

Medigen Vaccine Biologics Corp.

Articles of Incorporation

Chapter I. General Principles

Article 1: The Company is organized in accordance with the Company Act and named MEDIGEN VACCINE BIOLOGICS CORPORATION.

Article 2: The business to be operated by the Company is as follows:

1. IG01010 Biotechnology Services
2. F401010 International Trade
3. C802041 Manufacture of Drugs and Medicines
4. F108021 Wholesale of Western Pharmaceutical
5. F108031 Wholesale of Drugs, Medical Goods
6. CF01011 Medical Materials and Equipment Manufacturing
Research, design, develop, manufacture and sell the following products:
Cell culture vaccine:
Influenza vaccine, enterovirus 71 vaccine, dengue fever vaccine and other cell culture vaccines, etc.
Other biological agents:
Development and manufacture of biosimilar drugs (palivizumab, anti-RSV virus antibody drug, Fabry enzyme freeze crystal injection, etc.), cell culture for cell therapy.

Article 3: The Company may endorse and guarantee its business needs.

Article 4: The total amount of the Company's reinvestment is not subject to the restriction that Article 13 of the Company Act shall not exceed 40% of the paid-in capital, and the Board of Directors is authorized to execute.

Article 5: The headquarters of the Company is in Hsinchu Science and Industrial Park. The Company may establish branches or subsidiaries in Taiwan or overseas as the Company may require upon resolution by the board of directors of the Company ("Board" or "Board of Directors").

Article 6: The Company's announcement method is handled in accordance with the Company Act and related regulations.

Chapter II. Shares

Article 7: The total capital amount of the Company is NT\$5,000,000,000, divided into 500,000,000 shares with a value of NT\$10 per share, authorize the board of directors to resolve the issuance. Among them, 10,000,000 shares are reserved for the issuance of employee stock options. When the Company adopts any of the following employee compensation plans, the eligible recipients may include employees of the Company's parent company, subsidiaries, or other affiliated entities:

1. Repurchasing its own shares in accordance with applicable laws and transferring such shares to employees.
2. Granting employee stock options.
3. Issuing new shares and reserving a certain percentage, in compliance with legal requirements, for subscription by employees.
4. Issuing restricted shares to employees.

Article 8: The shares of the Company are all registered shares. Shareholders shall inform the Corporations' shareholder services agent of their names, domiciles, or residences for recording in the shareholders' register, and hand the chop specimens over to the Corporations' shareholder services agent. If the shareholder is a legal person, the chop specimens with the full title of the legal person's name shall be sent to the Corporations' shareholder services agent for deposit and check. Legal person shareholders may also

request to register their representative's chop specimens and send it to the Corporations' shareholder services agent for deposit and check.

The Company's stock shall be numbered and contain the items listed in Article 162 of the Company Act, duly signed by or affixed with seals by the Chairperson and a minimum of 3 Directors and duly authenticated by the competent authority or the issuance registry institution accredited by the competent authority before issuance.

When the Company issues public shares, it may issue such shares without physical certificates, and these shares shall be registered with a centralized securities depository in accordance with applicable laws and regulations.

Article 9: When the seals kept by shareholders are lost, they shall apply to the company's stock affairs agent for a new seal.

Article 10: Registration for the transfer of shares shall be completed sixty (60) days before the date of each annual meeting, thirty (30) days before the date of each special meeting, or five (5) days before the date on which dividends, bonus, or any other distributions will be paid or made by the Company.

Chapter III. Shareholders' Meeting

Article 11: The disposal methods of the Company's stock operations are handled in accordance with relevant laws and the regulations of the competent authority.

Article 12: There are two types of shareholders' meetings of the Company, the annual meeting and the special meeting. Annual meetings shall be held by the Board of Directors annually within six (6) months after the end of each fiscal year. The special meetings will be convened, when necessary, in accordance with the provisions of the Company Act. The convention of ordinary and extraordinary Shareholders' Meetings shall follow Article 172 of the Company Act.

Article 13: A shareholder who is unable to attend the shareholders' meeting may authorize another person to attend as a proxy using the form provided by the Company affixed with the seal that such shareholder left in the Company's safekeeping, which specifies the scope of authorization in accordance with Article 177 of the Company Act. Where the Company is publicly issued, it shall be handled in accordance with Article 25-1 of the Securities and Exchange Act and the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" prescribed by the competent authority.

Article 14: All shareholders are entitled to one vote for every share held, except for the circumstances stipulated in Article 179 of the Company Act where shares are not assigned voting rights or are limited for voting.

Article 15: Except as otherwise provided by the Company Act, the shareholders' resolutions shall be adopted upon the approval of most of the voting shares present at the meeting, which is attended by holders of a majority of the total issued and outstanding shares of the Company. After public listing, electronic voting shall be included in one of the voting methods in accordance with the requirements of the competent authority, shareholders of the Company may also exercise voting rights in electronic means pursuant to regulations from the competent authority. A shareholder exercising voting rights in electronic means shall be deemed to have attended the Shareholders' Meeting in person, and related matters shall be handled in accordance with the law.

Article 16: The shareholders' meetings shall be presided by the Chairman of the Board. When the chairperson of the Board is on leave or for any reason is unable to exercise the powers of the chairperson, one of the directors should be appointed to act as the chairperson. Where the chairperson does not make such an appointment, directors shall elect one person from among themselves to serve as chairs in case of two or more conveners, one of them shall be elected from among themselves to chair the meeting.

Article 17: The resolutions of the shareholders' meeting shall be made into deliberation and shall be handled in accordance with Article 183 of the Company Act.
After the public offering, the Company shall not cancel the public offering without a resolution of the board of shareholders.
The preceding provisions shall not be changed during the period of the Company's emerging stock registration or listing on TWSE/TPEX.

