

TTY Biopharm Company Limited

Articles of Incorporation

Chapter 1. General Provisions

- Article 1. The Company is organized in accordance with the provisions of the Company Act and is named TTY Biopharm Co., Ltd., with the English name TTY BIOPHARM COMPANY LIMITED.
- Article 2. The business scope of the Company is as follows:
1. C801010 Basic Chemical Industrial
 2. C802041 Manufacture of Drugs and Medicines
 3. F108021 Wholesale of Western Pharmaceutical
 4. F208021 Retail Sale of Western Pharmaceutical
 5. F108031 Wholesale of Medical Devices
 6. F208031 Retail Sale of Medical Apparatus
 7. C802060 Veterinary Drug Manufacturing
 8. C802070 Agro-pesticide Manufacturing
 9. C802080 Environmental Agents Manufacturing
 10. C802100 Cosmetics Manufacturing
 11. C804020 Industrial Rubber Products Manufacturing
 12. C804990 Other Rubber Products Manufacturing
 13. C901020 Glass and Glass Products Manufacturing
 14. CF01011 Medical Device Manufacturing
 15. F102170 Wholesale of Foods and Groceries
 16. F203010 Retail Sale of Food, Grocery and Beverage
 17. IG01010 Biotechnology Services
 18. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3. The Company may establish external endorsement and guarantee procedures in accordance with government regulations, which must be approved by the shareholders' meeting. All guarantees shall only take effect after being approved by the Board of Directors and recorded in the minutes of the Board meeting.
- Article 4. The Company's total investment amount may exceed forty percent of its paid-in capital. All investment-related matters shall only take effect after being approved by the Board of Directors and recorded in the minutes of the Board meeting.
- Article 5. The Company is headquartered in Taipei City and may establish

branch offices at other appropriate locations when necessary.

- Article 6. The Company's public announcements shall be handled in accordance with Article 28 of the Company Act.

Chapter 2. Shares

- Article 7. The Company's total authorized capital is set at NT\$5 billion, divided into 500 million shares with a par value of NT\$10 per share. The Board of Directors is authorized to issue shares in installments.
- Article 8. The Company may issue shares without printing physical stock certificates, but shall register with a centralized securities depository institution.
- Article 9. The transfer, registration, inheritance, gifting, pledge establishment, loss, destruction, or other stock-related operations of the Company's shares shall be handled in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" and other relevant laws and regulations.
- Article 10. Changes to the shareholders' register shall not be made within sixty days prior to an Annual General Meeting, within thirty days prior to a special shareholders' meeting, or within five days prior to the record date for distribution of dividends, bonuses, or other benefits.

Chapter 3. Shareholders' Meeting

- Article 11. The shareholders' meeting shall be convened at least once annually as a regular meeting, which shall be called by the Board of Directors within six months after the end of each fiscal year. Special meetings shall be convened as necessary in accordance with law.
- The Company may hold shareholders' meetings via video conference or other methods announced by the competent authority. When adopting video conferencing, the conditions, operational procedures, and other matters to be followed shall be handled in accordance with the regulations of the competent authority.
- Article 12. Unless otherwise provided by law, each share of the Company shall have one voting right.
- Article 13. If a shareholder is unable to attend a shareholders' meeting, they may issue a proxy form printed by the Company to appoint a proxy to attend on their behalf. The procedure shall be handled in accordance with Article 177 of the Company Act and the "Regulations Governing the Use of Proxies for Attendance at

Shareholder Meetings of Public Companies."

Article 14. Unless otherwise provided by the Company Act, resolutions of the shareholders' meeting shall be adopted by a majority vote of the shareholders present who represent more than half of the total outstanding shares.

Article 15. The matters resolved at a shareholders' meeting shall be recorded in the minutes, which shall be signed or sealed by the chairperson and distributed to all shareholders within twenty days after the meeting. The distribution of the minutes mentioned in the preceding paragraph may be made by public announcement. The minutes shall record the year, month, day, venue, name of the chairperson, method of resolution, summary of the proceedings and their results, and shall be permanently preserved during the existence of the Company. The attendance book of shareholders present and the proxy forms shall be kept for at least one year. However, if a shareholder files a lawsuit pursuant to Article 189 of the Company Act, these documents shall be retained until the conclusion of the litigation.

