

# **Medeon Biodesign, Inc.**

## **2026 Annual Shareholders' Meeting**

### **Handbook**

### **(Translation)**

**Date: June 25, 2026**

**Venue: 11F, No. 97, Sec. 2, Dunhua S. Rd., Taipei City, Taiwan (R.O.C.)**

*This translated document is prepared in accordance with the Chinese version and is for reference only. In the event of any inconsistency between the English version and the Chinese version, the Chinese version shall prevail.*

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# **1. MEETING AGENDA**

## **Medeon Biodesign, Inc.**

### **Agenda of 2026 Annual Shareholders' Meeting**

Date and Time: June 25, 2026 (Thursday) at 10:00 a.m.

Venue: 11F, No. 97, Sec. 2, Dunhua S. Rd., Da'an Dist., Taipei City, Taiwan (R.O.C.)

Mode of Meeting: Physical Meeting

Meeting Procedure:

1. Call the Meeting to Order
2. Chairman's Address
3. Items for Reporting
  - (1) To Report the Company's 2025 Business Report
  - (2) To Report the Audit Committee's Review Report on the 2025 Financial Statements
  - (3) To Report the Implementation Status of the Private Placement
  - (4) To Report the Directors' Remuneration for the Year 2025
  - (5) To Report the Implementation Status of the 2025 Cash Capital Increase Plan for Strengthening Operations
4. Items for Ratification
  - (1) To Ratify the Company's 2025 Business Report, Financial Statements
  - (2) To Ratify the Company's 2025 Proposal for Deficit Offset
5. Items for Discussion
  - (1) Proposal of the Private Placement to Issue Additional Common Shares
  - (2) To Amend to the "Procedures for Acquisition or Disposal of Assets"
  - (3) To Release Directors or their Representatives from Non-competition Restrictions
6. Extraordinary Motions
7. Adjournment

## **2. Items for Reporting**

### **Item 1**

Subject : To Report the Company's 2025 Business Report.

Description : Please refer to Exhibit 1 for the Company's 2025 Business Report (Pages 11 - 19 of this handbook).

### **Item 2**

Subject : To Report the Audit Committee's Review Report on the Company's 2025 Financial Statements.

Description : Please refer to Exhibit 2 for Audit Committee's Review Report (Pages 20 of this handbook).

### **Item 3**

Subject : To Report the Implementation Status of the Private Placement.

Description : The Shareholders' Meeting resolved on June 20, 2025 to proceed with issuing no more than 35,000,000 common shares for capital increase through private placement. The issuing shall be completed within 1 year in tranches from the date of the resolution of the Shareholders' Meeting. The Board resolved on May 8, 2026 not to proceed with the private placement of common shares approved by the 2025 Annual Shareholders' Meeting.

### **Item 4**

Subject : To Report the Directors' Remuneration for the year 2025.

Description : 1. The policy, system, criteria and structure of remuneration for the Company's directors and independent directors are set out below, with a description of the relevance of the amount of remuneration to the respective responsibilities, risks and time commitment.

- (1) In accordance with the Articles of Incorporation, no more than 2% of the Company's annual profit shall be distributed as remuneration to the Directors. However, if the Company has accumulated losses, the Company shall retain the amount of such losses in advance and then distribute the Directors' remuneration in accordance with the aforesaid percentage.
- (2) The Company conducted an evaluation on the performance of the Board in 2025 (the evaluation criteria cover 5 key areas, including the level of participation in the Company's operation, the quality of board decision-making, board composition and structure, the election of Directors and their continuing

education, and internal controls), and the self-assessment of the Directors in 2025 (the evaluation criteria cover 6 key areas, including the understanding of the objective and mission of the Company, understanding of directors' duties, level of participation in the Company's operation, cultivation of internal relations and communication, professional standing and continuing education of the Directors, and internal controls) in accordance with the "Rules for Performance Evaluation of Board of Directors". However, the Company did not yield any profit in 2025. Therefore, only the fixed remuneration for the Independent Directors and the attendance fees for the Directors have been disbursed.

2. Please refer to Exhibit 3 for 2025 Directors' Remuneration Report (Pages 21 of this handbook).

#### **Item 5**

Subject : To Report the Implementation Status of the 2025 Cash Capital Increase Plan for Strengthening Operations.

Description : 1. This matter has been handled in accordance with the Order of the Financial Supervisory Commission, Chin-Kuan-Cheng-Fa-Tzu No. 1140357937, dated on October 2, 2025.

- (1) Please refer to Exhibit 4 for Implementation Status of the 2025 Cash Capital Increase Plan for Strengthening Operations (Pages 22-26 of this handbook).

### 3. Items for Ratification

#### Item 1 (Proposed by the Board of Directors)

Subject : To Ratify the Company's 2025 Business Report, Financial Statements.

Description : 1. The Company's 2025 business report, financial statements and consolidated financial statements were reviewed by the Audit Committee without any nonconformity identified and approved by the Board of Directors meeting. Among the above, the financial statements and consolidated financial statements were audited by CPA Kuan-Hung Lin and CPA Hua-Ling Liang of PwC Taiwan without any nonconformity identified and audit reports were issued accordingly.

2. Please refer to Exhibit 1 for the Company's 2025 Business Report (Pages 11 - 19 of this handbook) and Exhibit 5 for The Company's 2025 Financial Statements and Consolidated Financial Statements (Pages 27 - 49 of this handbook).

Resolutions:

#### Item 2 (Proposed by the Board of Directors)

Subject : To Ratify the Company's 2025 Proposal for Deficit Offset.

Description : The Statement of Deficit Offset in 2025 has been reviewed by the Audit Committee and approved by the Board of Directors meeting. The Statement of Deficit Offset is shown below:

Medeon Biodesign, Inc.  
2025 Deficit Offset Statement

Unit: NT\$

Item	Amount
<b>Accumulated deficit to be recovered at the beginning of the period</b>	(\$ 1,012,609,262)
Less: Net loss in this period.	( 668,061,863)
Recognition of changes in ownership of subsidiaries	( 35,174,887)
<b>Accumulated deficit at the end of the period</b>	( 1,715,846,012)

Chairman: Yue Teh Jang      General Manager: Yue Teh Jang      Accounting Officer: Javin Wang

Resolutions:

## 4. Items for Discussion

### Item 1 (Proposed by the Board of Directors)

Subject : Proposal of the private placement to issue additional common shares

Description : 1. In order to raise working capital, accelerate product development, invest in subsidiaries and the medical industry, develop the Company's strategic objectives, and to ensure the timeliness, accessibility and cost of raising capital, Medeon Biodesign, Inc. intends to conduct a private placement of marketable securities.

2. The private placement is for the issuance of additional common shares up to a maximum of 35,000,000 shares.

3. According to Article 43-6 of the "Securities and Exchange Act" and the "Directions for Public Companies Conducting Private Placements of Securities", details of the private placement are listed as follows:

(1) The basis and reasonableness of pricing for the private placement:

The reference price for the private placement is set at the higher of the following two benchmark prices:

A. The average of the closing prices of common shares for one or three or five (alternative) business days prior to the pricing date, excluding the ex-rights and dividends of the nil-paid allotment of shares and after adding back the capital reduction and ex-rights.

B. The average of the closing prices of the common shares for the 30 business days preceding the pricing date, excluding the ex-rights and dividends of the nil-paid allotment, and after adding back the capital reduction and ex-rights.

The price of common shares issued in the private placement shall be set at a level not less than 80% of the reference price. The pricing methodology complies with applicable laws and regulations and is considered reasonable. The actual issuance price of the private placement is proposed to the shareholders' meeting to authorize the board of directors to determine the price within a range not lower than the percentage resolved at the shareholders' meeting, taking into account the circumstances of future negotiations with specific investors and the prevailing market conditions on the pricing date.

(2) Selection method and purpose of private placement of specific investors, necessity and expected benefits:

According to Article 43-6 of the Securities and Exchange Act, and Order of the Financial Supervisory Commission Official Letter, Chin-Kuan-Cheng-Fa-Tzu No. 1120383220, dated September 12, 2023, and the Directions for Public Companies Conducting Private Placement of Securities, only the following parties are qualified as specific investors of the private placement:

A. Insiders of the Company

The reason is that insiders know the operation of the Company very well and can directly or indirectly contribute to the operation of the Company. Therefore, the proposed placees may include the insiders. The list of these insiders is shown below:

Item	Name of Placee	Relation with the Company
1	Medeon, Inc. (USA)	Institutional Director of the Company
2	Center Laboratories, Inc.	Institutional Director of the Company
3	Yue Teh Jang	Representative of Medeon, Inc. of the USA, an Institutional Director of the Company. Chairman and CEO of the Company
4	Jung Chin Lin	Representative of Center Laboratories, Inc., an Institutional Director of the Company.
5	Chih Hsiung Wu	Representative of Center Laboratories, Inc., an Institutional Director of the Company.
6	Chi Hang Yang	Independent Director of the Company
7	Chia Ying Ma	Independent Director of the Company
8	Jien Wei Yeh	Independent Director of the Company
9	Feng Shyang Yang	Independent Director of the Company
10	Albert Weng	Manager of the Company
11	Greta Chang	Manager of the Company
12	Jenny Chen	Manager of the Company
13	Pei Chen	Manager of the Company
14	Javin Wang	Accounting Officer of the Company

Disclose the following if the placee is a juridical person.

Institutional investor	Names of the top 10 shareholders and proportion of shareholding	Relation with the Company
Medeon, Inc. (USA)	Yue Teh Jang (100%)	The Chairman of this company is the Chairman and CEO of the Company.
Center Laboratories, Inc.	Li Rong Technology Co., Ltd. (9.13%)	The Chairman of this company is the spouse of the representative of the Company's corporate director.
	Royal Food Co., Ltd. (5.73%)	The Chairman of this company is the representative of the Company's corporate director.
	Jason Technology Co., Ltd. (3.51%)	The Chairman of this company is the spouse of the representative of the Company's corporate director.
	Yuanta Commercial Bank in Custody for Mining	None

Institutional investor	Names of the top 10 shareholders and proportion of shareholding	Relation with the Company
	Investment Fund of GL Capital Group (2.71%)	
	Farglory Life Insurance Inc. (1.48%)	None
	You De Investment Consulting Co., Ltd. (1.10%)	The Chairman of the Company also serves as the Chairman of the Company's corporate director.
	Vanguard Star Funds, Custody Account at the Business Department of Standard Chartered International Commercial Bank (1.04%)	None
	Mumozzi Inc. (1.00%)	None
	Vanguard Emerging Markets Stock Index Fund, a Series of Vanguard International Equity Index Funds (0.94%)	None
	Yong Lian Co., Ltd. (0.91%)	None

B. Places may include strategic investors: It is necessary to bring in strategic investors that could contribute to the development of the Company in the future, improvement of financial structure, and upgrade the profitability of the Company. It is expected that with the assistance of their capital, technology and knowledge, the Company will be able to grow steadily in the future.

The Company has not yet pinpointed specific investors for investment. We request the Shareholders' Meeting to authorize the Board with full power of attorney to search for the places.

(3) Reasons necessitating the private placement.

A. Reason for not referring to public offering: Considering the timing, convenience and cost of issuance, private placement of securities can be accomplished quickly and easily. In addition, securities invested through private placement cannot be transferred in a period of 3 years after issuing. This helps to assure the long-term stable relation between the investors and the Company. As such, offering securities through private placement is adopted.

B. Amount of private placement: Within the limit of 35,000,000 shares of common shares, the private placement will be conducted in installments within one year from the date of the shareholders' meeting, with the

maximum number of installments not exceeding three.

- C. Use of private placement funds: The purpose of each tranche is to increase working capital, accelerate product development, invest in subsidiaries and the medical industry, and develop the Company's strategic objectives.
- D. Expected benefits: Each tranche is intended to strengthen the Company's financial structure, enhance operational efficiency and competitiveness.

4. The number of issued shares of the Company is 96,944,893 shares. After adding 35,000,000 shares to the proposed private placement, the issued shares will be increased to 131,944,893 shares on the basis of the full issuance. The proportion of the private placement shares to the capital after the private placement is estimated to be 26.53%. If all the private placement shares were not placed by insiders of the Company, in accordance with Article 4-3 of the "Directions for Public Companies Conducting Private Placements of Securities", the Company engaged a securities underwriter to provide an assessment opinion on the necessity and reasonableness for conducting the private placement. Please refer to Exhibit 6 for the Securities Underwriter's Assessment of the Necessity and Reasonability of a Private Placement of Common Shares (Pages 50 - 59 of this handbook).
5. Rights and obligations under the private placement of common shares.  
In principle, the rights and obligations of the common shares in the private placement are the same as those of the Company's existing common shares; however, in accordance with the Securities and Exchange Act, the common shares in the private placement may not be sold within three years from the date of delivery, except to the parties to whom they are transferred in accordance with Article 43-8 of the Securities and Exchange Act. Three years after the date of delivery, the Company intends to request the shareholders' meeting to authorize the Board of Directors to apply to the relevant authorities for a public offering and listing of the Company's common shares in accordance with the relevant regulations.
6. The main contents of the private placement plan, including the actual issue price, the number of shares to be issued, the terms of the issue, the pricing date, the base date of the capital increase, the planned projects, the amount to be raised, the estimated progress, the estimated benefits to be generated, and all other matters related to the issue plan, except for the pricing percentage of the private placement. In the future, if there are any changes in laws and regulations, amendments as directed by the competent authorities, or amendments based on operational evaluations or in response to objective market conditions, the shareholders' meeting will also be requested to authorize the Board of Directors to handle such matters at its sole discretion.
7. In connection with the private placement of securities, it is proposed that the shareholders' meeting authorize the chairman of the board of directors or his or her designee to sign and negotiate on behalf of the Company all contracts and documents relating to the private placement and to conduct all matters necessary for the Company in connection with the private placement.

