

ADIMMUNE CORPORATION

Articles of Incorporation

Chapter I General Provisions

- Article 1 : The company shall be named Adimmune Corporation (the "Company") and be duly incorporated in accordance with provisions governing companies limited by shares under the Company Act.
- Article 2 : The Company shall engage in the businesses below:
1. Research and development, processing, manufacture, and purchase and sale of serums, vaccines, reagents and bacterial solutions, raw materials etc.
 2. Processing, manufacture, and purchase and sale of Western medicine, veterinary drugs, chemicals, and feed additives etc.
 3. Importation and exportation of and agency services in relation to the aforementioned products.
 4. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3 : The Company may act as a guarantor for business purposes. Matters and procedures concerning endorsements and guarantees for others are governed by the operational procedures for endorsements and guarantees of the Company.
- Article 4 : The head office of the Company shall be located in the city of Taizhong. The board of directors of the Company (the "Board of Directors") may decide to establish branch offices and/or subsidiaries elsewhere if necessary.
- Article 5 : Public announcements of the Company shall be made in accordance with Article 28 of the Company Act.
- Article 6 : The total investment of the Company is not subject to the limit of 40% of its paid-in capital.

Chapter II Shares

- Article 7 : The total authorized capital of the Company is NT\$7 billion, divided into 700 million shares, at NT\$10 per share. The Board of Directors shall be hereby authorized to issue the shares in installments as it deems necessary for the business purposes of the Company. 15 million of such shares, at NT\$10 per share, are reserved for the issuance of stock options or restricted share units to employees. Any issuance of employee stock options where the exercise price of such options is lower than the closing price of the ordinary shares of the Company as of the issuance date, or any assignment of treasury stocks to employees at a price lower than the price of actual

repurchase of shares, shall be approved by shareholders representing two-thirds or more of the total number of shares of the Company present at a shareholders' meeting which is attended by shareholders representing at least a majority of the outstanding shares of the Company.

Article 7-1 : Parties to be assigned shares which the Company acquires in accordance with the Company Act may include employees of a holding company or subordinate company that meets certain specific requirements. The Board of Directors is authorized to determine the requirements and method of distribution.

Parties to be issued employee stock options of the Company may include employees of a holding company or subordinate company that meets certain specific requirements. The Board of Directors is authorized to determine the requirements and method of distribution. Employees to subscribe for new shares issued by the Company may include those of a holding company or subordinate company that meets certain specific requirements. The Board of Directors is authorized to determine the requirements and method of distribution. Parties to whom the Company issues restricted share units may include employees of a holding company or subordinate company that meets certain specific requirements. The Board of Directors is authorized to determine the requirements and method of distribution.

Article 8 : The Company may print a consolidated share certificate representing the total number of shares to be issued for each issue and then issue such certificate after it being duly certified in accordance with the laws, and may also elect not to print any share certificate, provided the Company shall appoint a centralized securities depository institution to handle matters concerning the deposit and recordation of shares and the matters concerning issuance of shares shall be handled in accordance with the Company Act and relevant laws and regulations.

Article 8-1 : Deleted.

Article 9 : Stock affairs of the Company are governed by the Company Act. Unless otherwise stipulated by laws and regulations or the competent securities authority, stock affairs of the Company are governed by the Company Act and Regulations Governing the Administration of Stock Affairs of Public Companies.

Article 10 : No transfer of shares of the Company is permitted within 60 days before a regular shareholders' meeting; within 30 days before an extraordinary shareholders' meeting; or within five days before the

record date of the distribution of dividends, bonuses, and other benefits as decided by the Company.

Each of the periods mentioned in the preceding paragraph will run from the date of the meeting or record date.

