



PharmaEngine, Inc.

Remuneration Committee Charter

Amended and approved by the Board of Directors on March 11, 2021

Article 1 Basis for Adoption

To implement corporate governance and ensure a sound system for remuneration of the directors and managerial officers of PharmaEngine Inc. (the “Company”), the Remuneration Committee (the “Committee”) Charter (the “Charter”) of the Company is adopted pursuant to Article 14-6 of the Securities and Exchange Act and 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 (the “Regulations”).

Article 2 Application

Matters concerning the Committee’s composition and number of members, term of office, powers, rules of procedure, and resources to be provided by the Company when the Committee exercises its powers shall be handled in accordance with the Charter; for matters not specified in the Charter, relevant laws and regulations, competent authorities’ provisions, and other measures/regulations of the Company shall be followed and implemented.

Article 3 The composition, number, qualifications, term of office, and by-elections of members

The members of the Committee shall be appointed by resolution of the Board of Directors with a minimum of three members. A majority of the members shall serve as independent directors. One of the independent directors shall be elected by all members of the Committee as the convener and meeting chair.

The term of office of the Committee members shall be the same as that of the Board of Directors by whom they were appointed.

The members of the Committee shall meet the requirements and limitation set out in Articles 5 and 6 of the Regulations.

When a member of the Committee is dismissed for any reason, resulting in fewer than three members, the Company shall hold a board meeting to make a new appointment within 3 months from the date of occurrence; in the event that an independent director is dismissed and there is no other independent director, the Company may appoint someone who is not qualified to act as an independent director to be a member of the Committee until the appointment of an independent director at a by-election as required, and the independent director elected in the by-election will be appointed after the by-election.

Article 4 Duties

The Committee shall exercise the care of a good administrator to faithfully perform the following duties and present its recommendations to the Board of Directors for discussion:

1. Establishing and periodically reviewing the performance assessment standards and the policies, systems, standards, and structure for the remuneration of the directors and managerial officers.
2. Periodically assessing and setting the remuneration of the directors and managerial officers.

The Committee shall perform the duties under the preceding paragraph in accordance with the following principles:

1. Performance assessments and remuneration levels of directors and managerial officers shall refer to the general pay levels in the industry, taking into account the reasonableness of the correlation with individual performance, the Company's operational performance, and future risks.
2. There shall be no incentive for the directors and managerial officers to pursue remuneration by engaging in activities that exceed the tolerable risk level of the Company.
3. For directors and senior managerial officers, the percentage of remuneration to be distributed based on their short-term performance and the time for payment of any variable remuneration shall be decided with regards to the characteristics of the industry and the nature of the Company's business.

"Remuneration" 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. Its scope shall be consistent with the remuneration for directors and managerial officers as set out in the Regulations Governing Information to be Published in Annual Reports of Public Companies.

When deliberating the recommendations of the Committee, the Board of Directors shall give comprehensive consideration to matters including amounts of remuneration, payment methods, and the Company's future risks.

If the Board of Directors will decline to adopt, or will modify, a recommendation of the Committee, it shall require the consent of a majority of the directors in attendance at a meeting attended by two-thirds or more of the entire board, which in its resolution shall give the comprehensive consideration under the preceding paragraph and shall specifically explain whether the remuneration passed by it exceeds in any way the recommendation of the Committee.

If the remuneration passed by the Board of Directors exceeds the recommendation of the Committee, the circumstances and cause for the difference shall be specified in the board meeting minutes and shall be publicly announced and reported on the information reporting website designated by the competent authority within 2 days counting from the date of passage by the Board of Directors.

Article 5 Convening and notice of meetings

Meetings of the Committee shall be held at least twice a year.

In calling a meeting of the Committee, a notice detailing the subject(s) to be discussed at



the meeting shall be given to each member at least 7 days in advance. In emergency circumstances, however, the meeting may be convened at any time.

If the convener takes leave or is unable to convene a meeting for any reason, the convener shall appoint another independent director on the Committee to act in his or her place. If there is no other independent director on the Committee, the convener shall appoint another Committee member to act on his or her behalf. If the convener does not make such an appointment, a member of the Committee shall be elected by and from among the other members on the Committee to serve as a convener.