8. It is proposed to request the shareholders' meeting to authorize the Board of Directors to handle all the matters not mentioned above in accordance with the law.

Resolutions:

**Item 2 (Proposed by the Board of Directors)**

Subject: Amendment of the Company's "Procedures for Acquisition or Disposal of Assets"

- Description:
1. In accordance with the Company's operational needs, it is proposed to amend certain provisions of "Procedures for Acquisition or Disposal of Assets".
  2. Please refer to Exhibit 7 for the Comparison Table of Amendments to the "Procedures for Acquisition or Disposal of Assets" (Pages 60 of this handbook).

Resolutions:

**Item 3 (Proposed by the Board of Directors)**

Subject: To release directors or their representatives from non-competition restrictions

- Description:
1. In accordance with Article 209 of the Company Act, a director shall explain to the shareholders' meeting the material details of his or her acts for himself or herself or for others within the scope of the Company's business and obtain permission for such acts.
  2. If the Company's directors and their representatives invest in or manage other companies with the same or similar scope of business as the Company and act as directors or managers, in order to meet the actual business needs and without prejudice to the Company's interests, the Company hereby seeks the approval of the shareholders' meeting to release the non-competition restriction for directors and their representatives in accordance with the law.
  3. The details of additional concurrent positions held by the directors and their representatives as of February 13, 2026, are as follows:

<b>Title</b>	<b>Name</b>	<b>New Concurrent Positions in Other Companies</b>	<b>Major business</b>
Director	Center Laboratories, Inc. Representative: Jung Chin Lin	Chairman (Legal Representative), DuroNax Biotech, Ltd	Biopharmaceutical CDMO
Institutional Director	Center Laboratories, Inc.	Director/ Chairman, Glac biotech Co., Ltd	Functional Probiotics Development and Manufacturing

Resolutions:

## **5. Extraordinary Motions**

## **6. Adjournment**

## **Medeon Biodesign, Inc.**

### **Business Report**

Dear Shareholders,

First and foremost, we would like to thank you for the support and encouragement over the past year. We would like to report to all shareholders the operating results for 2025, the outline of business plan for 2026, future development strategies, as well as the impact of the external competitive environment, regulatory environment and general business environment as follows.

#### 1. Operating Results for 2025

##### **(1) Overview of Business Policies and Implementation**

Medeon focuses on the development and manufacturing of high-value advanced medical devices, with minimally invasive procedures as its core area of focus. The Company's product development areas include advanced cardiovascular minimally invasive procedures, urology, laparoscopy, and orthopedics. The Company adopts a dual-track development strategy, consisting of "innovative medical device research, development, and incubation" and "advanced medical device CDMO services." On one hand, the Company addresses clinical demand identification and specification development, and conducts animal studies and human clinical trials to verify the safety and efficacy of products. Upon achievement of phased R&D milestones, the Company actively pursues licensing or co-development collaborations with global medical device companies to obtain licensing fees and milestone payments, thereby generating high value-added returns. On the other hand, through mergers and acquisitions and internal integration, the Company continues to develop a highly efficient CDMO business with a high technological barrier, providing one-stop-shop contract development and manufacturing services to global advanced medical device clients, and establishing a stable and recurring source of cash flow.

In the field of advanced medical device development, the Company announced the preliminary results of the Urocross<sup>®</sup> Expander System, the minimally invasive prostate treatment device, from its IDE pivotal clinical trial conducted in the United States in May 2025, demonstrating safety and efficacy. According to the data from 240 subjects in the pivotal trial, the Company formally submitted a U.S. FDA 510(k) clearance application in November 2025. Meanwhile, Duett<sup>™</sup>, Vascular Graft System for Aortic Dissection Repair, began its IDE clinical trial in the United States in 2024 and successfully completed the first subject enrollment. The trial progress has been in line with expectations, and in 2025, the Company received U.S. FDA approval to advance into the second stage of the clinical trial, with an estimated total enrollment of approximately 70 subjects. The trial is currently ongoing, while the Company is also simultaneously engaging in discussions with potential licensing and commercial partners regarding collaboration opportunities.

In the business field of advanced medical device CDMO, our subsidiary, Medeologix has been focusing on contract development and manufacturing services for advanced medical balloons, catheters, as well as subassembly and final assembly of medical devices. Leveraging its strong manufacturing quality and R&D service capabilities, the Company continued to achieve steady growth in its customer base and order momentum in 2025, with revenue continuing to grow significantly. The Company has also successfully advanced a cross-border collaboration model of “taking orders and conducting pilot production in the United States, followed by scaled mass production in Taiwan.” Through the combination of high-growth momentum generated from R&D licensing and the stable revenue foundation contributed by the CDMO business, the Company is able to simultaneously strengthen its operational resilience and continuously enhance long-term shareholder value.

**(2) Results of business plan implementation and budget execution**

In 2025, the Company's consolidated operating revenue was \$419,425 thousand, primarily recognized from the revenue of CDMO manufacturing and services for advanced medical devices. The net loss after tax for 2025 was \$719,341 thousand.

**(3) Income statement and profitability analysis**

A. Income Statement

(Unit: NT\$ in thousands)

Item	2024	2025
Sales revenue	292,808	419,425
Net operating margin	83,414	58,825
Operating expenses	(969,027)	(781,339)
Non-Operating income and expense	26,970	2,821
Profit (Loss) for the year	(870,523)	(719,693)
Profit (Loss) for the year attributable to the parent	(805,512)	(719,341)

As of December 31, 2025, the Company had an accumulated deficit of NT\$1,715,846 thousand, which has reached one-half of the paid-in capital.

B. Profitability Analysis

(Unit: %)

Item	2024	2025
Return on assets (ROA)	(37.84)	(39.50)
Return on equity (ROE)	(44.56)	(46.82)
Net income before tax as a percentage of paid-in capital	(93.08)	(74.24)
Net profit rate	(297.30)	(171.51)
EPS (NT\$)	(8.74)	(7.24)

**(4) Research and development status**

The Company's major projects under development are outlined as follows.

#### **A. The Minimally Invasive Prostate Treatment Device (Urocross)**

Urocross is designed as a non-permanent implant intended to be placed with a minimally invasive and highly safe procedure in the obstructed prostatic urethral region. Through its unique structural design, the device gently expands and remodels the prostatic urethral tissue, thereby providing immediate relief of urinary obstruction and improving related symptoms in patients with benign prostatic hyperplasia (BPH).

The device can be retrieved approximately six months after implantation, avoiding the risks associated with long-term retention of permanent implants, while balancing efficacy with long-term patient safety. The product has been evaluated in a large-scale IDE pivotal clinical trial conducted in the United States and Canada, and the preliminary clinical results obtained in May 2025 demonstrated the safety and efficacy. Based on data from this 240-subject pivotal trial, the Company formally submitted a U.S. FDA 510(k) clearance application in November 2025.

Looking ahead to 2026, based on typical FDA review timelines, the Company expects the product to obtain regulatory approval approximately three to six months after submission. Upon approval, the Company plans to initiate commercialization activities in the U.S. market. In addition to early-stage commercialization preparations, the Company will also actively engage in discussions with potential licensing partners regarding collaboration opportunities.

#### **B. Aortic Dissection Repair Device (Duett)**

This product is indicated for thoracic aortic repair procedures. Through a precise and highly efficient vascular anastomosis design, it assists surgeons in improving the accuracy and stability of anastomosis, while reducing procedural complexity and shortening the operative time of critical steps, thereby enhancing overall surgical efficiency and clinical safety. The product demonstrates clear clinical and market competitive advantages.

After a rigorous early development process, in 2024, the Company has initiated an IDE clinical trial in the United States and successfully completed the first subject enrollment. In 2025, the Company received U.S. FDA approval to proceed to the second stage of the clinical trial, with an estimated total enrollment of approximately 70 subjects. In 2026, the Company plans to accelerate subject treatment and follow-up. The objective is to validate the safety and efficacy of the product through large-scale clinical data, which will serve as the foundation for subsequent regulatory submission for marketing approval, thereby enhancing the overall value of the program.

#### **C. PUMA™- Trauma Internal Fixation Device (ORP-T01)**

This product is a medical device designed for internal fixation of limb trauma, which involves the shoulder, elbow, wrist or ankle in internal fixation. The product not only provides continuous and effective internal fixation at trauma sites, but also allows patients to move their joints naturally while recovering without the risk of breaking or displacing the fixation, thus reducing the chance of a secondary surgery for implant removal. The product has received 510(k) from the US FDA. Currently, the Company is seeking

licensing and commercial partners.

**D. ClickClean™ - in-situ cleaning device for laparoscopic surgery (LAP-A01)**

This product is a medical device developed to solve the burden of removing contamination from the lens. It is designed to be easy to use and allows surgeons to clean the lens quickly during surgery, avoiding interruptions and reducing the risk to patients. The product has received FDA 510(k). Currently, the Company is seeking licensing or commercial partners.

**E. AbClose™ - in-port site closure system (LAP-C01)**

This product is a medical device developed to address the problem of needle puncture or inadvertent injury to intraperitoneal organs or blood vessels at the end of laparoscopic surgical procedures, and to facilitate easy and rapid closure of the wounds. The product has received FDA 510(k) from the US FDA. Currently, the Company is seeking licensing or commercial partners.

2. Overview of Business Plan for 2026

(1) Business policies

- A. Continue to speed up the product development process and generate revenue from licensing and milestone payments:

The Company announced the preliminary results of the Urocross® Expander System, the minimally invasive prostate treatment device, from its IDE pivotal clinical trial conducted in the United States in May 2025, demonstrating safety and efficacy. According to the data from 240 subjects in the pivotal trial, the Company formally submitted a U.S. FDA 510(k) clearance application in November 2025. Looking ahead to 2026, based on typical regulatory review timelines and practices, the Company expects to obtain regulatory clearance approximately three to six months after submission. Upon approval, the Company plans to initiate commercialization activities in the U.S. market. In addition to early-stage commercialization preparations, the Company will also actively engage in discussions with potential licensing partners regarding collaboration opportunities.

Meanwhile, Duett™, Vascular Graft System for Aortic Dissection Repair, began its IDE clinical trial in the United States in 2024 and successfully completed the first subject enrollment. The trial progress has been in line with expectations, and in 2025, the Company received U.S. FDA approval to advance into the second stage of the clinical trial, with an estimated total enrollment of approximately 70 subjects. In 2026, the Company plans to accelerate subject treatment and follow-up, aiming to validate the safety and efficacy of the product through large-scale clinical data, which will serve as the basis for subsequent regulatory submission for marketing approval, thereby enhancing the overall value of the program. The Company also aims to accelerate the execution of collaboration agreements with licensing or commercialization partners in order to maximize the commercial value of its development programs.

- B. Continue to generate service revenue from CDMO business:

The subsidiary of the Company, Medeologix, has been deeply engaged in the field of

contract development and manufacturing organization (CDMO) for advanced medical devices. Its core business covers advanced medical balloons, catheters, as well as subassembly and final assembly of medical devices, with a strong focus on the key North American medical device market. In 2025, Medeologix leveraged its high-quality manufacturing capabilities and contract development service efficiency to drive simultaneous growth in both its customer base and order momentum, continuing its trajectory of significant revenue expansion. The Company has successfully implemented a cross-border collaboration model of “taking orders and conducting pilot production in the United States, followed by scaled mass production in Taiwan.”

Looking ahead to 2026, Medeologix will continue to strengthen group-level resource integration and optimize production line allocation, with the aim of accelerating the conversion of customer R&D programs into commercialized mass production. While consolidating its existing production order base, the Company will further enhance its core technological capabilities to stimulate additional long-term demand momentum, ensuring stable revenue sources and positioning itself for step-change growth driven by multiple production-scale projects.

(2) Expected sales volumes and their basis

The Company’s revenue momentum is built upon a dual-track model consisting of “product licensing income” and “advanced medical device CDMO services,” which ensures both profitability stability and growth potential through the monetization of R&D value and long-term contract development and manufacturing services.

In terms of product licensing income, once key R&D milestones are achieved for each program, the Company initiates licensing discussion with leading global medical device companies to seek licensing and milestone payments. The estimation of expected revenues is based on a comprehensive assessment of global procedure volumes for specific surgical indications, compound annual growth rate (CAGR), and market penetration trends of such medical devices, thereby deriving the total addressable market size. This is further combined with end-product pricing strategies and projected market share assumptions, which serve as the core basis for evaluating licensing value.

