

## Bora Pharmaceuticals Co., Ltd. Remuneration Committee Charter

### Article 1 Purpose and Referred Regulations

For corporate governance and to ensure a system for compensation of the Directors and managerial officers of Bora Pharmaceutical Co., Ltd., this Remuneration Committee Charter (hereinafter, "the Charter") is adopted pursuant to Article 14-6 of the Securities and Exchange Act, and Article 3 of the Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Taiwan Stock Exchange or the Taipei Exchange (hereinafter, "the Regulations").

### Article 2 The Committee's Powers

1. The Committee shall exercise the care of a good administrator to faithfully perform the following duties and submit recommendations to the Board of Directors for discussion:
  - a. Establishing and periodically reviewing the annual performance indicators/standard for the Directors and managerial officers of the Company and the policies, systems, standards, and structure for their compensation.
  - b. Periodically assessing and setting the Compensation of Directors and managerial Officers of the Company.
  - c. If the managerial officers have variable and project bonus which equal to or less than 1 month salary, can pay the bonus first after the President submit and get Chairman's approval, then submit it to the remuneration committee for subsequently confirm.
2. The Committee shall perform the duties under the preceding paragraph in accordance with the following principles:
  - a. Performance assessments and compensation levels of Directors and managerial officers shall take into account the general pay level. Also to be evaluated are the reasonableness of the correlation between the individual's performance, the achievement rate of each performance indicator, and the Company's operational performance future risk exposure.
  - b. There shall be no incentive for the Directors or Managerial Officers to pursue compensation by engaging in activities that exceed the tolerable risk level of this Corporation.
  - c. For Directors and managerial officers, the percentage of bonus to be distributed based on their short-term performance and the time for payment

of any variable compensation shall be decided with regard to the characteristics of the industry, the nature of this Corporation's business, and the Company's finance results.

3. "Compensation" as used in the preceding two paragraphs includes cash compensation, stock options, profit sharing and stock ownership, retirement benefits or severance pay, allowances or stipends of any kind, and other substantive incentive measures.
4. If the compensation of Directors and managerial Officers of the Company's subsidiaries need the approval from Parent Company's Board of Directors according to their Authorization Matrix, should review and provide suggestions by the Parent Company's Remuneration Committee first then submit to Board of Directors for final discussion and approval.

#### Article 3 The Committee's member and Term

1. The professional qualifications and the independence of the Committee members shall meet the requirements set out in Articles 5 and 6 of the Regulations, and have no any restricted or prohibited affairs stated in the Regulations.
2. The Independent Director of the Company should be the Committee members, other members shall be appointed by resolution of the Board of Directors, there shall not be less than three persons in number, and an Independent Director on the Committee shall be appointed to act as the convener and the Chairman, who will be the representative of the Committee to external.
3. The term of the remuneration committee members shall end at the same time as that of the board of directors that appointed the members. If any member of the Committee is dismissed for any reason, resulting in there being less than three members, a Board of Directors meeting to make a new appointment shall be held within 3 months from the date of occurrence.

#### Article 4 Procedure for calling a Committee Meeting

1. The Committee shall convene at least twice annually.
2. If the Committee convener is on leave or unable to attend a meeting for any reason, the convener shall appoint an Independent Director in the Committee to act as convener or appoint other member to act as convener if there's no other Independent Director in the Committee. If the convener does not make such an appointment, the other Committee members shall select one member of the Committee to serve as convener.
3. A notice shall be given to all the members at least 7 days in advance. The Committee may call an extraordinary meeting at its discretion whenever

necessary. The notice referred in the former paragraph can be sent by email or other electronic form.

#### Article 5 Meeting agenda and attendees

1. The Committee's meeting agenda shall be drafted by the convener. Other members may submit motions to the Committee for discussion. Meeting agenda shall be provided to the Committee members in advance.
2. When a meeting of the Committee is held, an attendance book shall be made available for sign-in by the Committee members in attendance and thereafter made available for reference.
3. The Committee members shall attend the meeting in person. If a member is unable to attend the meeting in person, the member may appoint another member to attend as his or her proxy, and shall in each instance issue a written proxy stating the scope of authorization with respect to the items on the meeting agenda, a proxy may accept a proxy from one person only. Attending a meeting via telecommunications will be deemed attendance in person.

