

## Bora Pharmaceuticals Co., Ltd.

### Rules Governing the Scope of Powers of Independent Directors

- Article 1 In order to establish the Company's good corporate governance and independent director system, so that independent directors can exercise their functions in the Board of Directors and the Company's operations, the Rules are established with reference to Paragraph 1, Article 26 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.
- Article 2 Except as otherwise provided by law and regulation or by the Articles of Incorporation, matters concerning the duties of independent supervisors of the Company shall be as set out in these Rules.
- Article 3 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, each independent director shall attend in person. If an independent director is unable to attend in person, he or she shall appoint another independent director to attend as his or 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:
- I. The Company's business plan.
  - II. Annual financial reports signed or sealed by the Chairman, a manager or an accounting chief, and financial reports for the second quarter audited and attested by a certified public accountant (CPA).
  - III. The internal control system established or amended in accordance with Article 14-1 of the Securities and Exchange Act (the "Act"), and evaluation of the effectiveness of the internal control system.
  - IV. The procedures for the acquisition or disposal of assets, derivative transactions, loaning of funds to others, endorsements or guarantees for others stipulated or amended in accordance with Article 36-1 of the Securities and Exchange Act.
  - V. Matters in which a director or a supervisor is an interested party.
  - VI. Asset transactions or derivatives trading of a material nature.
  - VII. Loans of funds, endorsements, or provision of guarantees of a material nature.
  - VIII. Offering, issuance or private placement of equity-type securities.
  - IX. Appointment, dismissal or remuneration of CPAs.
  - X. Appointment and dismissal of financial, accounting or internal auditing officers.
  - XI. Donations to related parties or significant donations to non-related parties. However, the public welfare donations for emergency relief due to major natural disasters may be submitted to the next board meeting for ratification.
  - XII. Matters that should be resolved by the shareholders' meeting or the Board of Directors in accordance with laws and regulations, or the Articles of Incorporation, or major matters as required by the competent authorities.

The term “related party” referred to in subparagraph 11 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term “major donation to a non-related party” means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NT\$100 million or more, or at an amount equal to or greater than 1% of net operating revenue or 5% of paid-in capital as stated in the CPA-attested financial report for the most recent year.

The term “within a 1-year period” in the preceding paragraph means a period of one year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the Board of Directors are exempted from inclusion in the calculation.

Article 4           The Company shall take out liability insurance for all its independent directors with respect to liabilities under the law resulting from the performance of duties during their terms of office.

The Company shall report the insured amount, coverage, premium rate, and other major contents of the liability insurance it has taken out or renewed for independent directors, at the next board meeting

Article 5           The Company shall set the remuneration of the independent directors in its Articles of Incorporation or by a resolution of a shareholders meeting, and may consider providing a reasonable level of remuneration different from that of ordinary directors and supervisors. The Company may also, in accordance with procedures prescribed by law, consider providing remuneration for independent directors in the form of a fixed monthly salary, rather than as distributions from the earnings of the Company.

All independent directors of the Company shall pursue continuing education, including attending the relevant training courses as required.

Article 7           The Company may not obstruct, refuse, or evade the actions of independent directors in business execution. As they deem necessary for business execution, independent directors may request that the Board of Directors appoint relevant personnel or may hire professionals by themselves for assistance. Any relevant expenses necessary are borne by the Company.

Article 8           The Rules, and the amendments hereto, shall be implemented after approval from the Board of Directors.