With respect to the advanced medical device CDMO business, its revenue structure comprises upstream contract development and downstream scaled manufacturing. The Company has implemented an integrated cross-border operating model of “taking orders and conducting pilot production in the United States, followed by scaled mass production in Taiwan.” The contract development services provide international customers with product prototype development, verification and validation, and small-scale pilot production, generating revenue from development projects.

As customer product development progresses, this business model demonstrates strong customer stickiness, enabling a seamless transition of products to the Taiwan manufacturing hub for key component production as well as subassembly and final assembly. Expected sales volumes are estimated based on the conversion rate of existing development programs, combined with customers’ product launch procurement forecasts and global target procedure

penetration rates.

(3) Major production and marketing policies

A. The Company is committed to accelerating the development and commercialization of its innovative medical devices in order to enhance overall product portfolio value. For Urocross, the minimally invasive treatment device for benign prostatic hyperplasia (BPH), the Company is actively advancing the U.S. FDA marketing approval application. Based on typical regulatory review timelines and practices, the Company expects to obtain regulatory clearance approximately three to six months after submission, upon which it will initiate commercialization activities in the U.S. market.

Meanwhile, Duett, the aortic dissection repair device, leveraging the FDA-approved scale of its clinical trial, continues to accumulate comprehensive clinical data to support its subsequent regulatory submission for marketing approval. The Company will continue program development and, at the same time, actively engage in discussions with potential licensing partners, with the aim of creating a win-win outcome through strategic collaborations and accelerating the realization of commercial value.

B. The Company is actively expanding its advanced medical device CDMO business and accelerating the expansion of its manufacturing footprint through a strategy of “contract development driving downstream mass production.” The Company fully leverages Taiwan’s highly efficient, high-quality manufacturing capabilities and strong talent base to provide international medical device customers with critical component manufacturing as well as finished product manufacturing services.

Looking ahead to the next three years, as existing customer programs progress from clinical validation stages to commercialization phases, the Company’s revenue mix is expected to shift from early-stage development service income to scaled contract manufacturing revenue. This transformation will enable the Company to realize synergies between U.S. contract development services and Taiwan-based manufacturing operations. Benefiting from increased order demand driven by customers’ regulatory approvals and global product launches, the Company expects to enhance capacity utilization and drive profitability into a high-growth phase.

C. The Company continues to evaluate and develop high value-added medical device projects with the objective of diversifying its project portfolio and business footprint in order to create long-term revenue growth opportunities.

3. Future Corporate Development Strategies

The Company adopts a dual-track business model, focusing on both innovative medical device development and licensing, as well as advanced medical device contract development and manufacturing (CDMO) services, with the primary objective of generating stable and positive cash flow.

(1) Development and licensing of innovative medical devices

Through a comprehensive selection strategy, the Company focuses on developing innovative products with strong market potential that can address unmet medical needs. The selection

assessment covers multiple aspects, including clinical needs, market size and value, existing competitive landscape, technical feasibility, product development schedule, regulatory requirements, insurance reimbursement potential, patent strategies, and return on investment, etc. This approach enables effective risk control at the early stage of product development while creating long-term value for shareholders. Since the Company's establishment, the Company has been deeply engaged in fields such as cardiovascular minimally invasive procedures, laparoscopic surgical procedures, orthopedics, and urology, etc., through long-term R&D input, continuously accumulating expertise and industry experience. The Company has built a solid network of physician advisors, expanded its global customer network, and maintained close interactions with global regulatory certification institutions. The Company's team possesses extensive hands-on experience in regulatory approvals, quality management, and product development. Looking ahead, the Company will continue to optimize resource allocation and leverage its existing successful development models, extending them to new programs in order to enhance resource efficiency and return on investment, thereby further strengthening its long-term competitiveness.

The Company's ongoing medical device R&D programs are primarily designed with product licensing as the ultimate objective, while continuously expanding potential strategic partners and international licensing opportunities. In recent years, global medical device companies have adopted a more cautious approach when evaluating innovative product acquisitions or licensing opportunities. Such decisions typically require validation of clinical value and market potential through large-scale clinical trials or commercial sales performance before entering into formal licensing negotiations.

Accordingly, the Company will advance clinical trials in accordance with the regulatory requirements of key target markets to accelerate product development and validation processes. In addition, the Company will selectively pursue early-stage commercialization activities based on market conditions to accumulate clinical usage experience and enhance product market visibility, thereby increasing product value and expanding future market opportunities.

(2) Entering the CDMO market for advanced medical devices

To continuously expand the product development experiences accumulated from innovative medical device development business, and to establish stable operating and cash flow sources, the Company, through its subsidiary, Medeologix, is actively expanding into the field of advanced medical device contract development and manufacturing (CDMO). The Company works closely with strategic partners to build a comprehensive industrial value chain, providing one-stop-shop services spanning upstream process technology development to downstream large-scale manufacturing capabilities.

Under this operating model, even after product licensing is completed, the Company is able to continue participating in the manufacturing and mass production phases, thereby remaining involved in the commercialization process, further enhancing overall enterprise value and creating long-term returns for shareholders.

Looking ahead, Medeologix and its U.S. subsidiary will continue to strengthen their

manufacturing capabilities and production capacity deployment for medical device components, subassemblies, and finished products, gradually building a stable revenue base. At the same time, through collaboration with strategic partners, the Company integrates R&D and manufacturing resources and leverages Taiwan's advantages in manufacturing efficiency, quality management, and professional talent to provide competitive, high-quality products and manufacturing services to both global medical device leaders and emerging medtech companies.

This strategy not only helps drive the development of related supply chains but also feeds back into the Company's core R&D capabilities, enhancing overall operational resilience and long-term profitability, thereby laying a solid foundation for the Company's future growth.

#### 4. Impact of the External Competitive Environment, Regulatory Environment and General Business Environment

Under ongoing volatility in the global political and economic landscape, the medical device industry is facing significant challenges arising from intensifying global competition, technological innovation, evolving regulatory frameworks, and increasingly diversified market demand. As a high value-added and highly globalized industry, medical devices have seen leading international manufacturers increasingly strengthen commercial collaborations to acquire critical technologies, shorten product development cycles, and reduce substantial R&D costs. With the continued advancement of resource integration efficiencies, these trends have not only reshaped the industry landscape but also created new entry opportunities for companies with strong innovative development capabilities.

The Company, prior to introducing new technologies or initiating new R&D programs, conducts rigorous analysis of market competition dynamics and strategic positioning to precisely select projects with competitive advantages and clear differentiation for development. All ongoing R&D programs are carried out through close collaboration between the R&D team and clinical physicians. Through iterative validation between testing results and clinical needs, product specifications are defined to align with clinical practice and market requirements, thereby maximizing the core competitiveness of the products. At the same time, the Company has established a comprehensive intellectual property protection strategy for all technologies under development, covering patent portfolio management and trade secrets, thereby constructing technological barriers and effectively mitigating competitive risks.

In addition, the Company closely monitors industry trends and regulatory developments, and strengthens collaboration with clinical institutions and academic research organizations. The R&D team actively participates in major international medical conferences and professional symposiums to timely capture global innovation trends and regulatory developments, ensuring the Company's ability to respond flexibly to industry changes and maintain its leading position.

Amid increasingly stringent global regulatory scrutiny and the strengthening control of healthcare expenditures by governments and private payers, the barriers to medical device market entry have risen significantly. Under this trend, in order to improve resource

allocation efficiency, leading international medical device companies have increasingly concentrated their resources on post-market activities, including regulatory approvals, reimbursement applications, and global commercialization and distribution network development.

As a high-quality small and medium-sized enterprise in Taiwan, the Company leverages its core strengths in flexibility and execution efficiency, and focuses on upstream value-added activities such as product design and development, animal studies, early-stage human clinical trials, and regulatory approvals. By precisely targeting high-value segments in the early stage of R&D, the Company positions itself as an ideal development partner for global medical device companies in the early phases of product development.

Despite ongoing volatility in the global political and economic landscape, the medical device industry continues to maintain steady growth, supported by sustained demand in major markets. According to BMI Research, the global medical device market is expected to grow at a rate of 7.3% in 2026, compared to 6.7% in 2025.

On the domestic policy front, the Taiwanese government has long been actively promoting the development of the biotechnology industry. Since 2009, a series of initiatives have been implemented, including the “Diamond Action Plan for Biotech Takeoff”, the “Biotech Industry Takeoff Action Plan”, and the “Taiwan Bioeconomy Industry Development Plan”. The biotechnology industry has also been incorporated as a key focus area under the government’s “5+2 Innovative Industries Program”, driving growth in industry output value, corporate investment expansion, capital market vitality, and the emergence of innovation capabilities. At the end of 2021, the Ministry of Economic Affairs amended the “Act for the Development of Biotech and Pharmaceutical Industry”, formally including medical device contract development and manufacturing (CDMO) services within its scope for the first time. This amendment highlights the government’s emphasis on a dual-track strategy of “R&D + Manufacturing” for the medical device industry. Furthermore, the Biotechnology Technology and Strategy Advisory Committee (BTC) meeting held in August 2025 further underscored the government’s vision of promoting advanced technological applications, encouraging investment inflows, and fostering an innovation-driven ecosystem, thereby injecting strong momentum into industry development.

At present, in response to global digital transformation trends, applications such as digital health, telemedicine, and artificial intelligence continue to expand, driving rapid growth in demand for innovative medical device development, prototyping, and mass production. Medeon possesses strong innovative R&D capabilities and comprehensive manufacturing capacity ranging from small-scale production to full-scale manufacturing. Supported by both policies and market demand, the Company remains highly confident in its future development, and will continue to accelerate growth while striving to become an indispensable strategic partner in the global medical device value chain.

Chairman: Yue Teh Jang

General Manager: Yue Teh Jang

Accounting Officer: Javin Wang

【Exhibit 2】

**Medeon Biodesign, Inc.**  
**Audit Committee Review Report**

The Board of Directors has prepared the Company's 2025 Business Report, Financial Statements, Consolidated Financial Statements, and Deficit Offset Statement, etc. Among the above, the Financial Statements and Consolidated Financial Statements were audited, and the audit report has been issued by CPA Kuan-Hung Lin and CPA Hua Ling Liang of PwC Taiwan appointed by the Board of Directors.

The aforementioned Business Report, Financial Statements, Consolidated Financial Statements and Deficit Offset Statement have been audited by the Audit Committee without any nonconformity identified. We hereby submit this report for your review in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

Yours faithfully,

Chia Ying Ma  
Chair of the Audit Committee  
February 26, 2026

【Exhibit 3】

## Medeon Biodesign, Inc. Report on 2025 Directors' Remuneration

Unit: NT\$ in thousands

Title	Name	Directors' Remuneration								Total of A, B, C and D and Proportion to Net Profit after Tax		Relevant Remuneration for Part-time Employees								Total of A, B, C, D, E, F and G and Proportion of Net Profit after Tax		Whether remunerations are received from a business other than a subsidiary or the parent company
		Salary (A)		Pensions (B)		Directors' Remuneration (C)		Business Execution Costs (D)				Salary, Bonus and Special Expense, etc. (E)		Pensions (F)		Employee Compensation (G)						
		The Company	All Companies in the Financial Statements	The Company	All Companies in the Financial Statements	The Company	All Companies in the Financial Statements	The Company	All Companies in the Financial Statements	The Company	All Companies in the Financial Statements	The Company	All Companies in the Financial Statements	The Company	All Companies in the Financial Statements	Cash Amount	Stock Amount	Cash Amount	Stock Amount	The Company	All Companies in the Financial Statements	
Chairman	Medeon, Inc. (USA) Representative: Yue Teh Jang	-	-	-	-	-	-	40.5	40.5	40.5 (0.006%)	40.5 (0.006%)	663.4	14,169.5	-	-	-	-	-	-	703.9 (0.105%)	14,210.0 (2.127%)	-
Director	Center Laboratories, Inc. Representative: Jung Chin Lin	-	-	-	-	-	-	40.5	40.5	40.5 (0.006%)	40.5 (0.006%)	-	-	-	-	-	-	-	-	40.5 (0.006%)	40.5 (0.006%)	-
Director	Center Laboratories, Inc. Representative : Chih Hsiung Wu	-	-	-	-	-	-	40.5	40.5	40.5 (0.006%)	40.5 (0.006%)	-	-	-	-	-	-	-	-	40.5 (0.006%)	40.5 (0.006%)	-
Independent Director	Chi Hang Yang	600	600	-	-	-	-	103.5	103.5	703.5 (0.105%)	703.5 (0.105%)	-	-	-	-	-	-	-	-	703.5 (0.105%)	703.5 (0.105%)	-
Independent Director	Chia Ying Ma	600	600	-	-	-	-	103.5	103.5	703.5 (0.105%)	703.5 (0.105%)	-	-	-	-	-	-	-	-	703.5 (0.105%)	703.5 (0.105%)	-
Independent Director	Jien Wei Yeh	600	600	-	-	-	-	40.5	40.5	40.5 (0.006%)	40.5 (0.006%)	-	-	-	-	-	-	-	-	40.5 (0.006%)	40.5 (0.006%)	-
Independent Director	Feng Shyang Yang	600	600	-	-	-	-	40.5	40.5	40.5 (0.006%)	40.5 (0.006%)	-	-	-	-	-	-	-	-	40.5 (0.006%)	40.5 (0.006%)	-

(1) Please describe the policy, system, criteria and structure for the payment of remuneration to independent directors and its relevance to the amount of remuneration paid in terms of the responsibilities, risks and time commitment involved.