Article 18: Deleted.

Chapter IV. Directors

Article 19: The Company shall have 5~9 directors, who shall be elected from legally competent people at the shareholders' meeting and hold offices for 3 years; re-elected directors may serve consecutive terms.

After the Company's public offering of stocks, among the number of directors in the preceding paragraph, the number of independent directors shall not be less than 2 and shall not be less than one-fifth of the number of directors. The qualifications, shareholding, part-time restrictions, nomination and selection methods of independent directors, and other matters to be complied with shall be handled in accordance with the relevant regulations of the securities authority. The election and appointment of all directors adopt a candidate nomination system, and the shareholders' meeting selects from the list of director candidates. The method of accepting the nomination of candidates and public announcements shall be handled in accordance with the Company Act, the Securities Exchange Act, and other relevant laws.

The Company may purchase liability insurance for the directors during their tenures, which shall cover the directors' liabilities arising from the performance of their duties.

The Company may set up an Audit Committee composed of all members of independent directors in accordance with the Securities and Exchange Act, whose exercise of duties and other compliance matters shall be handled in accordance with the Company Act, the Securities and Exchange Act, and other relevant decrees or the Articles of Incorporation.

Article 20: The Board is composed of directors. The directors shall elect a Chairman from among themselves in the Board meeting with the consent of most attending directors which represents more than two-thirds of all directors, and a Vice-Chairman depending on the business needs. The Chairperson is the representative of the Company. If the Chairman of the Board is on leave or unable to exercise his powers and duties for any reason, the chairperson of the meetings shall be appointed pursuant to Article 208 of the Company Act.

Article 21: Unless otherwise prescribed by law, a Board of Directors meeting shall be duly convened and chaired by the Chairperson. Except as otherwise provided by the Company Act, resolutions of the Board of Directors shall be adopted by at least a majority of the directors present at a meeting attended by at least most of the directors' holding office.

Article 22: The reasons for calling a board of Directors meeting shall be notified to each Director at least seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice. The notices to the Board of Directors meeting mentioned in the preceding paragraph may be served in writing or by means of facsimile or e-mail.

Article 23: If a director is unable to personally attend the Board of Directors' meeting for cause, he or she may authorize another director to attend on his or her behalf in accordance with the laws. No director may act as a proxy for more than one other director in accordance with Article 205 of the Company Act.

Article 24: The remuneration of all directors shall be determined by the Board of Directors according to the degree of directors' participation in the operation of the Company and their contribution and shall be determined by reference to the standard of the industry.

Chapter V: Managers

Article 25: The Company may have managerial officers. Appointment, discharge and remuneration of these managerial officers shall follow Article 29 of the Company Act.

Chapter VI: Accounting

Article 26: The fiscal year of the Company shall begin on January 1 and end on December 31 of each year. After the end of each fiscal year and closing of the accounts and annual settlement, the Board of Directors shall in accordance with the Company Act prepare the following statements, which shall be audited by the Audit Committee 30 days prior to the regular annual Shareholders' Meeting and submit them to the Shareholders' Meeting for adoption thereof.

1. Business report;
2. Financial statements;
3. Proposals of profit distribution or loss makeup.

Article 27: When allocating the earnings at the end of each fiscal year, the Company shall first pay tax and makeup previous years' losses, and set aside a legal capital reserve at 10% of the remaining net profits, then set aside special capital reserve depending on business needs or in accordance with provisions or regulations. The balance plus the retained earnings at the beginning of the period shall be retained or distributed to shareholders by a resolution of the shareholders' meeting.

Article 27-1: If the Company has earnings, it shall set aside 1% or more of the balance as remuneration to the employees and no greater than 1% of the balance as remuneration to directors. When there are accumulated losses, the Company shall offset the appropriate amounts before remuneration. At least 40% of the total amount of employee compensation referred to in the preceding paragraph shall be allocated to its non-executive employees.

The aforementioned employee compensation (including that allocated to its non-executive employees) may be distributed in the form of either shares or cash, and the recipients may include employees of the Company's controlling or affiliated companies who meet certain criteria. However, the directors' compensation shall be paid in cash only.

Article 28: The Company's dividend policy is issued in the form of stock dividends (including surplus and capital reserve allotment) or cash dividends. The Board of Directors considers the operating conditions, capital requirements, and the surplus of the current year (deducting the required deposit) to propose a surplus distribution proposal which is approved by the shareholders' meeting. Cash dividends are based on the principle of 50% higher than the payable dividends. However, if there is a major capital expenditure or working capital requirement in the future, it will be approved by the shareholders' meeting and all will be paid as stock dividends.

Article 29: Moreover, if manager or employee roles are also assumed by the Company shareholders or Directors, they will be paid in monthly compensations like all other employees.

Article 30: The organizational charter and by-laws of the Company shall be separately set up

Article 31: In the case that these Articles are incomplete, all Articles shall be in accordance with related Articles of Securities and Exchange Act.

Article 32: The Articles of Incorporation was set up on October 9, 2012

The 1st amendment was on June 14, 2013

The 2nd amendment was on June 18, 2014

The 3rd amendment was on April 30, 2015

The 4th amendment was on Sep. 30, 2015

The 5th amendment was on June 2, 2017

The 6th amendment was on June 5, 2018

The 7th amendment was on June 13, 2019
The 8th amendment was on June 30, 2022
The 9th amendment was on June 26, 2025

Medigen Vaccine Biologics Corp.

Chairman: Ming-Cheng Chang

