

兆豐國際商業銀行
法令遵循行動委員會組織規程
Mega International Commercial Bank
Compliance Action Committee Charter

民國 105 年 9 月 30 日第 15 屆董事會第 15 次會議核定施行
Approved on September 30, 2016 Board of Directors meeting 民國

105 年 11 月 4 日第 15 屆董事會第 16 次會議修訂

Amended on November 4, 2016 Board of Directors meeting

民國 105 年 12 月 30 日第 15 屆董事會第 19 次會議修訂

Amended on December 30, 2016 Board of Directors meeting

民國 106 年 8 月 25 日第 15 屆董事會第 26 次會議修訂

Amended on August 25, 2017 Board of Directors meeting

民國 107 年 2 月 9 日第 15 屆董事會第 33 次會議授權逕行更
正單位名稱(民國 107 年 3 月 12 日生效)

Authorized on February 9, 2018 Board of Directors meeting to
amend Department title

民國 107 年 5 月 11 日第 15 屆董事會第 36 次會議修訂

Amended on May 11, 2018 Board of Directors meeting

民國 107 年 4 月 20 日第 15 屆董事會第 35 次會議授權逕行
更正單位名稱(民國 107 年 6 月 1 日生效)

Authorized on April 20, 2018 Board of Directors meeting to
amend Department title

民國 108 年 2 月 22 日第 16 屆董事會第 6 次會議授權逕行修
訂規章之名稱及用語

Authorized on February 22, 2019 Board of Directors meeting to
amend Charter name and wordings within the Charter

民國 108 年 3 月 15 日第 16 屆董事會第 7 次會議授權逕行增
列本委員會成員

Authorized on March 15, 2019 Board of Directors meeting to
enlist additional committee members.

民國 108 年 9 月 20 日第 16 屆董事會第 14 次會議修訂
Amended on September 20, 2019 Board of Directors meeting

民國 111 年 4 月 8 日第 17 屆董事會第 5 次會議授權逕行更正單位名
稱

Authorized on April 8, 2022 Board of Directors meeting to amend
Department title

第一條 (目的)

為因應及督導紐約州金融服務署合意令及紐約分行、芝加哥分
行、矽谷分行等三家分行美國聯邦準備銀行理事會及伊利諾州
金融廳 C & D 禁制令之改善措施執行或其他指示事項，特於董

事會下設置法令遵循行動委員會(以下簡稱「本會」)。

Article 1 (Purpose)

The Compliance Action Committee (the “Committee”) is established and delegated by the Board of Directors (the “Board”) of Mega International Commercial Bank (the “Bank”) with the purpose of overseeing (i) remediation efforts in response to the New York State Department of Financial Services (NYDFS) Consent Order (ii) remediation efforts in response to the Cease and Desist Order jointly issued to Mega New York Branch, Mega Chicago Branch and Mega Silicon Valley Branch by the Illinois Department of Financial & Professional Regulation (IDFPR) and the Federal Reserve Board (FED) (iii) perform any other duties directed.

第二條（權責單位）

本規程之權責單位為海外業務處。

Article 2 (Competent Authority)

The Competent Authority of the Charter is the Overseas Business Management Department.

第三條（本會職掌）

本會職掌如下：

- 一、督導各項改善措施之工作時程規劃與執行。
- 二、審議改善措施執行所需支援事宜。
- 三、督導美國地區分行與總行及各聯行間之連繫及協調等相關事宜。
- 四、審議總行或美國地區分行為辦理改善措施選任之顧問及律師、會計師等其他專業人員。
- 五、其他指示事項。

前項第四款係案件具急迫性且不及陳報董事會核定者，授權由本會核決後送董事會備查。

Article 3 (Duties and Responsibilities of the Committee)

The duties and responsibilities of the Committee shall include:

1. Oversee the execution and schedule planning of all remediation item efforts.
2. Review and discuss the required resources for the remediation effort.
3. Oversee the communication and coordination among the Head Office (HO), Mega branches within the regions of the United States and other affiliate branches.
4. Review and discuss the selection of consultants, legal counsels, and Certified Public Accountants (CPA) for the Mega branches within the United States for the purpose of remediation.
5. Perform any other duties directed.