- A. In accordance with the articles of incorporation, the Company shall set aside not more than two percent for the remuneration of its directors if the Company makes a profit in a year.. However, if the Company has accumulated losses, the Company shall have reserved a sufficient amount to offset its accumulated losses, and then distribute the employees and directors' remuneration in accordance with the previous ratio.
- B. The Company conducted an evaluation on the performance of the Board in 2025 (the items of evaluation include the 5 dimensions of the level of participation in the operation of the Company, upgrade the decision-making quality of the Board, the organization and structure of the Board, the election of Directors and their continuing education, and internal control), and the self-assessment of the Directors in 2025 (the items of evaluation include the 6 dimensions of the control of the objective and mission of the Company, the sense of duties, level of participation in the operation of the Company, cultivation of internal relation and communication, professional standing and continuing education of the Directors, and internal control) in accordance with the "Rules for Performance Evaluation of Board of Directors". However, the Company did not yield any profit in 2025 that only the fixed remuneration for the Independent Directors and the attendance fees for the Directors have been disbursed.

(2) Remuneration received for services rendered by directors of the Company (e.g. as consultants to non-employees of the parent company/financial reporting company/investment business, etc.) in the most recent year, other than those disclosed in the table above: None

**Medeon Biodesign, Inc.**  
**Implementation Status of the 2025**  
**Cash Capital Increase Plan for Strengthening Operations**

**1. Company Profile**

Medeon Biodesign, Inc. (hereinafter referred to as “Medeon” or the “Company”) is a healthcare company primarily dedicated to the development of innovative advanced medical devices. The Company is committed to designing and developing high-value, high-impact medical devices with the objective of improving existing treatment solutions and enhancing overall healthcare quality. At the current stage, the Company’s development strategy is centered on two cores business segments: advanced medical device development, and manufacturing operations, as outlined below:

(1) Advanced medical device development

The Company’s product development strategy is primarily focused on Minimally Invasive Surgery. At the current stage, its key development areas include laparoscopic surgery, orthopedics, urology, and advanced cardiovascular minimally invasive procedures.

The Company’s products currently under development are as follows:

- A. The Minimally Invasive Prostate Treatment Device (Urocross, URO-T01)
- B. Aortic Dissection Repair Device (Duett, CVS-T01)
- C. PUMA™- Trauma Internal Fixation Device (ORP-T01)
- D. ClickClean™ - in-situ cleaning device for laparoscopic surgery (LAP-A01)
- E. AbClose™ - in-port site closure system (LAP-C01)

(2) Advanced medical device CDMO business

In the field of advanced medical device CDMO business, the subsidiary of the Company, Medeologix, continues to pursue mergers and acquisitions and integration initiatives to acquire key design and manufacturing technologies, as well as customer relationships with leading international medical device companies and Silicon Valley-based innovative medtech startups. Through group-level resource integration and functional specialization, the Company leverages its U.S. presence to provide close services to international customers, while utilizing its Taiwan-based operations to support strong scale-up manufacturing demand. The Company provides global innovative medical device companies with a wide range of advanced medical balloons, medical catheters, medical device subassemblies, and finished device assembly services, delivering one-stop-shop manufacturing solutions spanning from product development to full-scale mass production.

**2. Past Operating Performance**

The progress of each of the Company’s development programs is summarized as follows:

(1) Advanced medical device development

- A. The Minimally Invasive Prostate Treatment Device

The product has undergone the design and development phase. In the fourth quarter of 2018, the Company initiated its first-in-human clinical trial. In mid-2022, the Company obtained approval from the U.S. Food and Drug Administration (FDA) to conduct an IDE clinical trial in the United States and Canada. In 2024, subject enrollment for the clinical trial was completed, with a total of 240 subjects enrolled. Preliminary clinical results were announced in May 2025, demonstrating positive outcomes. Based on the pivotal clinical trial data, the Company formally submitted a U.S. FDA marketing approval application in November 2025.

B. Aortic Dissection Repair Device

The Company formally initiated this program in the second quarter of 2018, and subsequently conducted project planning, physician consultations, market analysis, product specification definition, product design, and patent filings as part of its development activities. By 2021, the Company had completed multiple animal studies with six-month follow-up evaluations, and presented favorable results at the European Society for Cardio-Thoracic Surgery (EACTS). Following approval from the U.S. Food and Drug Administration (FDA) in 2023 to conduct a first-in-human clinical trial, the Company initiated an IDE clinical study in the United States in 2024, successfully completing the first subject enrollment and treatment in March 2024. In the third quarter of 2025, the Company obtained approval to proceed to the second stage of the clinical trial and continues to conduct subject enrollment under the U.S. IDE study, with the objective of generating clinical data to further enhance the product's value.

C. Trauma Internal Fixation Device

The product has received 510(k) from the US FDA. Currently, the Company is seeking licensing and commercial partners.

D. In-situ cleaning device for laparoscopic surgery

The product has received 510(k) from the US FDA. Currently, the Company is seeking licensing and commercial partners.

E. In-port site closure system

The product has received 510(k) from the US FDA. Currently, the Company is seeking licensing and commercial partners.

(2) Advanced medical device CDMO business

The Company's subsidiary, Medeologix, focuses on contract development and manufacturing organization (CDMO) services for advanced medical devices, with its primary customer base concentrated in North America, which represents one of the most critical and largest markets in the global medical device industry.

In 2024, Medeologix successfully completed multiple programs involving the transfer of technology and projects from the United States to Taiwan for mass production, gradually achieving a model in which orders are directly fulfilled and shipped from Taiwan-based facilities, thereby enhancing supply chain resilience. Building on this foundation, in 2025 Medeologix continued to sustain the revenue growth momentum achieved in 2024, while

consistently providing customers with competitive, high-efficiency, and high-quality manufacturing services.

### **3. Future Plans**

The Company will adhere to a precise product selection strategy, strengthen its R&D capabilities, and continuously enhance its competitive advantages in response to the rapidly changing external competitive environment. In addition, with the government designating the biotechnology industry as a key strategic development sector, the overall operating environment is expected to move in a favorable direction for the Company. The Company's current development strategy is centered on two core business pillars, as outlined below:

#### **(1) Advanced medical device development**

The minimally invasive treatment device for benign prostatic hyperplasia (Urocross, URO-T01), developed by the Company, successfully completed subject enrollment for its IDE clinical trial conducted in the United States in 2024, with a total of 240 subjects enrolled. Preliminary clinical results were announced in May 2025, demonstrating positive outcomes. Based on the pivotal clinical trial data, the Company formally submitted a U.S. FDA marketing approval application in November 2025. Looking ahead to 2026, based on typical regulatory review practices, the Company expects to obtain regulatory clearance approximately three to six months after submission. Upon approval, the Company plans to initiate commercialization activities in the U.S. market. In addition to early-stage commercialization preparations, the Company will also actively engage in discussions with potential licensing partners regarding collaboration opportunities. The thoracic aortic repair device (CVS-T01) initiated its IDE clinical trial in the United States in 2024, and has continued to advance subject enrollment following the first subject treatment in March 2024. The Company has obtained FDA approval to proceed to the second stage of the clinical trial, which aims to validate clinical outcomes through large-scale data collection, serving as the basis for subsequent regulatory submission for marketing approval, thereby enhancing overall product value. For programs that have completed staged development milestones, the Company is actively pursuing commercial collaboration discussions to accelerate the execution of licensing or commercialization agreements with strategic partners.

#### **(2) Advanced medical device CDMO business**

Medeologix and its subsidiaries actively pursue operational optimization initiatives, including the implementation of process automation and digital systems, strengthening vertical integration across the supply chain, and adopting lean manufacturing management practices, in order to reduce production costs and enhance manufacturing efficiency.

Through these initiatives, the Company has gradually established economies of scale advantages, enabling it to remain both agile and resilient within the rapidly evolving global medical device industry.

Looking ahead, Medeologix will continue to expand its portfolio of products and services,

including advanced medical balloons, catheters, subassemblies and finished device assemblies, as well as one-stop-shop contract development services. The Company will also actively develop relationships with high-potential medical device startups and international medical device manufacturers to diversify its customer base and expand order sources. In addition, to support the scaling-up and commercialization needs of existing clients, Medeologix plans to continue recruiting senior manufacturing and quality assurance professionals, while investing in process technology upgrades and capacity expansion. These efforts are expected to further stabilize the Company's revenue base and steadily advance Medeon's corporate vision.

#### 4. Implementation Status of the 2025 Operating Plan

2025 Operating Results of the Company :

Unit: NT\$ in thousands

Item	Q1	Q2	Q3	Q4	2025
	(Actual)	(Actual)	(Actual)	(Actual)	Total
Sales revenue	\$101,878	\$110,382	\$92,295	\$114,870	\$419,425
Net operating margin	\$19,005	\$13,010	\$4,811	\$21,999	\$58,825
Net operating income (Loss)	(\$190,442)	(\$184,172)	(\$187,635)	(\$160,265)	(\$722,514)
Profit (loss) before tax	(\$190,856)	(\$188,238)	(\$185,942)	(\$154,657)	(\$719,693)
Net profit (Loss) after tax	(\$190,538)	(\$188,312)	(\$185,999)	(\$154,492)	(\$719,341)

The Company continues to invest resources in advanced medical device development programs to create long-term project value. Key initiatives primarily include product and manufacturability optimization of the minimally invasive treatment device for benign prostatic hyperplasia (URO-T01), ongoing follow-up and clinical data collection for its human clinical trials, regulatory submissions, and early-stage commercialization planning, as well as subject enrollment activities for the thoracic aortic repair device (CVS-T01) clinical trial.

As a result, cumulative R&D expenditures for the year up to the fourth quarter amounted to NT\$587,189 thousand. Due to lower-than-expected clinical activity, overall operating expenses decreased accordingly. In the advanced medical device CDMO business, orders and business growth outperformed expectations, resulting in revenue increasing by approximately 83% compared to initial projections, while gross margin performance also exceeded expectations.

Overall, driven by the continued implementation of operational optimization initiatives, the Company's loss narrowed compared to budgeted levels.

#### 5. Conclusion

Medeon is committed to building an innovative operating model for Taiwan's medical device industry, with a strategic focus on key upstream value chain activities, including clinical need validation, product design and development, and the verification of safety and clinical value of innovative medical devices through animal studies and human clinical trials. The Company

currently possesses end-to-end capabilities covering clinical trial planning and execution, regulatory submissions, and commercialization and market launch activities, enabling it to effectively support the advancement of specific programs toward commercialization. Medeon actively seeks strategic partners with global distribution networks and market commercialization capabilities, with the aim of accelerating international market entry through models such as technology licensing, regional partnerships, or strategic alliances. This strategy is expected to enhance overall licensing value and accelerate market penetration. Such strategic segmentation allows the Company to focus on innovative medical device development while continuously expanding its product pipeline and program portfolio.

Medeon will continue to operate under a dual-track business model. In the field of advanced medical device incubation, the Company will further integrate domestic and international clinical and medical expertise to build an innovative medtech platform that combines clinical value with market potential. Meanwhile, in the advanced medical device CDMO business, the Company leverages its existing development capabilities and manufacturing resources to support the commercialization of external programs, establishing diversified and stable revenue streams and generating steady cash flow to support future growth momentum. The Company looks forward to working hand-in-hand with investors and partners to advance medical device innovation and commercialization, while contributing to the elevation of Taiwan's advanced medical device industry onto the global stage.

Medeon Biodesign, Inc.

Representative: Yue Teh Jang

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of MEDEON BIODESIGN, INC.

***Opinion***

We have audited the accompanying consolidated balance sheets of MEDEON BIODESIGN, INC. AND SUBSIDIARIES (the “Group”) as at December 31, 2025 and 2024, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2025 and 2024, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

***Basis for opinion***

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountants of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### ***Key audit matters***

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Group's 2025 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Group's 2025 consolidated financial statements are stated as follows:

#### ***Valuation of goodwill impairment***

##### Description

Please refer to Note 4(16) for accounting policies on impairment loss on non-financial assets, Note 5(2) for the uncertainty of accounting estimates and assumptions applied to goodwill impairment valuation, and Note 6(8) for details of goodwill impairment valuation.

The Group acquired Medeologix Corporation in 2021 and acquired Medeologix LLC (formerly named Second Source Medical LLC) in 2022. The balance of goodwill arising from the acquisitions as at December 31, 2025 was NT\$ 106,737 thousand.

