

Mycenax Biotech Inc.
Rules and Procedures of Board of Directors Meetings

Article 1 Pursuant

To establish a sound Board of Directors governance system, strengthen oversight functions, and enhance management capabilities of the Company, this rule is hereby formulated pursuant to Article 2 of the “Regulations Governing Procedure for Board of Directors Meetings of Public Companies” for compliance.

Article 2 Scope of the Rules and Procedures

Unless relevant laws and regulations or the Company’s Articles of Incorporation provide otherwise, the Company’s Board of Directors meetings (“Board Meetings”) shall be conducted in accordance with the Rules and Procedures of Board of Directors Meetings (the “Rules and Procedures”).

Article 3 Convening Board Meetings and Meeting Notice

Board Meetings shall be held at least once every quarter.

The reasons for calling a Board Meetings shall be notified to each director at least 7 days in advance. In emergency circumstances, however, a meeting may be called on shorter notice.

The notice under the previous paragraph may be given in an electronic manner if agreed upon by the counterparty.

All matters set out in the Rules and Procedures of Article 17, paragraph 2, shall be specified in the notice of the reasons for calling a Board Meetings; none of them may be raised by an extraordinary motion.

Article 4 Meeting notification and meeting materials

The agenda for Board Meetings convened by the Company shall be prepared by the Administrative Management Division, which is responsible for providing sufficient meeting materials, and shall deliver them with the meeting notice. If the Directors consider meeting materials to be insufficient, Directors have the right to request additional information or supplementation. During the Board Meetings, if two or more directors consider the related information insufficient or if the majority of directors agree, they may submit a request to the board to postpone the deliberation of the agenda item in question. The board shall adopt the request.

Article 5 A signing booklet shall be provided at every Board Meeting for the attending Directors to sign in. Any Director attendance via tele- or videoconference is deemed as attendance in

person.

The Directors shall attend Board Meetings in person. If attendance in person is not possible, they may, pursuant to the Company's articles of incorporation, appointing another director to attend Board Meetings in his or her place shall in each case give to that director a written proxy stating the scope of authorization with respect to the reasons for meeting.

The proxy referred to in paragraph 2 may be the appointed proxy of only one person.

Article 6 Location and Time of Board Meetings

Board Meetings shall be held at the head office and during the office hours of the Company. However, for business necessity, meetings may be scheduled at any other appropriate place and time convenient for the Directors to attend.

Article 7 Chairman and acting chairman of a board meeting

Where a board meeting is called by the chairperson of the board, the meeting shall be chaired by the chairperson. However, where the first meeting of each newly elected board of directors is called by the director who received votes representing the largest portion of voting rights at the shareholders' meeting in which the directors were elected, the meeting shall be chaired by that director; if there are two or more directors so entitled to call the meeting, they shall choose one person by and from among themselves to chair the meeting.

Where a board meeting is called by a majority of directors on their own initiative in accordance with Article 203, paragraph 4 or Article 203-1, paragraph 3 of the Company Act, the directors shall choose one person by and from among themselves to chair the meeting.

When the chairperson of the board is on leave or for any reason is unable to exercise the powers of the chairperson, the vice chairperson shall do so in place of the chairperson, or, if there is no vice chairperson or the vice chairperson also is on leave or for any reason is unable to act, by a managing director designated by the chairperson, or, if there is no managing director, by a director designated thereby, or, if the chairperson does not make such a designation, by a managing director or director elected by and from among themselves.

Article 8 Reference materials, non-voting participants

When a board meeting is held, the Administrative Management Division shall provide relevant information to the directors attending the meeting for reference.

The Chairman of the Board may, as necessary for the agenda items of the meeting, notify

personnel of relevant departments or subsidiaries to attend the meeting as nonvoting participants, present reports, and respond to inquiries raised by directors, in order to facilitate the board of directors in making informed decisions.

When necessary, the company may also invite certificated public accounts, attorneys, or other professionals to attend as nonvoting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place.

Article 9 Board Meetings via video conference by audio or video

The Company shall record on audio or video tape the entire proceedings of a board meeting, and preserve the recordings for at least five years, in electronic form or otherwise.

If before the end of the preservation period referred to in the preceding paragraph any litigation arises in connection with a resolution of a board meeting, the relevant audio or video recordings shall continue to be preserved until the litigation is concluded.

Where a board meeting is held via tele- or video conferencing, the audio and visual documentation of the meeting form a part of the meeting minutes and shall be well preserved during the existence of the company.