#### Article 6 Meeting resolution and minutes

1. Any matters under the preceding paragraph shall be subject to the approval of more than half of the entire membership of the Committee, except any special rules stated in the Regulations or the Articles of Incorporation. During voting, if the committee chair solicits and receives no dissents, the motion is deemed passed, with equivalent force as a resolution by vote. The results of voting shall be made known immediately, and recorded in writing.
2. The discussion item shall be stated and explained at the writing when the compensation of any individual member is discussed. The member involved shall not participate in discussion or voting for such discussion item, and shall recuse himself/herself from the discussion or voting and shall not exercise proxy for any other member in any use of prejudging the interest of the Company.
3. Discussions at a meeting of the Committee shall be included in the meeting minutes, which shall faithfully record the following:
  - a. The session, time, and place of the meeting.
  - b. The name of the meeting chairman.
  - c. Attendance of the Committee members at the meeting, specifying the names and the number of members present, excused, and absent.
  - d. The names and titles of those attending the meeting as non-voting participants.
  - e. The name of the recorder.

- f. The matters reported at the meeting.
  - g. Agenda items: the resolution method and outcome of each motion; the name of any member whose own remuneration comes under discussion, the content of the discussion about the member's remuneration, and the specifics regarding recusal of the member; and any objections or reservations expressed by any Committee member.
  - h. Extraordinary motions: the name of the mover, the resolution method and outcome of the motion; summary of the comments made by any member, expert, or other person; the name of any member whose own remuneration comes under discussion, the content of the discussion about the member's remuneration, and the specifics regarding recusal of the member; and any objections or reservations expressed by any Committee member.
  - i. Other matters required to be recorded.
- 4. The attendance book constitutes part of meeting minutes of the Committee; if the meeting is held via video, the audio and video materials also constitute part of the meeting minutes.
  - 5. The meeting minutes shall be signed or chopped by the Chairman and the recorder, and a copy of the minutes shall be distributed to each member of the Committee within 20 days after the meeting and submitted to the Board of Directors and treated as important records of the Company, and shall be preserved for 5 years. The meeting minutes may be produced and distributed in electronic form.
  - 6. If any litigation arises in connection with any matter relating to the resolution made by the Committee before the expiration of the retention period in the preceding paragraph, the meeting minutes shall be preserved until the conclusion of the litigation.

#### Article 7 Resources to be provided by the Committee exercise its Powers

- 1. The Committee may, at the expense of the Company, resolve to retain the service of attorney, certified public accountant, or other professional to conduct a necessary audit or to provide advice on matters relating to the exercise of the Committee's powers.
- 2. When the Committee convene the meeting, it may request Directors, Managers of relevant departments, Internal Audit Officers, Certified Public Accountants, Attorneys, or other personnel of this Corporation to attend the meeting as non-voting participants and to provide pertinent and necessary information. But shall to leave from discussion and voting.

#### Article 8 Execution of the tasks relating to matters resolved by the Committee

The execution of tasks relating to matters resolved by the Committee may be delegated to the convener or other member or members of the Committee for follow-up and handling, and they shall make written reports to the Committee during the period in which they are handling such tasks. When necessary, they shall submit them for ratification, or report them, to the Committee at the subsequent meeting.

#### Article 9 Disclosure for future reference

1. The Company publicly disclosed the Charter on the Company' website and MOPS of TWSE for future reference.
2. When there is any appointment of, or change of a member of the Committee, the company shall disclose such information publicly on the website designated by the competent authority within two days from the date of occurrence.
3. If with respect to any resolution of the Committee, any member has a dissenting or qualified opinion that is on record or stated in a written statement, the opinion shall be stated in the meeting minutes, and publicly disclosed on the website designated by the competent authority within two days from the date of occurrence.
4. If the compensation resolved by the Board of Directors is better than the recommendation proposed by the Committee, the differences and the reasons of such resolution shall be stated in the meeting minutes of the Board of Directors, and publicly disclosed on the website designated by the competent authority within two days after the meeting.

Article 10 The Charter, and any amendments hereto, shall enter into force after adoption by the Board of Directors.