The evaluation report issued by external experts engaged by the Group uses cash flow forecasts prepared by management to determine the recovery amount of goodwill; however, the measurement results in a large extent depend on management's assumptions, including the discount rate and the estimated growth rate used, which are subject to management's judgements with considerable uncertainty. Therefore, the goodwill impairment assessment is a key audit matter this year.

#### How our audit addressed the matter

We performed the following audit procedures in respect of the above key audit matter:

- A. Based on our understanding of the operations and industry of the Group, evaluated the rationality of the evaluation model used by the external experts appointed by the Group.
- B. We confirmed that the future cash flow used in the evaluation model is consistent with the future year budget provided by the Group. And reviewed the actual achievement of management's financial forecasts for the past year.
- C. We assessed the appropriateness of key assumptions used, such as growth rate and discount rate.

#### ***Other matter – Parent company only financial statements***

We have audited and expressed an unmodified opinion on the parent company only financial statements of Medeon Biodesign, Inc. as at and for the years ended December 31, 2025 and 2024.

#### ***Responsibilities of management and those charged with governance for the consolidated financial statements***

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable,

matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the Audit Committee, are responsible for overseeing the Group's financial reporting process.

### ***Auditors' responsibilities for the audit of the consolidated financial statements***

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design

audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our

independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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Lin, Kuan-Hung

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Liang, Hua-Ling

For and on behalf of PricewaterhouseCoopers, Taiwan

February 26, 2026

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The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

**MEDEON BIODESIGN, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**DECEMBER 31, 2025 AND 2024**  
(Expressed in thousands of New Taiwan dollars)

Assets	Notes	December 31, 2025		December 31, 2024		
		AMOUNT	%	AMOUNT	%	
<b>Current assets</b>						
1100	Cash and cash equivalents	6(1)	\$ 520,786	29	\$ 513,374	27
1110	Current financial assets at fair value through profit or loss	6(2)	42,115	2	41,660	2
1136	Current financial assets at amortised cost, net	6(3) and 8	656,958	37	652,175	35
1170	Accounts receivable, net	6(4)	39,263	2	37,835	2
1200	Other receivables		3,966	-	5,227	-
1220	Current income tax assets		3,203	-	2,486	-
130X	Inventories	6(5)	24,840	2	34,102	2
1410	Prepayments		31,017	2	30,340	2
11XX	<b>Current Assets</b>		<u>1,322,148</u>	<u>74</u>	<u>1,317,199</u>	<u>70</u>
<b>Non-current assets</b>						
1600	Property, plant and equipment	6(6)	162,977	9	198,953	11
1755	Right-of-use assets	6(7)	104,855	6	156,521	8
1780	Intangible assets	6(8)	152,095	9	161,749	9
1840	Deferred income tax assets	6(21)	32,949	2	32,949	2
1915	Prepayments for business facilities	6(6)	423	-	5,915	-
1920	Guarantee deposits paid		4,346	-	4,457	-
15XX	<b>Non-current assets</b>		<u>457,645</u>	<u>26</u>	<u>560,544</u>	<u>30</u>
1XXX	<b>Total assets</b>		<u>\$ 1,779,793</u>	<u>100</u>	<u>\$ 1,877,743</u>	<u>100</u>

(Continued)

**MEDEON BIODESIGN, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**DECEMBER 31, 2025 AND 2024**  
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity		Notes	December 31, 2025		December 31, 2024	
			AMOUNT	%	AMOUNT	%
<b>Liabilities</b>						
<b>Current liabilities</b>						
2130	Current contract liabilities	6(16)	\$ 7,937	1	\$ 4,514	-
2170	Accounts payable		7,554	-	12,000	1
2200	Other payables	6(9)	103,270	6	143,019	7
2280	Current lease liabilities	6(7)	41,389	2	54,558	3
2300	Other current liabilities		807	-	1,551	-
21XX	<b>Current Liabilities</b>		<u>160,957</u>	<u>9</u>	<u>215,642</u>	<u>11</u>
<b>Non-current liabilities</b>						
2570	Deferred tax liabilities	6(21)	10,413	1	12,359	1
2580	Non-current lease liabilities	6(7)	71,657	4	113,839	6
25XX	<b>Non-current liabilities</b>		<u>82,070</u>	<u>5</u>	<u>126,198</u>	<u>7</u>
2XXX	<b>Total Liabilities</b>		<u>243,027</u>	<u>14</u>	<u>341,840</u>	<u>18</u>
<b>Equity</b>						
Share capital 6(12)						
3110	Share capital - common stock		969,449	55	922,449	49
Capital surplus 6(13)						
3200	Capital surplus		1,959,926	109	1,339,205	71
Retained earnings 6(14)						
3310	Legal reserve		207,182	12	207,182	11
3320	Special reserve		12,489	1	12,489	1
3350	Accumulated deficit		( 1,715,846)	( 96)	( 1,012,609)	( 54)
Other equity interest 6(15)						
3400	Other equity interest		42,540	2	56,725	3
3500	Treasury shares	6(12)	-	-	( 5,249)	-
31XX	<b>Equity attributable to owners of the parent</b>		<u>1,475,740</u>	<u>83</u>	<u>1,520,192</u>	<u>81</u>
36XX	Non-controlling interest		<u>61,026</u>	<u>3</u>	<u>15,711</u>	<u>1</u>
3XXX	<b>Total equity</b>		<u>1,536,766</u>	<u>86</u>	<u>1,535,903</u>	<u>82</u>
Significant contingent liabilities and unrecognized contract commitments		9				
Significant events after the balance sheet date		11				
3X2X	<b>Total liabilities and equity</b>		<u>\$ 1,779,793</u>	<u>100</u>	<u>\$ 1,877,743</u>	<u>100</u>

The accompanying notes are an integral part of these consolidated financial statements.

**MEDEON BIODESIGN, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**YEARS ENDED DECEMBER 31, 2025 AND 2024**

(Expressed in thousands of New Taiwan dollars, except losses per share amounts)

Items	Notes	Year ended December 31			
		2025		2024	
		AMOUNT	%	AMOUNT	%
4000 Sales revenue	6(16)	\$ 419,425	100	\$ 292,808	100
5000 Operating costs	6(5)(17)(18)	( 360,600)	( 86)	( 209,394)	( 71)
5900 Net operating margin		<u>58,825</u>	<u>14</u>	<u>83,414</u>	<u>29</u>
Operating expenses	6(17)(18)				
6100 Selling expenses		( 30,009)	( 7)	( 44,290)	( 15)
6200 General and administrative expenses		( 164,074)	( 39)	( 159,455)	( 54)
6300 Research and development expenses		( 587,189)	( 140)	( 751,870)	( 257)
6450 Expected credit loss	12(2)	( 67)	-	( 13,412)	( 5)
6000 Total operating expenses		<u>( 781,339)</u>	<u>( 186)</u>	<u>( 969,027)</u>	<u>( 331)</u>
6900 Operating loss		<u>( 722,514)</u>	<u>( 172)</u>	<u>( 885,613)</u>	<u>( 302)</u>
Non-operating income and expenses					
7100 Interest income	6(19)	7,192	1	20,173	7
7020 Other gains and losses	6(20)	( 689)	-	12,352	4
7050 Finance costs	6(7)	( 3,682)	( 1)	( 5,555)	( 2)
7000 Total non-operating revenue and expenses		<u>2,821</u>	<u>-</u>	<u>26,970</u>	<u>9</u>
7900 Loss before income tax		<u>( 719,693)</u>	<u>( 172)</u>	<u>( 858,643)</u>	<u>( 293)</u>
7950 Income tax benefit (expense)	6(21)	<u>352</u>	<u>-</u>	<u>( 11,880)</u>	<u>( 4)</u>
8200 Loss for the year		<u>(\$ 719,341)</u>	<u>( 172)</u>	<u>(\$ 870,523)</u>	<u>( 297)</u>
<b>Other comprehensive income</b>					
<b>Components of other comprehensive income that will be reclassified to profit or loss</b>					
8361 Financial statements translation differences of foreign operations	6(15)	<u>(\$ 14,355)</u>	<u>( 3)</u>	<u>\$ 21,357</u>	<u>7</u>
8500 Total comprehensive loss for the year		<u>(\$ 733,696)</u>	<u>( 175)</u>	<u>(\$ 849,166)</u>	<u>( 290)</u>
Loss, attributable to:					
8610 Owners of the parent		<u>(\$ 668,062)</u>	<u>( 160)</u>	<u>(\$ 805,512)</u>	<u>( 275)</u>
8620 Non-controlling interest		<u>( 51,279)</u>	<u>( 12)</u>	<u>( 65,011)</u>	<u>( 22)</u>
		<u>(\$ 719,341)</u>	<u>( 172)</u>	<u>(\$ 870,523)</u>	<u>( 297)</u>
Comprehensive income attributable to:					
8710 Owners of the parent		<u>(\$ 682,247)</u>	<u>( 163)</u>	<u>(\$ 784,971)</u>	<u>( 268)</u>
8720 Non-controlling interest		<u>( 51,449)</u>	<u>( 12)</u>	<u>( 64,195)</u>	<u>( 22)</u>
		<u>(\$ 733,696)</u>	<u>( 175)</u>	<u>(\$ 849,166)</u>	<u>( 290)</u>
Basic loss per share	6(22)				
9750 Basic loss per share		<u>(\$ 7.24)</u>		<u>(\$ 8.74)</u>	
9850 Diluted loss per share		<u>(\$ 7.24)</u>		<u>(\$ 8.74)</u>	

The accompanying notes are an integral part of these consolidated financial statements.

**MEFEON BIODESIGN, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**YEARS ENDED DECEMBER 31, 2025 AND 2024**  
(Expressed in thousands of New Taiwan dollars)

Equity attributable to owners of the parent														
Notes	Capital surplus					Retained earnings				Financial statements translation differences of foreign operations	Treasury shares	Total	Non-controlling interest	Total equity
	Share capital - common stock	Additional paid-in capital	Treasury share transactions	Changes in ownership interests in subsidiaries	Employee stock warrants	Others	Legal reserve	Special reserve	Accumulated deficit					
<b>Year 2024</b>														
	\$ 922,449	\$ 1,331,845	\$ 5,602	\$ -	\$ 3,265	\$ -	\$ 207,182	\$ 12,489	(\$ 188,425)	\$ 36,184	(\$ 10,603)	\$ 2,319,988	\$ 51,507	\$ 2,371,495
Loss for the year	-	-	-	-	-	-	-	-	( 805,512)	-	-	( 805,512)	( 65,011)	( 870,523)
Other comprehensive income for the year	6(15)	-	-	-	-	-	-	-	-	20,541	-	20,541	816	21,357
Total comprehensive income(loss)		-	-	-	-	-	-	-	( 805,512)	20,541	-	( 784,971)	( 64,195)	( 849,166)
Share-based payments	6(11)	-	-	9,465	-	-	-	-	-	-	-	9,465	262	9,727
Changes in ownership interests in subsidiaries	6(23)	-	-	( 9,465)	-	-	-	-	( 18,672)	-	-	( 28,137)	28,137	-
Reissuance of treasury shares to employees		-	( 1,507)	-	-	-	-	-	-	-	5,354	3,847	-	3,847
Balance at December 31, 2024		\$ 922,449	\$ 1,331,845	\$ 4,095	\$ 3,265	\$ -	\$ 207,182	\$ 12,489	(\$ 1,012,609)	\$ 56,725	(\$ 5,249)	\$ 1,520,192	\$ 15,711	\$ 1,535,903
<b>Year 2025</b>														
Balance at January 1, 2025		\$ 922,449	\$ 1,331,845	\$ 4,095	\$ 3,265	\$ -	\$ 207,182	\$ 12,489	(\$ 1,012,609)	\$ 56,725	(\$ 5,249)	\$ 1,520,192	\$ 15,711	\$ 1,535,903
Loss for the year		-	-	-	-	-	-	-	( 668,062)	-	-	( 668,062)	( 51,279)	( 719,341)
Other comprehensive loss for the year	6(15)	-	-	-	-	-	-	-	-	( 14,185)	-	( 14,185)	( 170)	( 14,355)
Total comprehensive loss		-	-	-	-	-	-	-	( 668,062)	( 14,185)	-	( 682,247)	( 51,449)	( 733,696)
Cash capital increase		47,000	376,000	-	-	-	-	-	-	-	-	423,000	-	423,000
Share-based payments	6(11)	-	4,160	4,256	5,088	-	-	-	-	-	-	13,504	178	13,682
Changes in ownership interests in subsidiaries	6(23)	-	-	-	232,694	-	-	-	( 35,175)	-	-	197,519	( 197,519)	-
Reissuance of treasury shares to employees	6(12)	-	-	( 1,477)	-	-	-	-	-	-	5,249	3,772	-	3,772
Expired employee stock options	6(11)	-	-	-	( 3,265)	3,265	-	-	-	-	-	-	-	-
Increase in non-controlling interests	6(23)	-	-	-	-	-	-	-	-	-	-	-	294,105	294,105
Balance at December 31, 2025		\$ 969,449	\$ 1,712,005	\$ 6,874	\$ 237,782	\$ -	\$ 3,265	\$ 207,182	\$ 12,489	(\$ 1,715,846)	\$ 42,540	\$ 1,475,740	\$ 61,026	\$ 1,536,766

The accompanying notes are an integral part of these consolidated financial statements.

