibility policies, and that a clear and effective incentive and discipline system be established.

Article 10

ACBT shall, based on respect for the rights and interests of stakeholders, identify stakeholders of the company, and establish a designated section for stakeholders on the company website; understand the reasonable expectations and demands of stakeholders through proper communication with them, and adequately respond to the important corporate social responsibility issues which they are concerned about.

Article 26

ACBT assess the impact their procurement has on society as well as the environment of the community that they are procuring from, and shall cooperate with their suppliers to jointly implement the corporate social responsibility initiative.

Prior to engaging in commercial dealings, ACBT also assess whether there is any record of a supplier's impact on the environment and society, and avoid conducting transactions with those against corporate social responsibility policy.

When ACBT enter into a contract with any of their major suppliers, the content should include terms stipulating mutual compliance with corporate social responsibility policy, and that the contract may be terminated or rescinded any time if the supplier has violated such policy and has caused significant negative impact on the environment and society of the community of the supply source.

Article 28

ACBT shall disclose information according to relevant laws, regulations and the Corporate Governance Best Practice Principles for ACBT and shall fully disclose relevant and reliable information relating to their corporate social responsibility initiatives to improve information transparency.

Relevant information relating to corporate social responsibility which ACBT shall disclose includes:

- 1. The policy, systems or relevant management guidelines, and concrete promotion plans for corporate social responsibility initiatives, as resolved by the board of directors.
- 2. The risks and the impact on the corporate operations and financial condition arising from exercising corporate governance, fostering a sustainable environment and preserving social public welfare.
- 3. Goals and measures for realizing the corporate social responsibility initiatives established by the companies, and performance in implementation.
- Major stakeholders and their concerns.
- 5. Disclosure of information on major suppliers' management and performance with respect to major environmental and social issues.
- 6. Other information relating to corporate social responsibility initiatives.

Article 29

ACBT shall adopt internationally widely recognized standards or guidelines when producing corporate social responsibility reports, to disclose the status of their implementation of the corporate social responsibility policy. It also is advisable to obtain a third-party assurance or verification for reports to enhance the reliability of the information in the reports. The reports are advised to include:

- 1. The policy, system, or relevant management guidelines and concrete promotion plans for implementing corporate social responsibility initiatives.
- Major stakeholders and their concerns.
- 3. Results and a review of the exercising of corporate governance, fostering of a sustainable environment, preservation of public welfare and promotion of economic development.
- 4. Future improvements and goals.

ACBT shall at all times monitor the development of domestic and foreign corporate social responsibility standards and the change of business environment so as to examine and improve their established corporate social responsibility framework and to obtain better results from the implementation of the corporate social responsibility policy.