Article 10 Convention of Board Meetings

The chairman shall call the board meeting when the time of a meeting has arrived and one-half all directors are present. When the time of a meeting has arrived and one-half all directors are not present, the chairman may announce postponement of the meeting time, provided that only two postponements may be made. If the quorum is still not met after two postponements, the chairman shall reconvene the meeting in accordance with the Rules and Procedures in Article 3.

Article 11 Discussion of proposals

The discussion of proposed resolutions at a board meeting shall be conducted in accordance with the order of business on the agenda as specified in the meeting notice. However, the order may be changed with the approval of a majority of directors present at the meeting.

The chairman may not declare the meeting closed without the approval of a majority of directors present at the meeting.

If at any time during the proceeding of a board meeting the directors sitting at the meeting are not more than half of the directors present at the meeting, then upon motion by the directors sitting at the meeting, the chairman shall declare a suspension of meeting, in which case paragraph 1 of the preceding article shall apply mutatis

mutandis.

Article 12 Director's Speech and the Chairman's Conduct of Proceedings

After the attendance of directors' speeches, the chairman may personally respond, designate relevant personnel to respond, or appoint attending professionals to provide necessary information.

In the event of directors making repetitive or off-topic statements regarding the same agenda item, which may disrupt other directors' contributions or impede the progress of the proceedings, the chairman is authorized to intervene and curtail their speech.

Article 13 Voting I

After thorough discussion among the directors, and the chairman is of the opinion that a matter has been sufficiently discussed to a degree of putting to a vote, the chairman may announce the discussion closed and bring the matter to vote. When making a resolution, the chairman consults the opinions of all directors present at the meeting. When no one expresses objection, the proposal will be deemed to be approved. Its effect is the same as that of voting. If there is any objection after being consulted by the chairman, it shall be put to a vote. The voting method shall be carried out by the chairman in accordance with the voting method chosen by the company.

The term "all directors present" mentioned in the preceding paragraph does not include directors who are prohibited from exercising voting rights in accordance with Article 15.

Article 14 Voting II and methods for vote monitoring and counting

Each director has one voting right, and resolutions of the board of directors shall be made with the approval of more than half of the directors present, except as otherwise provided by the Company Law and the Company's Articles of Incorporation.

If there are amendments or substitutes to a proposed resolution, the chairman shall decide the sequence of voting for such proposed resolution and the amendment or substitute. If any one of them has been adopted, the others shall be deemed vetoed and no further voting is required.

If a vote on a proposal requires monitoring and counting, the chairman shall appoint such personnel, but the monitoring personnel shall be directors.

The voting results shall be immediately announced on site and recorded in writing.

Article 15 The Recusal of Conflict-Interested Directors

If a Director or the judicial person the Director represents has a personal interest in the

matter under discussion at the meeting, the relevant Director shall disclose the nature of such personal interest. If such interest may impair the interest of the Company, the relevant Director shall not join the discussion and voting of such matter and shall recuse himself/herself when the matter is being discussed and resolved; nor shall the relevant Director exercise voting right on behalf of another Director.

Where the spouse of a Director, a blood relative having a second or closer degree of kinship of a Director, or any company which controls or is controlled by a Director, has an interest in the matter under discussion at the meeting, such Director shall be deemed to have a personal interest in the matter.

The provisions of Article 180, paragraph 2 of the Company Act, as applied mutatis mutandis under Article 206, paragraph 4 of that Act, apply to resolutions of the board meetings when a director is prohibited by the preceding two paragraphs from exercising voting rights.

Article 16 Meeting Items to be Recorded and Signed

The resolutions of every Board Meeting shall be recorded in the meeting minutes. The meeting minutes shall accurately record the following items:

1. The term (or year), place, and time of the meeting.
2. The name of the chairman.
3. The attendance situation of the directors, including the names and numbers of those who are present, on leave, and absent.
4. The names and titles of the other attendants.
5. The name of the recorder.
6. Report items.
7. Discussion items: the method of resolution and the result for each proposal; a summary of the comments made by directors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director pursuant to Article 17, paragraph 5.
8. Special motions: the names of the persons proposing the special motions; the voting method and the result of each proposed resolution; the summary of opinion by the Directors, experts, and other personnel; any dissenting opinion or abstention with a written statement; and
9. Other items that shall be recorded.

Any of the following matters in relation to a resolution passed at a board meeting shall

be stated in the meeting minutes and within two days of the meeting be published on an information reporting website designated by the competent authority:

- A. Any matter about which an independent director expresses an objection or reservation that has been included in records or stated in writing.
- B. Any matter that has not been passed by the audit committee but has been adopted with the approval of two-thirds or more of all board directors without having been passed by the audit committee.