MEDEON BIODESIGN, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
YEARS ENDED DECEMBER 31, 2025 AND 2024  
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31	
		2025	2024
<b><u>CASH FLOWS FROM OPERATING ACTIVITIES</u></b>			
Loss before tax		(\$ 719,693 )	(\$ 858,643 )
Adjustments			
Adjustments to reconcile profit (loss)			
Share-based payments	6(11)	13,682	9,727
Expected credit loss	12(2)	67	13,412
Depreciation expense (including right-of-use assets)	6(6)(7)(17)	97,410	88,702
Amortization expense	6(8)(17)	9,954	9,961
Revaluation gains on current financial assets measured at fair value through profit or loss	6(2)	( 1,722 )	2,276
Interest expense	6(7)	3,642	5,555
Interest income	6(19)	( 7,192 )	( 20,173 )
Dividend income		( 52 )	( 185 )
Gain on lease modification	6(7)	-	( 17 )
Changes in operating assets and liabilities			
Changes in operating assets			
Accounts receivable		( 945 )	( 9,474 )
Other receivables		( 2,256 )	8,228
Inventories		9,262	( 23,333 )
Other prepayments		( 677 )	( 5,449 )
Changes in operating liabilities			
Accounts payable		( 4,446 )	6,639
Other payables		( 33,606 )	16,630
Contract liabilities		3,423	1,406
Other current liabilities		( 744 )	( 233 )
Cash outflow generated from operations		( 633,893 )	( 754,971 )
Interest received		10,709	14,675
Interest paid		( 3,642 )	( 5,555 )
Income tax paid		( 2,311 )	( 86,814 )
Net cash flows used in operating activities		( 629,137 )	( 832,665 )

(Continued)

MEDEON BIODESIGN, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
YEARS ENDED DECEMBER 31, 2025 AND 2024  
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31	
		2025	2024
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Proceeds from acquisition of financial assets at amortised cost		(\$ 4,783 )	\$ -
Proceeds from disposal of financial assets at amortised cost		-	209,922
Acquisition of property, plant and equipment	6(24)	( 16,471 )	( 74,301 )
Dividends received		52	185
Acquisition of intangible assets	6(8)	( 405 )	( 472 )
Decrease (increase) in refundable deposits		111	( 126 )
Net cash flows (used in) from investing activities		( 21,496 )	135,208
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Payments of lease liabilities	6(25)	( 52,893 )	( 50,527 )
Proceeds from capital increase		423,000	-
Treasury shares reissued to employees	6(12)	3,772	3,847
Change in non-controlling interests	6(23)	294,105	-
Net cash flows from (used in) financing activities		667,984	( 46,680 )
Effect of exchange rate changes		( 9,939 )	19,547
Net increase (decrease) in cash and cash equivalents		7,412	( 724,590 )
Cash and cash equivalents at beginning of year		513,374	1,237,964
Cash and cash equivalents at end of year		\$ 520,786	\$ 513,374

The accompanying notes are an integral part of these consolidated financial statements.

## INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of Medeon Biodesign, Inc.

### ***Opinion***

We have audited the accompanying parent company only balance sheets of Medeon Biodesign, Inc. as at December 31, 2025 and 2024, and the related parent company only statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of material accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of Medeon Biodesign, Inc. as at December 31, 2025 and 2024, and its parent company only financial performance and its parent company only cash flows for the years then ended in accordance with the “Regulations Governing the Preparation of Financial Reports by Securities Issuers”.

### ***Basis for opinion***

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of Medeon Biodesign, Inc. in accordance with the Norm of Professional Ethics for Certified Public Accountants in the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### ***Key audit matters***

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the parent company only financial statements of the current period. These matters were addressed in the context of our audit of the parent company only financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for Medeon Biodesign, Inc.'s 2025 parent company only financial statements of the current period are stated as follows:

#### ***Investments accounted for under equity method - Valuation of goodwill impairment***

##### Description

Please refer to Note 4(15) for accounting policies on impairment loss on non-financial assets, Note 5(2) for the uncertainty of accounting estimates and assumptions applied to goodwill impairment valuation, Note 6(4) for details of investments accounted for under equity method, and Note 6(8) in the consolidated financial statements for details of goodwill impairment valuation.

The Company acquired Medeologix Corporation in 2021 and acquired Medeologix LLC (Formerly Second Source Medical LLC) in 2022. The balance of goodwill arising from the acquisition as at December 31, 2025 was NT \$106,737 thousand.

The evaluation report issued by external experts engaged by the Company uses cash flow forecasts prepared by management to determine the recovery amount of goodwill; however, the measurement results in a large extent depend on management's assumptions, including the discount rate and the estimated growth rate used, which are subject to management's judgements with considerable uncertainty. Therefore, the goodwill impairment assessment is a key audit matter this year.

#### How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

- A. Based on our understanding of the operations and industry of the Company, evaluated the rationality of the evaluation model used by the external experts appointed by the Company.
- B. We confirmed that the future cash flow used in the evaluation model is consistent with the future year budget provided by the Company. And reviewed the actual achievement of management's financial forecasts for the past year.
- C. We assessed the appropriateness of key assumptions used, such as growth rate and discount rate.

#### ***Responsibilities of management and those charged with governance for the parent company only financial statements***

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and for such internal control as management determines is necessary to enable the preparation of parent company only financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company only financial statements, management is responsible for assessing Medeon Biodesign, Inc.'s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate Medeon Biodesign, Inc. or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including audit committee, are responsible for overseeing Medeon Biodesign, Inc.'s financial reporting process.

### ***Auditors' responsibilities for the audit of the parent company only financial statements***

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these parent company only financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgement and professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Medeon Biodesign, Inc.'s internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on Medeon Biodesign, Inc.'s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within Medeon Biodesign, Inc. to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Lin, Kuan-Hung

Liang, Hua-Ling

For and on behalf of PricewaterhouseCoopers, Taiwan

February 26, 2026

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The accompanying parent company only financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying parent company only financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

MEDEON BIODESIGN, INC.  
PARENT COMPANY ONLY BALANCE SHEETS  
DECEMBER 31, 2025 AND 2024  
(Expressed in thousands of New Taiwan dollars)

Assets	Notes	December 31, 2025		December 31, 2024		
		AMOUNT	%	AMOUNT	%	
<b>Current assets</b>						
1100	Cash and cash equivalents	6(1)	\$ 88,020	6	\$ 318,736	20
1110	Current financial assets at fair value	6(2)				
	through profit or loss		10,673	1	8,951	1
1136	Current financial assets at amortised	6(3)				
	cost		633,192	42	642,375	41
1200	Other receivables		-	-	3,155	-
1210	Other receivables - related parties	7	8,289	-	10,261	1
1220	Current tax assets	6(20)	2,332	-	1,445	-
1410	Prepayments		102	-	404	-
11XX	<b>Current Assets</b>		<u>742,608</u>	<u>49</u>	<u>985,327</u>	<u>63</u>
<b>Non-current assets</b>						
1550	Investments accounted for using	6(4)				
	equity method		732,618	49	538,304	35
1600	Property, plant and equipment	6(5)	1,523	-	753	-
1755	Right-of-use assets	6(6)	993	-	2,483	-
1780	Intangible assets	6(7)	28	-	127	-
1840	Deferred tax assets	6(20)	32,949	2	32,949	2
1920	Guarantee deposits paid		397	-	397	-
15XX	<b>Non-current assets</b>		<u>768,508</u>	<u>51</u>	<u>575,013</u>	<u>37</u>
1XXX	<b>Total assets</b>		<u>\$ 1,511,116</u>	<u>100</u>	<u>\$ 1,560,340</u>	<u>100</u>

(Continued)

MEDEON BIODESIGN, INC.  
PARENT COMPANY ONLY BALANCE SHEETS  
DECEMBER 31, 2025 AND 2024  
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity		Notes	December 31, 2025		December 31, 2024	
			AMOUNT	%	AMOUNT	%
<b>Current liabilities</b>						
2200	Other payables		\$ 20,156	1	\$ 21,906	1
2220	Other payables - related parties	7	13,677	1	12,006	1
2280	Current lease liabilities	6(6)	1,015	-	1,498	-
2300	Other current liabilities		528	-	168	-
21XX	<b>Current Liabilities</b>		<u>35,376</u>	<u>2</u>	<u>35,578</u>	<u>2</u>
<b>Non-current liabilities</b>						
2580	Non-current lease liabilities	6(6)	-	-	1,015	-
2650	Credit balance of investments	6(4)				
	accounted for using equity method		-	-	3,555	1
25XX	<b>Non-current liabilities</b>		<u>-</u>	<u>-</u>	<u>4,570</u>	<u>1</u>
2XXX	<b>Total Liabilities</b>		<u>35,376</u>	<u>2</u>	<u>40,148</u>	<u>3</u>
<b>Equity</b>						
	Share capital	6(10)				
3110	Share capital - common stock		969,449	64	922,449	59
	Capital surplus	6(11)				
3200	Capital surplus		1,959,926	130	1,339,205	85
	Retained earnings	6(12)				
3310	Legal reserve		207,182	14	207,182	13
3320	Special reserve		12,489	1	12,489	1
3350	Accumulated deficit		( 1,715,846)	( 114)	( 1,012,609)	( 65)
	Other equity interest	6(13)				
3400	Other equity interest		42,540	3	56,725	4
3500	Treasury shares	6(10)	-	-	( 5,249)	-
3XXX	<b>Total equity</b>		<u>1,475,740</u>	<u>98</u>	<u>1,520,192</u>	<u>97</u>
	Significant contingent liabilities and unrecognized contract commitments	9				
	Significant events after the balance sheet date	11				
3X2X	<b>Total liabilities and equity</b>		<u>\$ 1,511,116</u>	<u>100</u>	<u>\$ 1,560,340</u>	<u>100</u>

The accompanying notes are an integral part of these parent company only financial statements.

MEDEON BIODESIGN, INC.  
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME  
YEARS ENDED DECEMBER 31, 2025 AND 2024  
(Expressed in thousands of New Taiwan dollars, except losses per share amounts)

	Items	Notes	Year ended December 31			
			2025		2024	
			AMOUNT	%	AMOUNT	%
4000	Sales revenue	6(14)	\$ -	-	\$ 39,336	100
5000	Operating costs	6(15)(16)	-	-	-	-
5900	Net operating margin		-	-	39,336	100
	Operating expenses	6(15)(16) and 7				
6200	General and administrative expenses		( 80,805)	-	( 69,301)	( 176)
6300	Research and development expenses		( 6,384)	-	( 6,189)	( 16)
6000	Total operating expenses		( 87,189)	-	( 75,490)	( 192)
6900	Operating loss		( 87,189)	-	( 36,154)	( 92)
	Non-operating income and expenses					
7100	Interest income	6(17) and 7	6,327	-	14,941	38
7010	Other income	6(18) and 7	22,546	-	21,024	53
7020	Other gains and losses	6(2)(4)(19)	( 4,307)	-	5,569	14
7050	Finance costs	6(6)	( 31)	-	( 59)	-
7070	Share of loss of subsidiaries accounted for using equity method, net	6(4)	( 605,408)	-	( 797,929)	( 2028)
7000	Total non-operating income and expenses		( 580,873)	-	( 756,454)	( 1923)
7900	<b>Loss before income tax</b>		( 668,062)	-	( 792,608)	( 2015)
7950	Income tax expense	6(20)	-	-	( 12,904)	( 33)
8200	<b>Loss for the year</b>		<u>( \$ 668,062)</u>	-	<u>( \$ 805,512)</u>	<u>( 2048)</u>
	<b>Other comprehensive income</b>					
	<b>Components of other comprehensive income that will be reclassified to profit or loss</b>					
8361	Other comprehensive (loss) income, before tax, exchange differences on translation		( \$ 14,185)	-	\$ 20,541	52
8500	<b>Total comprehensive loss for the year</b>		<u>( \$ 682,247)</u>	-	<u>( \$ 784,971)</u>	<u>( 1996)</u>
	Basic loss per share	6(21)				
9750	Total basic loss per share		( \$ 7.24)		( \$ 8.74)	
9850	Total diluted loss per share		( \$ 7.24)		( \$ 8.74)	

The accompanying notes are an integral part of these parent company only financial statements.