Chapter III Shareholders' Meetings

- Article 11 : The Company shall have regular and extraordinary shareholders' meetings. Regular shareholders' meetings shall be convened at least once in a year by the Board of Directors within six months after the close of each fiscal year. Extraordinary meetings may be convened as necessary in accordance with the applicable laws.
- Article 11-1 : Unless the Company Act states otherwise, shareholders' meetings are convened and presided over by the Chairman. If the Chairman is on leave or is for any cause unable to exercise his powers, an acting Chairman shall be designated in accordance with Article 208 of the Company Act.
- A shareholders' meeting convened by any person having the convening right other than the Board of Directors is presided over in accordance with Article 182-1 of the Company Act.
- Article 12 : Unless otherwise required by the Company Act, resolutions at a shareholders' meeting shall be adopted by a majority vote of the shares represented by shareholders present at a shareholders meeting which is attended by shareholders representing 50% or more of the total number of shares of the Company that are issued and outstanding.
- Article 13 : Each shareholder of the Company shall be entitled to one vote for each share held by such shareholder, provided shareholders to whom the circumstances in Articles 179 and 179-1 of the Company Act and provisions of laws and regulations governing shares apply are not entitled to any vote.
- Article 14 : A shareholder who is unable to attend a shareholders' meeting for any reason may, in accordance with Article 177 of the Company Act appoint an agent to attend the meeting in his/her behalf by issuing a proxy in the standard form prescribed by the Company stating the scope of authorization.
- The use of proxies shall be restricted and regulated by Article 25-1 of the Securities and Exchange Act.
- Article 15 : Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of proceedings, which shall be signed or stamped by the chairman of the meeting. The minutes shall be distributed to each shareholder within 20 days after the meeting. Such distribution may

be effected by means of electronic transmission.

The minutes may also be distributed by means of public announcement.

The minutes shall record the date and place of the meeting, name of the chairman of the meeting, method of adopting resolutions, and a summary of the essential points of the proceedings and results of the meeting, and shall be retained permanently throughout the life of the company. The attendance list bearing the signatures of shareholders present and proxies for attendance shall be kept in accordance with Article 183 of the Company Act.

Chapter IV Directors

Article 16 : The Company shall have nine to 11 directors, to be elected from among shareholders with disposing capacity via a system of cumulative voting. A candidate nomination system is adopted for such election in accordance with Article 192-1 of the Company Act. Each director shall serve a term of three years and is eligible for re-election.

Independent directors may be elected from among the aforementioned directors. The number of independent directors may be less than neither three nor one-fifth of all the directors. A candidate nomination system is adopted for such election, where shareholders will elect from the list of independent-director candidates. The professional qualifications, shareholding, restrictions on concurrent positions held, nomination, and other matters for compliance in relation to independent directors are governed by the applicable provisions of the competent securities authority.

The total number of shares of the Company held by all the directors is governed by the applicable provisions of the competent authority. The Company may take out liability insurance for the directors.

Article 16-1 : The Company shall establish an audit committee in accordance with Article 14-4 of the Securities and Exchange Act, composed of the entire number of independent directors. The number and tenure of members, powers, rules of procedure for meetings etc. of the committee are governed by the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies and by the charter of the committee to be established by the Company.

Article 17 : In the event that no election of new directors is effected after the expiration of the tenure of existing directors, the tenure of the existing directors for the performance of duties may be extended until the time new directors are elected and assume office, provided the

competent authority may order the Company ex officio to hold a re-election within a prescribed time limit, in which case the existing directors will be discharged ipso facto upon the expiration of said time limit if no re-election is effected within the time limit.

Article 17-1 : When the number of vacancies in the Board of Directors equals one-third of the total number of directors, the Board of Directors shall hold a shareholders' meeting in accordance with Article 201 of the Company Act to elect successor directors to fill the vacancies, and the tenure of such successor directors shall be limited to the remaining tenure of the outgoing directors.

Article 18 : The chairman of the Board of Directors shall be elected from among the directors by a majority vote of the directors present at a meeting attended by at least two-thirds of all directors. The Chairman shall be the Company's representative externally and act as the chairman of shareholders' meetings and directors' meetings internally, and administer all affairs of the Company in accordance with laws and regulations, the articles, and resolutions adopted at shareholders' meetings and directors' meetings.

Article 19 : Directors' meetings are convened by the Chairman. Article 208 of the Company Act applies if the Chairman is absent. The first meeting of the directors of each term shall be convened by the director who received a ballot representing the largest number of votes at the election of directors. Each director is entitled to one vote in a resolution to be adopted at a directors' meeting. Unless the Company Act or these articles otherwise stipulate, resolutions at a directors' meeting shall be adopted by a majority of the directors present at a directors' meeting which is attended by a majority of all directors. A director who is unable to attend a directors' meeting for any reason may appoint another director to attend the meeting in his/her behalf by issuing a proxy stating the scope of power authorized. An agent may not accept the appointment of more than one director. Where a directors' meeting is convened as a video conference, a director who joins the meeting by video conferencing shall be deemed to present in the meeting in person.

A notice of directors' meeting of the Company setting forth the subjects to be discussed shall be served on each director seven days in advance, provided in the case of emergency, the meeting may be convened at any time. Said notice may be given in writing, by email, or by fax to each director.