The minutes of a board meeting shall bear the signature or seal of both the meeting chair and the minutes taker; a copy of the minutes shall be distributed to each director within 20 days after the meeting and well preserved as important company records during the existence of the company.

The production and distribution of the meeting minutes referred to in paragraph 1 may be done in electronic form.

Article 17 Authorization Principles of the Board Meetings and the items to be discussed at Board Meetings

Except for the matters to be discussed at this Article, paragraph 2, the Board of Directors, in accordance with the law or the Company's Articles of Incorporation, authorizes the chairman of the Board to exercise the powers of the Board of Directors, the contents and matters are as follows:

1. Convene Board meetings and execute its resolutions.
2. Draft operational plans.
3. Approve the acquisition and disposition of property related to business operations.
4. Review drafts of budgets, financial statements, and business reports.
5. The drafting of proposals for capital increase or decrease, profit distribution, or loss compensation.
6. Determine the reference date for capital increase or decrease, the reference date for cash dividend distribution, the allotment or subscription date, and the change in dividend ratio.
7. In addition to the above, specify the scope of authorization in each Board meeting.

The following matters shall be submitted to the Board meeting for discussion:

1. The Company's business plans.
2. Annual financial statements.
3. Adoption or amendment of an internal control system and assessment of the effectiveness of the internal control systems in accordance with the provisions of Article 14-1 of the Securities and Exchange Act.
4. Adoption or amendment of procedures for acquisition or disposal of assets, financial

derivatives transactions, leading funds to other parties, and providing endorsement or guarantees for other parties in accordance with the provisions of Article 36-1 of the Securities and Exchange Act.

5. Offering, issuance, or private placement of any equity-type securities.
6. Appointment or discharge of Chairman.
7. Appointment or discharge of CFO, Controller, or head of internal auditor.
8. Donations to related parties or material donations to non-related parties. For emergency donations made for the public welfare for material disaster relief, the Board may ratify such donations in its next Board Meeting.
9. Any other matters that shall be resolved by the Shareholders' Meeting or Board Meeting as required by relevant laws and regulations or the Company's Articles of Incorporation, or that are deemed to be material by the regulatory authorities.

A "related party" referred to under subparagraph 8 of the previous paragraph means a related party provided in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. "Material donation to non-related party" means a single donation amount or accumulated donation amount to the same counterpart within one-year exceeding NT\$100 million, or 1% of revenue or 5% of paid-in capital as reflected in the audited financial statements for the most current fiscal year.

"Within one year" in the previous paragraph means one year preceding the date of the board meeting. Any amount already approved by a board resolution does not need to be included.

At least one independent director shall attend each meeting in person. In the case of a meeting concerning any matter required to be submitted for a resolution by the board of directors under paragraph 2, each independent director shall attend in person; if an independent director is unable to attend in person, he/ she shall appoint another independent director to attend as his/ her proxy. If an independent director expresses any objection or reservation about a matter, it shall be recorded in the board meeting minutes. An independent director intending to express an objection or reservation but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the meeting minutes.

Article 18 Subject Matters of Board Meetings

The agenda of regular Board Meetings shall include at least the following items:

1. Report items:
 - (1) The meeting minutes of the preceding meeting.
 - (2) Material business and financial reports.
 - (3) Internal audit matters reports.

- (4) Other important matters report.
2. Discussion items:
 - (1) Discussion items reserved by the preceding meeting.
 - (2) Discussion items of the current meeting.
3. Special motions

Article 19 Other Matters

In cases not covered by the Rules and Procedures, matters shall be handled in accordance with the Company Act, the Articles of Incorporation of the Company, and other relevant laws and regulations.

Article 20 Appendix One

The Rules and Procedures shall come into effect upon approval by the Board of Directors, and the same shall apply to any amendments.

Article 21 Appendix Two

- The Rules and Procedures was established on March 28, 2006.
- The 1st amendment was made on March 21, 2008.
- The 2nd amendment was made on March 24, 2010.
- The 3rd amendment was made on February 4, 2013.
- The 4th amendment was made on November 6, 2017.
- The 5th amendment was made on December 27, 2019.
- The 6th amendment was made on May 12, 2020.
- The 7th amendment was made on March 17, 2021.
- The 8th amendment was made on March 13, 2023.

(Translation –In case of any discrepancy between the Chinese and English versions, the Chinese version shall prevail.)