The Committee is authorized to act as approver on behalf of the Board for Sub-article 4 above, in cases requiring urgent approvals; the Board shall be sent an acknowledgement subsequently.

第四條（本會成員）

本會由下列成員組成，至少應包含三名董事：

- 一、董事長：為本會召集人並為會議主席。
- 二、總經理。
- 三、督導海外業務處、業務管理處、資訊處及海外分行之副總經理。
- 四、法遵長。
- 五、下列單位之單位主管：
 - (一)海外業務處。
 - (二)法令遵循處。
 - (三)資訊處。
 - (四)企劃處。
 - (五)業務管理處。
 - (六)人力資源處。
 - (七)反洗錢暨金融犯罪防制處。
 - (八)風險控管處。

六、召集人指定之董事或人員。

董事長因故不能召集會議或擔任會議主席時，由其指定之人代理。

委員因故不克出席時，得指派代理人參加。

本會得請總稽核、本行相關部門經理人員、會計師、法律顧問

或

其他召集人指定之人員列席並提供相關資訊。

Article 4 (Members of the Committee)

The Committee is comprised of the below members (which shall at a minimum, include three Board members):

1. The Chairman of the Board: Chairman of the Board acts as the convener and the chairman of the Committee Meeting (the “Meeting”);
2. The President;
3. Senior Executive Vice Presidents responsible for overseeing the Overseas Business Management Department, Business Administration Department, Data Processing & Information Department, and overseas branches;
4. The Chief Compliance Officer;
5. General Managers of the following Departments:
 - (1) The Overseas Business Management Department.
 - (2) The Compliance Department.
 - (3) The Data Processing & Information Department.
 - (4) The Planning Department.
 - (5) The Business Administration Department.
 - (6) The Human Resources Department.
 - (7) The Anti-Money Laundering & Financial Crime Compliance Department.
 - (8) The Risk Management Department.
6. Other Directors of the Board or persons designated by the convener.

In the event the Chairman is unable to convene or preside the Meeting, a designated representative shall be assigned.

In the event a member is unable to attend, a designated representative shall be assigned.

The Committee may call upon the Chief Auditor, CPA, legal counsel and any other relevant personnel to attend the committee and provide information.

第五條（會議程序及紀錄）

本會之決議，應以全體委員過半數之同意行之。表決之結果，應當場報告，並作成紀錄。

本會討論及報告之議案均應以中、英文對照方式作成會議紀錄並提報董事會備查。

Article 5 (Proceeding and Meeting Minutes)

For a resolution to pass, over 50% of votes in favor of the resolution is required to pass it. The result of the vote is to be shown in the meeting and documented in the meeting minutes.

All discussions and resolutions shall be recorded both in the Chinese and the English language and be sent to the Board for acknowledgement.

第六條（會議期程及議事單位）

本會由召集人不定時召開。

海外業務處為本會之議事單位，負責本會之議程準備、召集通知、議事進行、會議紀錄、會議結論事項之追蹤及其他相關事宜。

Article 6 (Meeting Schedule and Unit for Meeting Matters)

Meetings shall be convened on an irregular basis.

The Overseas Business Management Dept. is the secretarial unit of the Committee and responsible for the agenda preparation, notification, proceedings, minutes taking and the tracking of the meeting's resolutions and other related operations.

第七條（未盡事宜）

本規程如有未盡事宜，悉依相關法令規定辦理。

Article 7 (Others)

Matters not specified in the Charter shall be conducted in accordance with applicable laws and regulations, or the Bank's Internal Rules.

第八條（核定層級）

本規程經董事會核定後施行，修正或廢止時亦同。

Article 8 (Approval Level)

This Charter, any amendments and abolishment thereto, will come into effect upon the approval of the Board.