MEDEON BIODESIGN, INC.  
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY  
YEARS ENDED DECEMBER 31, 2025 AND 2024  
(Expressed in thousands of New Taiwan dollars)

Notes	Common stock	Additional paid-in capital	Treasury share transactions	Capital surplus			Retained earnings			Financial statements translation differences of foreign operations	Treasury shares	Total equity	
				Changes in equity of associates and joint ventures accounted for using equity method	Employee stock warrants	Capital surplus, others	Legal reserve	Special reserve	Accumulated deficit				
<u>2024</u>													
	Balance at January 1, 2024	\$ 922,449	\$ 1,331,845	\$ 5,602	\$ -	\$ 3,265	\$ -	\$ 207,182	\$ 12,489	(\$ 188,425)	\$ 36,184	(\$ 10,603)	\$ 2,319,988
	Loss for the year	-	-	-	-	-	-	-	-	( 805,512)	-	-	( 805,512)
6(13)	Other comprehensive income for the year	-	-	-	-	-	-	-	-	-	20,541	-	20,541
	Total comprehensive (loss) income	-	-	-	-	-	-	-	-	( 805,512)	20,541	-	( 784,971)
6(9)	Share-based payments	-	-	-	9,465	-	-	-	-	-	-	-	9,465
	Changes in ownership interests in subsidiaries	-	-	-	( 9,465)	-	-	-	-	( 18,672)	-	-	( 28,137)
6(10)	Reissuance of treasury shares to employees	-	-	( 1,507)	-	-	-	-	-	-	-	5,354	3,847
	Balance at December 31, 2024	\$ 922,449	\$ 1,331,845	\$ 4,095	\$ -	\$ 3,265	\$ -	\$ 207,182	\$ 12,489	(\$ 1,012,609)	\$ 56,725	(\$ 5,249)	\$ 1,520,192
<u>2025</u>													
	Balance at January 1, 2025	\$ 922,449	\$ 1,331,845	\$ 4,095	\$ -	\$ 3,265	\$ -	\$ 207,182	\$ 12,489	(\$ 1,012,609)	\$ 56,725	(\$ 5,249)	\$ 1,520,192
	Loss for the year	-	-	-	-	-	-	-	-	( 668,062)	-	-	( 668,062)
6(13)	Other comprehensive loss for the year	-	-	-	-	-	-	-	-	-	( 14,185)	-	( 14,185)
	Total comprehensive loss	-	-	-	-	-	-	-	-	( 668,062)	( 14,185)	-	( 682,247)
6(10)	Cash capital increase	47,000	376,000	-	-	-	-	-	-	-	-	-	423,000
6(9)	Share-based payments	-	4,160	4,256	5,088	-	-	-	-	-	-	-	13,504
	Changes in ownership interests in subsidiaries	-	-	-	232,694	-	-	-	-	( 35,175)	-	-	197,519
6(10)	Reissuance of treasury shares to employees	-	-	( 1,477)	-	-	-	-	-	-	-	5,249	3,772
6(9)	Expired employee stock options	-	-	-	-	( 3,265)	3,265	-	-	-	-	-	-
	Balance at December 31, 2025	\$ 969,449	\$ 1,712,005	\$ 6,874	\$ 237,782	\$ -	\$ 3,265	\$ 207,182	\$ 12,489	(\$ 1,715,846)	\$ 42,540	\$ -	\$ 1,475,740

The accompanying notes are an integral part of these parent company only financial statements.

**MEDEON BIODESIGN, INC.**  
**PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS**  
**YEARS ENDED DECEMBER 31, 2025 AND 2024**  
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31	
		2025	2024
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Loss before tax		( \$ 668,062 )	( \$ 792,608 )
Adjustments			
Adjustments to reconcile profit (loss)			
Share-based payments	6(9)	7,385	-
Depreciation expense(including right-of-use assets)	6(5)(5)(15)	1,862	2,041
Amortization expense	6(7)(15)	99	113
Revaluation (gain) or loss on current financial assets measured at fair value through profit or loss	6(2)(19)	( 1,722 )	2,276
Interest expense	6(6)	31	59
Dividend income		( 52 )	( 185 )
Interest income	6(17)	( 6,327 )	( 14,941 )
Gain on lease modification	6(19)	-	( 17 )
Share of loss of subsidiaries accounted for using equity method	6(4)	605,408	797,929
Changes in operating assets and liabilities			
Changes in operating assets			
Other accounts receivable		949	266
Other receivables - related parties		1,972	( 2,890 )
Prepayments		302	296
Changes in operating liabilities			
Other payables		( 1,750 )	( 5,814 )
Other payables to related parties		1,671	( 1,450 )
Other current liabilities		360	( 276 )
Cash outflow generated from operations		( 57,874 )	( 15,201 )
Interest received		8,533	14,410
Interest paid		( 31 )	( 59 )
Income taxes paid		( 887 )	( 85,266 )
Net cash flows used in operating activities		( 50,259 )	( 86,116 )
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Acquisition of current financial assets at amortised cost		-	( 20,365 )
Proceeds from disposal of financial assets at amortised cost		9,183	-
Acquisition of investments accounted for using equity method	7	( 613,824 )	( 608,601 )
Dividends received		52	185
Acquisition of property, plant and equipment	6(5)(22)	( 1,142 )	( 333 )
Decrease in guarantee deposits paid		-	223
Net cash flows used in investing activities		( 605,731 )	( 628,891 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Payments of lease liabilities	6(6)(23)	( 1,498 )	( 1,509 )
Treasury shares reissued to employees	6(10)	3,772	3,847
Proceeds from issuance of shares		423,000	-
Net cash flows from financing activities		425,274	2,338
Net decrease in cash and cash equivalents		( 230,716 )	( 712,669 )
Cash and cash equivalents at beginning of year		318,736	1,031,405
Cash and cash equivalents at end of year		\$ 88,020	\$ 318,736

The accompanying notes are an integral part of these parent company only financial statements.

【Exhibit 6】

## **Medeon Biodesign, Inc.**

### **Opinion on the Necessity and Reasonability of a Private Placement**

Engaged by: Medeon Biodesign, Inc.

Recipient: Medeon Biodesign, Inc.

Specified use of the Opinion: For the sole purpose of the 2026

Private Placement of Common Shares by Medeon Biodesign, Inc.

Type of report: Opinion on the necessity and reasonability of the private placement

Assessor: MasterLink Securities Corporation

Representative: Fred Chang

February 13, 2026

## **Medeon Biodesign, Inc.**

### **Securities Underwriters' Assessment of the Necessity and Reasonability of a Private Placement of Common Shares in 2026**

In order to raise working capital, accelerate product development, invest in subsidiaries and the medical industry, develop the Company's strategic objectives, and to ensure the timeliness and convenience of raising capital, Medeon Biodesign, Inc. (hereinafter referred to as Medeon or the Company) intends to offer securities through private placement in accordance with Article 43-6 of the "Securities and Exchange Act" and the "Directions for Public Companies Conducting Private Placements of Securities". It is planned to be discussed at the board of directors meeting on February 26, 2026, and to be discussed at the shareholders' meeting on June 25, 2026. It is proposed to authorize the board of directors by the shareholders' meeting to issue up to 35,000,000 shares in private placement through no more than 3 tranches within one year from the date of resolution of the Shareholders' Meeting.

According to Article 4-3 of the "Directions for Public Companies Conducting Private Placements of Securities", "If there has been, is, or will be a significant change in managerial control during the period from 1 year preceding the day on which the board of directors resolves on the private placement of securities to 1 year from the delivery date of those privately placed securities, the Company shall engage a securities underwriter to provide an assessment opinion on the necessity and reasonableness for conducting the private placement, and shall state the opinion in the notice to convene the shareholders' meeting to serve as a reference for the shareholders to decide whether to agree." The underwriter's assessment is presented as follows.

#### **1. Company Profile**

Medeon Biodesign, Inc. has specialized in the design and development of high-value Class II and Class III advanced medical devices since its inception. The Company's product development is primarily focused on minimally invasive surgery, with current R&D efforts focused on advanced cardiovascular minimally invasive procedures, urology, laparoscopic surgery, and orthopedics. The Company's operations are currently organized into two main business segments. In addition to continuously developing innovative medical devices, the Company has also expanded into the advanced medical device Contract Development and Manufacturing Organization (CDMO) business. Through its subsidiary, Medeologix, Inc., the Company has continued to pursue acquisitions and integration initiatives to acquire key design and manufacturing technologies, thereby providing a one-stop-shop service platform from product development to mass production for global innovative medical device companies.

In the aspect of design and development in advanced medical devices, Medeon Biodesign, Inc. successfully divested its self-developed product, Cross-Seal™—a large-bore vascular

closure system— through an asset purchase arrangement to the global medical device leader Terumo Corporation for a total amount of US\$50 million. This achievement has established an innovative business model for Taiwan’s advanced medical device industry, and it demonstrates that the Company has developed comprehensive capabilities across project selection, clinical trials, international regulatory affairs, manufacturing, and global commercial negotiations, serving as a benchmark for successful commercialization in Taiwan’s advanced medical device sector. Meanwhile, building on its previous successful licensing experience in advanced medical devices, the Company’s currently under-development minimally invasive prostate treatment device has formally submitted a U.S. FDA 510(k) application in November 2025, and is expected to proceed with commercialization planning in 2026, with the aim of enhancing the probability and value of future licensing opportunities.

In the advanced medical device CDMO business, the Company, through its subsidiary Medeologix, Inc., has actively expanded its business in the CDMO sector. The Company aims to provide innovative companies and global medical device manufacturers with one-stop-shop integrated services covering the full value chain from medical device component development to mass production. By leveraging a professional management model, the Company works closely with customers to coordinate and address various issues arising during the collaboration process, thereby enhancing customer trust and long-term relationships, and securing long-term, stable, and high-volume orders upon product commercialization. This not only provides the Company with a steady and sustainable growth in operating revenue and profitability, but also facilitates the acceleration of upstream and downstream industry integration. In addition, the Company has established a comprehensive supply chain system featuring the model of “taking orders from the U.S., conducting pilot production locally, and carrying out mass production in Taiwan,” thereby providing one-stop-shop services from development to mass production for both innovative medical device startups and global medical device companies.

In summary, the Company was originally an R&D-focused company specializing in the design and development of advanced medical devices, committed to accelerating the innovation process to address unmet clinical needs. Through clinical trials and regulatory approval processes, the Company has enhanced the value of its products while actively seeking licensing opportunities with leading international companies. Recently, the Company has actively expanded into the advanced medical device CDMO business. By consolidating its core capabilities, it has focused on the development and manufacturing of components and assemblies for advanced innovative medical devices, raising the entry barriers and creating market differentiation. Through vertical integration, the Company now operates under a dual

business model, offering both R&D licensing and one-stop-shop CDMO services for advanced medical devices.

## **2. Contents of the Private Placement Project**

As stated in the draft meeting agenda of the Board for the session of February 26, 2026, the Company plans to offer up to 35,000,000 shares through private placement for raising capital with common shares in consideration of bolstering its pool of working capital, speeding up the development of products, investing in subsidiaries and medical industry, and developing the strategic objectives of the Company. The new shares will be issued within 1 year from the date of the resolution of the Shareholders' Meeting in no more than 3 tranches. The price for the offering of securities through private placement for this instance will be set with reference to the simple arithmetic mean of the average closing prices on the 1st, or 3rd, or 5th (alternative) business days before the pricing date, excluding the ex-rights and dividends of the nil-paid allotment of shares and after adding back the capital reduction and ex-rights. Or, with reference to the simple arithmetic mean of the average closing prices of the common shares in the period of 30 business days before the pricing date, excluding the ex-rights and dividends of the nil-paid allotment of shares and after adding back the capital reduction and ex-rights. The higher of the two calculated prices above will be taken as the reference price. The actual issue price shall be set at a level not less than 80% of the reference price.

## **3. Assessment of places and significant change in managerial control**

- (1) Review of significant changes in managerial control during the period from 1 year preceding the day on which the board of directors resolves on the private placement of securities to 1 year from the delivery date of those privately placed securities.

Medeon plans to deliberate on the private placement proposal at the board meeting scheduled for February 26, 2026. A review was therefore conducted to examine whether any significant changes in managerial control occurred during the one-year period prior to the issuance of the board meeting notice (from February 14, 2025 to February 13, 2026).

It was found that there were no changes in the composition of the Board of Directors during the aforementioned period. Accordingly, there were no circumstances constituting a significant change in managerial control under Article 4-3 of the "Directions for Public Companies Conducting Private Placements of Securities," which stipulates that a securities underwriter shall be engaged if such change occurs within one year prior to the board resolution on the private placement.

- (2) Whether the introduction of strategic investors in the private placement has resulted in a significant change in managerial control

The number of issued shares of the Company is 96,944,893 shares. After adding 35,000,000 shares to the proposed private placement, the total number of issued shares will be increased to 131,944,893 shares on the basis of the full issuance. The proportion of the

private placement shares to the post-private-placement share capital is estimated to be 26.53%. The timing of issuing shares through private placement for this instance will fall after the shareholders' meeting scheduled to be held on June 25 2026. The placees for this issuance have not yet been identified. Whether the strategic investors attracted through private placement will acquire a certain number of seats on the Board of Directors and participate in the management of the Company, thereby resulting in a significant change in managerial control, remains uncertain. For this reason, the Company consults the underwriter for private placement of securities to provide an assessment on the necessity and the reasonability of private placement for this instance and express its opinion in accordance with the "Directions for Public Companies Conducting Private Placements of Securities".

