

Medigen Biotechnology Corp.

Procedures for Election of Directors

Formulated and approved by the annual shareholders' meeting on Aug. 13, 2001

Amendments approved by the annual shareholders' meeting on May 9, 2002

Amendments approved by the annual shareholders' meeting on June 29, 2007

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Amendments approved by the annual shareholders' meeting on August 2, 2021

Article 1

These Procedures have been formulated in accordance with Article 21 and Article 43 of the "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies", with the aim of electing the Company's Directors in a fair, just and open manner.

Article 2

Election of the Company's Directors shall follow these Procedures, unless otherwise stipulated in laws or the Articles of Incorporation.

Article 3

Election of the Company's Directors shall take into account the overall configuration of its Board of Directors. Diversity should be taken into consideration with respect to the composition of Board of Directors members. Appropriate diversity policies should be drafted in line with the Company's operation, operational patterns and development needs. Considerations may include--but not limited to--standards pertaining to the following two major aspects:

- I. Basic criteria and values: Gender, age, nationality and culture, etc.
- II. Professional knowledge and know-how: Professional background (such as law, accounting, industry, finance, marketing or technology), professional know-how and industrial experience, etc.

Members of the Board of Directors generally should be equipped with the knowledge, know-how and literacy necessary to perform their job duties. Overall, they should possess the following capabilities:

- I. Capability of operational judgment
- II. Accounting and financial analysis capabilities
- III. Administrative management capability
- IV. Crisis management capability

- V. Industrial knowledge
- VI. International market perspectives
- VII. Leadership
- VIII. Decision-making capability

No more than 50% of Directors shall be related in terms of kinship including spouses and second-degree relatives.

The Company's Board of Directors should consider adjusting members or composition of the Board of Directors based on performance evaluation results.

Article 4

With respect to qualifications and election of the Company's independent directors, the Company shall abide by the "Regulations Governing Appointment of independent directors and Compliance Matters for Public Companies" as well as "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies".

Article 5

With respect to election of the Company's Directors, the Company shall abide by the candidate nomination system and procedures stipulated in Article 192-1 of the Company Act.

In case the total number of Directors has dropped to fewer than five people as a result of discharges, the Company shall hold a by-election in the very next shareholders' meeting. However, in case the Director shortfall has reached one third of the number of seats stipulated in the Articles of Incorporation, the Company shall convene an extraordinary shareholders' meeting for by-election within 60 days from the day of occurrence.

In case the number of independent directors has fallen short of regulatory requirements, the Company shall hold a by-election in the very next shareholders' meeting. In case all independent directors have been discharged, the Company shall convene an extraordinary shareholders' meeting for by-election within 60 days from the day of occurrence.

Article 6

Election of the Company's Directors shall adopt the cumulative voting system, where each share has the voting rights identical to the number of Directors that should be elected. Votes can concentrate on one candidate, or they can be distributed across several candidates.

Article 7

The Board of Directors shall produce and prepare several types of ballots identical to the number of Directors that should be elected. Additionally, each ballot should bear the corresponding number of voting rights, and they should be distributed to the

shareholders attending the shareholders' meeting. Voter registration may be replaced with the certificate of attendance number printed on the ballot.

Article 8

The Company's Directors shall separately calculate the voting rights of independent directors and non-independent directors based on the quota set in the Articles of Incorporation. Candidates receiving higher numbers of voting rights represented by each vote shall be elected. In case more than two candidates receive identical number of voting rights and the quota has been exceeded, the candidates receiving identical number of voting rights may enter a lucky draw to break the tie. In case such a candidate is absent, the chairperson may draw on his or her behalf.

Article 9

Before the election, the chairperson shall designate several shareholders to be responsible for executing related job duties such as scrutiny and vote counting. The Board of Directors shall produce and prepare ballot boxes, which shall be opened and examined by scrutiny personnel before voting.

Article 10

A voter shall fill in the name or account name of the candidate he or she wishes to vote for in the candidate column on the ballot. However, in case a government agency shareholder or a corporate shareholder is a candidate, the name of the agency or juristic person shall be filled in the candidate column on the ballot. Alternatively, a voter may also fill in the name of the agency or juristic person as well as the name of their representative. In case there are several representatives, each of their names should be filled in.

Article 11

In case a government agency or a juristic person is also a shareholder of another publicly listed company, their representatives shall not be elected or serve as the Company's Directors concurrently without regulatory approval. Article 27, Paragraph 2 of the Company Act does not apply.

Article 12

A ballot shall be deemed invalid in the event of any of the situations listed on the left:

- I. A ballot not produced and prepared by the person with the convening right is used.
- II. A blank ballot is cast into the ballot box.
- III. Handwriting is blurry, unintelligible, or has been altered.
- IV. After double-checking, the name of the candidate that has been filled in is inconsistent with the Director candidate list.
- V. Words other than candidate's name/account name and the number of allocated voting rights are filled in.

VI. The names of two or more candidates have been filled in on the same ballot.

Article 13

Ballots shall be accounted on site after voting is completed. The chairperson shall announce the voting results on site, including the list of elected Directors and the numbers of voting rights they have won.

Ballots of the aforementioned elections should be sealed and signed by the scrutiny personnel, before being placed in appropriate custody. They should be preserved for at least one year. However, in case a shareholder has filed a lawsuit pursuant to Article 189 of the Company Act, they should be preserved until the termination of the lawsuit.

Article 14

In case a candidate's qualifications are inconsistent with the requirements stipulated in Article 26-3, Paragraph 3 and Paragraph 4 of the Securities and Exchange Act, his or her election shall be deemed null and void.

Article 15

The Company's Board of Directors shall send each elected Director a notice of appointment.

Article 16

These Procedures shall be enforced upon approval from the shareholders' meeting, and the same rule also applies to amendments.