

**公司衍生性金融商品授權決議證明書**  
**CERTIFICATION OF COMPANY DECISION/RESOLUTION TO DERIVATIVES**

致: 日商瑞穗銀行股份有限公司 台北分行 國際金融業務分行 (以下簡稱銀行)  
To: Mizuho Bank, Ltd. Taipei Branch Offshore Banking Unit Taiwan (Referred to as the Bank")

立證明書人, \_\_\_\_\_, 茲證明下列事項係本公司確實無誤之董事會決議全文, 該項決議係依法令及本公司, \_\_\_\_\_, 章程及內部規章之規定, 於民國\_\_\_\_年\_\_\_\_月\_\_\_\_日舉行之董事會作成, 該次會議係依法召開, 由過半數董事出席, 且經出席董事過半數之同意。

I, \_\_\_\_\_, confirm and certify that the following is a true, complete and up-to-date extract of Resolutions of the Directors of the Company, \_\_\_\_\_, duly and properly passed on the \_\_ day of \_\_, 20\_\_ pursuant to, and strictly in accordance with, the Articles of Association of the Company and that all Directors of the Company have declared any interest they have in the arrangements covered by the said Resolutions.

立證明書人另證明上開決議係合法作成且繼續完全有效, 未經修改或撤銷。

I further confirm, for the avoidance of doubt, that these Resolutions are valid and binding upon the Company, have not been revoked or amended as of the date of this Certificate and are in full force and effect.

**茲紀錄 It was noted that:**

(i) 遵循貴行之適用條款, 同意與貴行從事衍生性金融商品之交易 (包括, 但不限於, 換利交換、換匯交換、選擇權) (以下統稱「衍生性金融商品交易」)。

arrangements were proposed with the Bank whereby the Company would, from time to time, enter into derivative transactions (including but not limited to interest rate swap, currency swap, option) ("Derivative Transactions") with the Bank, subject to the Bank's applicable terms and conditions.

(ii) 交付貴行下列約定文件 (a) ISDA Master Agreement 及其 Schedule (以下簡稱 Master Agreement") (b) 風險預告書收悉確認書。該 Master Agreement、貴行之適用條款、風險預告書皆已於會議中確認。

the Company was required to (a) enter into the ISDA Master Agreement together with the Schedule thereto ("Master Agreement") with the Bank; and (b) Acknowledge and confirm acceptance of the Risk Disclosure Statement. The Master Agreement, the Bank's applicable terms and conditions and the Risk Disclosure Statement were produced to the Meeting.

(iii) 本公司有權簽署風險預告書、Master Agreement 及從事衍生性金融商品交易。

the Company has the power to enter into the Risk Disclosure Statement, Master Agreement and Derivative Transactions.

**茲決議 Resolved that:**

1. **衍生性金融商品交易:** 本公司向貴行申請之衍生性金融商品交易, 並接受貴行規定之任何與該衍生性金融商品之適用條款。

**Derivative Transactions:** it would be in the interest of the Company to enter into Derivative Transactions with the Bank and accepts the Bank's applicable terms and conditions in connection with any Derivative Transactions.

2. **Master Agreement 及 風險預告書:** 本公司接受並同意 Master Agreement、風險預告書之內容。

**Master Agreement and Risk Disclosure Statement:** the contents of the Master Agreement and the Risk Disclosure Statement be accepted and approved.

3. **授權簽章:** 本公司授權由 \_\_\_\_\_ (被授權人留存於 貴行之印鑑卡內之簽字與印鑑式樣) 係有權代表本公司簽署一切衍生性金融商品交易之簽章者之簽字與印鑑式樣。

**Authorized Signatories:** authorize \_\_\_\_\_, the specimen signature list of the authorized signers, certified by a director of the Company, separately supplied to the Bank be authorized to confirm, to execute and sign for all Derivative Transactions with the Bank for and on behalf of the Company with immediate effect.

立證明書人特於中華民國\_\_\_\_年\_\_\_\_月\_\_\_\_日簽署本證明書, 並蓋用本公司印鑑。

IN WITNESS WHEREOF, I have hereunto set my hand as Chairman of the Board and affixed the corporate seal of the Company, this \_\_ day of \_\_, 20\_\_.

\_\_\_\_\_  
董事長簽章 及 公司印鑑  
(Signature) Chairman of the Board & Corporate seal of the Company

主管	經辦	核章