Chapter 4. Director

Article 16. The Company shall have seven to eleven directors. The number of directors to be elected shall be determined by the Board of Directors, and a candidate nomination system shall be adopted whereby directors shall be elected from among the nominees listed in the roster of director candidates at the shareholders' meeting. Directors shall serve a term of three years and may be re-elected to serve consecutive terms.

Among the aforementioned number of directors, the number of independent directors shall not be fewer than three and shall not be fewer than one-third of the board seats. The professional qualifications, shareholding, restrictions on concurrent positions, nomination and election methods, and other matters to be complied with regarding independent directors shall be handled in accordance with the relevant regulations of the securities regulatory authority.

Article 17. In case no election of new directors is effected after the expiration of the term of office of existing directors, their term of office shall be extended until the new directors take office. The total shareholding percentage of all directors of the Company shall comply with the standards prescribed in the "Rules and Review

Procedures for Director and Supervisor Share Ownership Ratios at Public Companies" promulgated by the competent authority.

- Article 18. When a vacancy of one-third of directors occurs, the Board of Directors shall convene a shareholders' meeting to hold a by-election in accordance with the law. The term of office of the newly elected directors shall be limited to the remaining term of the original directors.
- Article 19. The Board of Directors shall convene a meeting quarterly. The convening of a Board meeting shall state the reasons and notify all directors seven days in advance. However, in case of emergency, a meeting may be called at any time. The notice in the preceding paragraph may be made in writing, by fax, email, or other methods.
- Article 20. The Board of Directors may establish an Audit Committee, Remuneration Committee, or other functional committees as required for business operations. The Audit Committee shall be composed of all independent directors. The responsibilities, organizational regulations, exercise of powers, and other matters to be followed by the Audit Committee mentioned in the preceding paragraph shall be handled in accordance with the relevant regulations of the securities regulatory authority and the Company.
- Article 21. The directors shall form the Board of Directors. The directors shall elect one person from among themselves as the Chairman of the Board by a majority vote of the directors present at a meeting attended by at least two-thirds of all directors, and may elect a Vice Chairman in the same manner.
- Article 22. When the Chairman of the Board requests a leave of absence or cannot exercise their powers for any reason, their proxy shall be appointed in accordance with Article 208 of the Company Act.
- Article 23. Directors shall attend Board meetings in person. When a director is appointed as a proxy, the appointment shall be handled in accordance with Article 205 of the Company Act. When a Board meeting is held via video conference, directors who participate in the meeting via video conference shall be deemed as attending in person.
- Article 24. All business policies and important matters of the Company shall be decided by resolutions of the Board of Directors. Unless

otherwise stipulated in the Company Act, resolutions of the Board of Directors shall be adopted by a majority vote of the directors present at a meeting attended by a majority of directors.

- Article 25. The Company shall purchase liability insurance for directors to reduce the risk of directors being sued by shareholders or other related parties due to the lawful execution of their duties.

Chapter 5. Managers

- Article 26. The Company may appoint managers, whose appointment, dismissal, and remuneration shall be handled in accordance with Article 29 of the Company Act.

Chapter 6. Accountant

- Article 27. The Company's fiscal year shall be from January 1 to December 31 of each year, with a final accounting at the end of the year. At the end of each fiscal year, the Board of Directors shall prepare the following statements and submit them to the regular shareholders' meeting for approval in accordance with the law:

1. BUSINESS REPORT.
2. FINANCIAL REPORTS.
3. PROPOSAL FOR PROFIT DISTRIBUTION OR LOSS OFFSETTING.

- Article 28. The amount of employee compensation allocated in the preceding paragraph shall distribute no less than 0.5 percent to frontline employees, and may be distributed in the form of stock or cash. The conditions and distribution method shall be determined by the Board of Directors. Directors' compensation shall only be distributed in cash.

The aforementioned employee compensation may be distributed in the form of stock or cash. The conditions and distribution method shall be determined by the Board of Directors. Directors' compensation shall only be distributed in cash.

- Article 29. If the Company has profits in its annual final accounts, it shall first pay taxes, make up for accumulated losses, and then set aside ten percent as legal reserve. However, this restriction shall not apply when the legal reserve has reached the amount of the Company's paid-in capital. After the aforementioned calculation, the remaining amount plus the undistributed earnings from the previous period shall first be set aside or reversed as special reserve in accordance

with laws or regulations of the competent authority. At the end of each fiscal year, the Board of Directors shall consider factors such as the Company's profitability, capital and financial structure, future operational needs, accumulated earnings and legal reserves, market competition, and shareholders' interests to formulate a profit distribution proposal, which shall be implemented after resolution by the shareholders' meeting.