Article 20 : Deleted.

Article 20-1 : The Board of Directors is authorized to determine the remuneration of the Chairman, directors and independent directors of the Company based on their level of participation in the operations of the Company and their individual contributions to the Company, taking into account domestic and overseas industry standards as a reference.

Chapter V Managers and Consultants

Article 21 : The Company may have one chief executive officer and several managers. Their appointment, dismissal, and remuneration are governed by Article 29 of the Company Act.

Article 22 : The Company may retain several consultants as determined by the Board of Directors.

V Accounting

Article 23 : The fiscal year of the Company shall be from 1 January to 31 December. At the close of each fiscal year, the Company shall have the Board of Directors prepare the following books and statements and, according to the statutory procedure, submit the same at a regular shareholders' meeting for ratification:

1. report on operations
2. financial statements
3. proposals on the distribution of profits or covering of losses

Article 24 : If the Company has profits in a given year, 5% ~ 10% as employee remuneration to be distributed in stocks or cash as determined by the Board of Directors. Parties to whom such distribution is made include employees of a subordinate company that meets certain specific requirements. Of the aforementioned profits, the Company may have the Board of Directors decide to set aside not more than 5% as director remuneration. Proposals on the distribution of employee remuneration and director remuneration shall be presented at a shareholders' meeting. Notwithstanding, an amount shall first be reserved for making up any cumulative losses of the Company before the aforementioned distribution of employee remuneration and director remuneration.

Article 24-1 : If the Company is shown to have profits upon the annual closing of books, the profits shall be applied in the following order: taxes shall be duly paid; any cumulative losses shall be made up; 10% shall be set aside as the statutory surplus reserve; any special surplus reserve shall be appropriated or reversed in accordance with laws and regulations; with respect to the remainder of the profits together with previously undistributed profits, the Board of Directors shall prepare a distribution proposal and submit the same at a shareholders'

meeting to request the shareholders to decide on the distribution of shareholder dividends and bonuses.

Shareholder bonuses of the Company may be distributed in cash or stocks, provided cash dividends distributed may not be less than 10% of the total dividends.

The Company is a biotechnology enterprise in the revolving stage of the business life cycle. The dividend distribution policy depends on the current and future investment environment, funding needs, domestic and overseas competitions, and capital budget etc. of the Company, taking into account shareholder interests and the balance of dividends and long-term financial planning of the Company. Each year, a distribution proposal is accordingly prepared by the Board of Directors and presented at a shareholders' meeting for approval.

- Article 25 : The articles of association and enforcement rules of the Company will be separately prescribed.
- Article 26 : Issues not addressed by these articles are governed by the Company Act.
- Article 27 : These articles, as amended from time to time, will be enforced upon approval of the competent authority.
- Article 28 : These articles were first made and executed on 30 November 1965.
The first amendment was made on 23 March 1967.
The second amendment was made on 5 July 1969.
The third amendment was made on 23 March 1975.
The fourth amendment was made on 11 April 1981.
The fifth amendment was made on 8 May 1981.
The sixth amendment was made on 2 June 1981.
The seventh amendment was made on 2 May 1982.
The eighth amendment was made on 12 February 1987.
The ninth amendment was made on 26 November 1988.
The 10th amendment was made on 6 March 1989.
The 11th amendment was made on 30 November 1991.
The 12th amendment was made on 21 June 1993.
The 13th amendment was made on 2 August 1993.
The 14th amendment was made on 20 June 1995.
The 15th amendment was made on 23 July 1995.
The 16th amendment was made on 19 June 1997.
The 17th amendment was made on 23 May 2000.
The 18th amendment was made on 30 April 2001.
The 19th amendment was made on 10 June 2002 (part 1).
The 20th amendment was made on 10 June 2002 (part 2).

The 21st amendment was made on 28 June 2005.
The 22nd amendment was made on 28 September 2006.
The 23rd amendment was made on 23 August 2007.
The 24th amendment was made on 10 April 2008.
The 25th amendment was made on 26 May 2008.
The 26th amendment was made on 25 June 2009.
The 27th amendment was made on 31 May 2010.
The 28th amendment was made on 28 June 2011.
The 29th amendment was made on 20 June 2012.
The 30th amendment was made on 8 June 2016.
The 31st amendment was made on 29 June 2017.
The 32nd amendment was made on 22 June 2020.

ADIMMUNE CORPORATION
Chairman: Steve Chan