The Committee may request directors, managers of relevant departments, internal audit officers, accountants, legal consultants, or other personnel of the Company to attend the meeting as non-voting participants and to provide relevant and necessary information.

However, they shall leave the meeting when deliberation and voting take place.

Article 6 Meeting agenda, attendance, and resolution

The Committee's meeting agenda shall be drafted by the convener. Other members may submit motions to the Committee for discussion. Meeting agendas shall be forwarded to the Committee members in advance.

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. The Committee members shall attend the meeting in person. If a member is unable to attend the meeting in person, the member may issue a written proxy stating the scope of authorization with respect to the items on the meeting agenda and appoint another member to attend as his or her proxy. However, each member may only be entrusted by one person. Attending a meeting by video conference will be deemed attendance in person. Resolutions at meetings of the Committee shall be adopted with the consent of one half or more of the entire membership. When a matter comes to a vote at a Committee meeting, if upon inquiry by the meeting chair no member voices an objection, the matter will be deemed approved, with the same effect as approval by vote. The result of the vote shall be made known immediately and recorded in writing.

Article 6-1 Recusal of interest

When a meeting of the Committee will discuss the remuneration of any member of the Committee, it will be clearly stated at the meeting. If there is likely to be any prejudice to the interests of the Company, that member may not participate in the discussion or voting and shall enter recusal during the discussion and voting. The member also may not act as another Committee member's proxy to exercise voting rights on that matter.

Article 7 Meeting minutes

Discussions at a meeting of the Committee shall be included in the meeting minutes, which shall faithfully record the following:

1. The session, time, and place of the meeting.
2. The name of the meeting chair.
3. Attendance of the Committee members at the meeting, including the names and the number of members present, excused, and absent.
4. The names and titles of those attending the meeting as non-voting participants.

5. The name of the minute taker.
6. The matters reported at the meeting.
7. Agenda items: For each proposal, the method of resolution and the result, the name, content of remuneration, and specifics regarding recusal of any member whose own remuneration comes under discussion under the preceding article, and any objections or reservations expressed by any member.
8. Extraordinary motions: The name of the mover, the method of resolution and the result for each motion, a summary of the comments of the Committee members, experts, and other persons present at the meeting, the name, content of remuneration, and specifics regarding recusal of any member whose own remuneration comes under discussion under the preceding article, and any member's any objections or reservations.
9. Other matters required to be recorded.

The attendance book constitutes part of the minutes for each meeting of the Committee. If the meeting is held by video conference, the audio and video materials also constitute part of the meeting minutes.

The minutes of each meeting of the Committee shall bear the signature or seal of both the meeting chair and the minute taker. A copy of the minutes shall be distributed to each member on the Committee within 20 days after the meeting and be presented to the Board of Directors and retained as important corporate records for 5 years. The meeting minutes may be produced and distributed in electronic form.

If, before the expiration of the retention period under the preceding paragraph, any litigation arises in connection with any matter relating to the Committee, the meeting minutes shall be preserved until 1 year after the conclusion of the litigation.

If, for any resolution of the Committee, any member has objections or reservations that are on record or stated in a written statement, those shall be stated in the meeting minutes and additionally, within two days counting inclusively from the date of occurrence, shall be publicly announced and reported on the information reporting website designated by the competent authority.

Article 8 Resources to be provided by the Company when the Committee exercises its powers

The Committee may, at the expense of the Company, resolve to retain the service of an attorney, an accountant, or other professionals to conduct a necessary audit or to provide advice on matters relating to the exercise of the Committee's powers.

Article 9 Relevant execution matters

The execution of tasks relating to matters resolved by the Committee may be delegated to the convener or other Committee members 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 10 Adoption and implementation

The Charter is adopted by the Board of Directors through a resolution. Any amendments or



revocations of the Charter shall also be made through the same manner. The Charter shall come into effect and be implemented from the date of its adoption.

The Charter was adopted on December 29, 2011

The first amendment was made on March 11, 2021