The allocation of the legal reserve mentioned in the preceding paragraph shall be based on "the current after-tax net profit plus the amount of items other than the current after-tax net profit included in the current year's undistributed earnings."

Article 30. The Company adopts a stable principle for its dividend policy. When the Company has a profit at the end of the fiscal year, after paying taxes in accordance with Article 29, covering accumulated losses, appropriating legal reserve, and appropriating or reversing special reserve as required by law, the remaining amount, less the share of profits recognized from equity method investments in affiliated companies, plus the cash dividends distributed by affiliated companies recognized under the equity method to the Company, no less than 70 percent shall be distributed as shareholder dividends, which may be in the form of cash or stock. The proportion of cash dividends distributed shall not be less than 70 percent of the total dividends.

Based on the principles of stable financial structure and balanced dividends, if the Company has no distributable profits in the current year, or if the Company has profits but the profit amount is significantly lower than the actual profit distribution of the Company in the previous year, all or part of the reserves or undistributed earnings from previous periods may be distributed in accordance with laws or regulations of the competent authority. If there are disposals of real estate, equity investments, or intangible assets in the current year, the difference between the disposal amount and the acquisition cost, or income received due to litigation or commercial disputes, all or part of such difference or income may be retained, and the distribution ratio limitation in Paragraph 1 of this Article shall not apply.

If all or part of the dividends and bonuses or legal reserve and capital reserve are to be distributed in cash, the Board of Directors

is authorized to make such distribution by a resolution adopted by a majority vote of the directors present at a meeting attended by at least two-thirds of all directors, and subsequently report to the shareholders' meeting.

- Article 31. When the directors of the Company perform their duties, regardless of whether the Company has operating profits or losses, the Company may pay them remuneration. The remuneration shall be determined by the Board of Directors according to their level of participation in the Company's operations, the value of their contribution, and with reference to the common industry standards.

Chapter 7. Supplementary Provisions

- Article 32. The organizational regulations and procedural rules of the Company shall be separately established by the Board of Directors.

- Article 33. Matters not specified in these Articles of Incorporation shall be handled in accordance with the Company Act and relevant laws and regulations.

- Article 34. These Articles of Incorporation were established on June 23, 1960
First Amendment was made on June 17, 1966
Second Amendment was made on June 17, 1967
Third Amendment was made on January 22, 1968
Fourth Amendment was made on September 20, 1969
Fifth Amendment was made on September 11, 1978
Sixth Amendment was made on September 30, 1980
Seventh Amendment was made on November 25, 1982
Eighth Amendment was made on March 28, 1986
Ninth Amendment was made on February 2, 1989
Tenth Amendment was made on May 10, 1990
Eleventh Amendment was made on October 12, 1991
Twelfth Amendment was made on December 2, 1993
Thirteenth Amendment was made on July 24, 1995
Fourteenth Amendment was made on July 25, 1997
Fifteenth Amendment was made on October 7, 1997
Sixteenth Amendment was made on November 27, 1997
Seventeenth Amendment was made on May 22, 1998
Eighteenth Amendment was made on June 25, 1999
Nineteenth Amendment was made on March 24, 2000
Twentieth Amendment was made on December 22, 2000
Twenty-first Amendment was made on June 8, 2001

Twenty-second Amendment was made on June 8, 2001
Twenty-third Amendment was made on May 13, 2002
Twenty-fourth Amendment was made on May 13, 2002
Twenty-fifth Amendment was made on May 19, 2003
Twenty-sixth Amendment was made on May 19, 2003
Twenty-seventh Amendment was made on June 1, 2004
Twenty-eighth Amendment was made on June 1, 2004
Twenty-ninth Amendment was made on June 10, 2005
Thirtieth Amendment was made on June 14, 2006
Thirty-first Amendment was made on June 19, 2009
Thirty-second Amendment was made on June 25, 2010
Thirty-third Amendment was made on June 22, 2012
Thirty-fourth Amendment was made on June 25, 2013
Thirty-fifth Amendment was made on June 16, 2015
Thirty-sixth Amendment was made on June 24, 2016
Thirty-seventh Amendment was made on June 16, 2017
Thirty-eighth Amendment was made on November 22, 2018
Thirty-ninth Amendment was made on June 12, 2020
Fortieth Amendment was made on May 26, 2022
Forty-first Amendment was made on May 31, 2023
Forty-second Amendment was made on May 29, 2025