(3) Assessment of the feasibility and necessity of selecting placees

A. Selecting placees

As stated in the draft meeting agenda of the Board of the Company dated February 26, 2026, the selection of placees in the private placement project will be based on Article 43-6 of the Securities and Exchange Act, and the Order of the Financial Supervisory Commission Official Letter Chin-Kuan-Cheng-Fa-Tzu No. 1120383220 dated September 12, 2023, and the "Directions for Public Companies Conducting Private Placements of Securities". The Company has not yet targeted particular investors for this private placement. Prospective investors could be insiders or strategic investors. If strategic investors were considered for selection, the direct or indirect contribution of the investors to the Company will be the primary concern. Through the injection of capital through private placement, the Company can take advantage of the expertise of the investors to assist the Company in business expansion, enhance operating performance, and achieve the goal of sustainable development.

B. Assessment of the feasibility and necessity of selecting placees

The Company and its subsidiaries have successfully developed the dual-track business model of medical devices research, licensing development and CDMO business. Considering the opportunity for transformation in the medical devices industry and the proper balance of resources to support the Company's future development, the Company expects to invite strategic investors serving as direct or indirect input to the operation of the Company in addition to insiders. The Company also hopes that the capital, technological know-how and knowledge from placees could assist the Company in accelerating the development of innovative medical devices, accessing core technology and customer relationships necessary for the CDMO operations. As such, the private placement of securities for this instance is expected to strengthen the Company's operating fundamentals and enhance overall shareholders' equity. Accordingly, the

selection of prospective places for this private placement is considered feasible and necessary.

#### **4. Necessity and reasonability assessment of the private placement**

##### **(1) Necessity of the private placement**

Considering the Company's current operating conditions and industry outlook, and in order to ensure sustainable business development, the Company intends to align with its future development roadmap by introducing long-term stable funding sources to facilitate the execution of higher-cost medical device development projects, enhance its operating scale and corporate value, strengthen its financial structure, reduce the risk of development interruption, and improve its bargaining power in licensing negotiations. Meanwhile, the Company may also engage with potential strategic partners who can provide direct or indirect benefits to its future operations, thereby introducing capital, technology, and professional networks from the places to further strengthen the development of its CDMO business and generate long-term and stable cash inflows for the Company.

In addition, the privately placed securities are subject to a three-year transfer restriction period, which enables the Company to secure stable long-term funding and maintain long-term cooperative relationships with the strategic investors introduced. This arrangement is also expected to contribute to the Company's overall future business development. Therefore, the proposed private placement of common shares is expected not only to enhance overall shareholders' equity, but also to deepen cooperation with strategic investors, and is therefore considered necessary.

##### **(2) Reasonability of the private placement**

The issuing of shares through private placement is planned to be resolved by the Board on February 26, 2026 and the final resolution of the Shareholders' Meeting on June 25, 2026 before proceeding. In addition, pursuant to Article 43-6, Paragraph 6 of the Securities and Exchange Act, relevant matters regarding the private placement of securities will be specified and explained in the notice of the shareholders' meeting as part of the meeting agenda. Accordingly, the procedural requirements of this private placement are considered to be in compliance with applicable laws and regulations.

The Company is primarily engaged in the design and development services of advanced medical devices, while its subsidiaries cover the research, development, and manufacturing of advanced medical devices, as well as the Contract Development and Manufacturing Organization (CDMO) business. Given that the medical device industry is characterized by high investment requirements, high risk, long R&D cycles, and knowledge-intensive development, substantial time and capital are required in the early stage of product development. If long-term stable funding can be obtained through a private placement, the

Company's ability to withstand fluctuations in the operating environment will be enhanced, thereby supporting its sustainable business development. In addition, in view of the global medical device industry's ongoing shift toward specialization and an efficient development model, and the fact that many innovative medical device startups generally adopt outsourcing and the CDMO model to preserve strategic flexibility during development and mass production, demand for CDMO services has been growing rapidly. This trend has driven rapid growth in demand for medical device CDMO services. The Company, as a relatively new entrant into the medical device CDMO business in recent years, may, through the private placement, seek cooperation with strategic investors to further strengthen industry linkages and enhance operational competitiveness. This is expected to generate positive benefits for shareholders' equity and is therefore considered reasonable.

**5. The impacts of the transfer of management on the operation performance, financial position, and shareholders' equity of the Company.**

The number of issued shares of the Company is 96,944,893 shares. After adding 35,000,000 shares to the proposed private placement, the total number of issued shares will be increased to 131,944,893 shares on the basis of the full issuance. The proportion of the private placement shares to the post-private-placement share capital is estimated at 26.53%. The places for this issuance have not yet been identified. Whether the strategic investors attracted through private placement will acquire a certain number of seats on the Board of Directors and participate in the management of the Company, thereby resulting in a significant change in managerial control, remains uncertain. In the event of a change in the number of Board seats or managerial control after the private placement, the Company shall disclose the details as required for protecting the rights and interests of the shareholders.

Assuming a significant change in managerial control results from the private placement of securities, possible impacts on the operating performance, financial position, and shareholders' equity of the Company are specified as follows:

(1) Impact on the operation performance

The Company has expanded into a dual-track business model, focusing on both medical device R&D licensing and medical device CDMO operations. In the future, in addition to concentrating on the development of advanced innovative medical devices, the Company will continue to deepen its presence in the advanced medical device CDMO market, creating competitive advantages through a vertical integration strategy. Therefore, by conducting this private placement to raise capital, the Company also plans to introduce strategic investors with technology, expertise, and business networks, aiming to ensure the continued growth of its existing business and future expansion opportunities. This is expected to have a positive impact on the Company's operations.

(2) Impact on the financial position

If the Company takes February 26, 2026, the day on which the Board meeting is convened, as the pricing date for the issuing of shares through private placement, the price for the private placement of securities for this instance will be set with reference to the simple arithmetic mean of the average closing prices on the 1st, 3rd or 5th (alternative) business day before the pricing date, excluding the ex-rights and dividends of the nil-paid allotment of shares and after adding back the capital reduction and ex-rights. Or, with reference to the simple arithmetic mean of the average closing prices of the common shares in the period of 30 business days before the pricing date, excluding the ex-rights and dividends of the nil-paid allotment of shares and after adding back the capital reduction and ex-rights. The higher of the two aforementioned calculation methods will be taken as the reference price. The actual offering price shall be set at a level not less than 80% of the reference price. Under this pricing mechanism, the capital raised could help to bolster the pool of working capital and speed up the development of products, and provide rapid access to the resources required for the medical device CDMO business. It is expected that the issuing of shares through private placement could help to improve the financial structure of the Company, and hence enhance its operating competitiveness. With the timely injection of capital from private placement of securities, the financial position of the Company will be strengthened

(3) Impact on shareholders' equity

The Company's primary business model is based on the development of self-developed advanced innovative medical devices and subsequently licensing the devices. In accordance with industry practice, the timing of milestone payments is contingent upon the progress of product development, resulting in considerable fluctuations in annual revenue and profitability. To stabilize operational cash flow, the Company recently expanded into the medical device CDMO business. Accordingly, the Company is conducting this private placement to strengthen its working capital and enhance its bargaining power in licensing negotiations. In addition, the Company aims to introduce capital, technology, and professional networks from the places to further enhance its overall operational competitiveness. This private placement is expected to deliver positive contributions to shareholders' equity.

## 6. Conclusion

Medeon planned to issue common shares through private placement for strengthening its working capital, speeding up the development of products, investing in subsidiaries and the medical industry, and developing the Company's strategic objectives. In addition, this can also help to vitalize the organization and strengthen its competitive power for the goal of improving shareholders' equity. Considering the current state of operation, the timeliness of raising capital

and the feasibility of raising capital for this instance, the Company plans to conduct a private placement of common shares for capital raising, which is considered necessary and reasonable. We have reviewed the information on the agenda of issuing common shares through private placement of the Board meeting in the session dated February 26, 2026, the content and the procedures of the issuance plan do not materially violate any rules and regulations in all material aspects or obviously unjustifiable. The result of raising capital and the selection of placees have been assessed in consideration of possible influence on the operating performance, financial position, and shareholders' equity of the Company. It is suggested that the issuing of new shares through private placement for raising capital by the Company for this instance is necessary and reasonable.

## **7. Declaration**

The contents of this letter of opinion are for reference only and are not intended to be used for any other purposes in connection with the resolution of the private placement at the board of directors meeting on February 26, 2026, and the shareholders' meeting on June 25, 2026. Furthermore, this opinion is based on the financial information provided by Medeon and its announcements on the Market Observation Post System. This letter of opinion hereby disclaims any legal responsibility for any future changes to its content as a result of changes to the private placement plan or other events.

## **Declaration of Independence**

1. The Company has been engaged to render an opinion concerning the necessity and reasonability of the private placement of common shares in 2026 by Medeon Biodesign, Inc. (hereinafter referred to as Medeon).
2. The Company declares the following for the purpose of this engagement.
  - (1) The Company is not an equity-method investee of Medeon.
  - (2) The Company is not an equity-method investor of Medeon.
  - (3) The Chairman or CEO of the Company and the Chairman or CEO of Medeon are not the same person, nor are they related to each other as spouses or consanguineous within two degrees.
  - (4) The Company is not a director or supervisor of Medeon.
  - (5) Medeon is not a director or supervisor of the Company.
  - (6) Other than the aforementioned situations, the Company does not have any relationship with Medeon as a related party under Article 18 of the Regulations Governing the Preparation of Financial Reports by Securities Issuers
3. The Company's assessment of the necessity and reasonability of the 2026 private placement of common shares for Medeon maintains a spirit of independence.

**Assessor: MasterLink Securities Corporation**

**Representative: Fred Chang**

**February 13, 2026**

**Medeon Biodesign, Inc.**

**Comparison Table of Amended  
Procedures for Acquisition or Disposal of Assets**

Content of Article before Amendment	Content of Article after Amendment	Reason for Amendment
<p>Article 5: The total amount of non-business-use real estate or securities acquired by the Company and its subsidiaries, and the limit on investment in any individual security, shall be as follows:</p> <ol style="list-style-type: none"> <li>1. The total amount invested in securities and non-business-use real estate by each such company shall not exceed 100% of the net worth of such company.</li> <li>2. The amount invested in non-business-use real estate by each such company shall not exceed 20% of the net worth of such company.</li> <li>3. The amount invested in any individual security by each such company shall not exceed 50% of the net worth of such company.</li> </ol> <p>The term “net worth” as used herein shall be based on the most recent financial statements.</p>	<p>Article 5: The total amount of non-business-use real estate or securities acquired by the Company and its subsidiaries, and the limit on investment in any individual security, shall be as follows:</p> <ol style="list-style-type: none"> <li>1. The total amount invested in securities and non-business-use real estate by each such company shall not exceed 100% of the net worth of such company. <u>(This limitation shall not apply to investments in subsidiaries included in the Company’s consolidated financial statements.)</u></li> <li>2. The amount invested in non-business-use real estate by each such company shall not exceed 20% of the net worth of such company.</li> <li>3. The amount invested in any individual security by each such company shall not exceed 50% of the net worth of such company. <u>(This limitation shall not apply to investments in subsidiaries included in the Company’s consolidated financial statements.)</u></li> </ol> <p>The term “net worth” as used herein shall be based on the most recent financial statements.</p>	<p>Adaptation to operational requirements</p>

## **Medeon Biodesign, Inc.**

### **Articles of Incorporation**

Chapter 1      General Principles

Article 1:      The Company is organized in accordance with the provisions of the Company Act of the Republic of China as a joint stock company and shall be known as Medeon Biodesign, Inc.

Article 2:      The businesses of the Company are as follows:

- (1)    CB01010 Mechanical equipment manufacturing
- (2)    CC01070 Wireless communication mechanical equipment manufacturing
- (3)    CC01080 Electronic components manufacturing
- (4)    CC01120 Data storage media manufacturing and duplicating
- (5)    CE01030 Optical instruments manufacturing
- (6)    CF01011 Medical Devices Manufacturing
- (7)    F108031 Wholesale of medical devices
- (8)    F113030 Wholesale of precision instruments
- (9)    F119010 Wholesale of electronic materials
- (10)   F208031 Retail sale of medical apparatus
- (11)   F213040 Retail sale of precision instruments
- (12)   F401010 International trade
- (13)   I103060 Management consulting
- (14)   I301010 Information Software services
- (15)   I301020 Data processing services
- (16)   I301030 Electronic information supply services
- (17)   I501010 Product designing
- (18)   IG01010 Biotechnology services
- (19)   IG02010 Research and development service
- (20)   IZ15010 Market Research and Public Opinion Polling
- (21)   IZ99990 Unclassified Other services
- (22)   J399010 Software publishing
- (23)   ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval

Article 3:      The headquarters of the Company shall be located in Taipei City, and branches may be established within or outside the country if necessary by the resolution of the Board of

Directors.

Article 4: The Company shall make announcements in accordance with Article 28 of the Company Act and the provisions of the competent security authorities.

Article 5: The Company may undertake external guarantees due to business needs, which shall be executed by the Board of Directors in accordance with the operational procedures for endorsements and guarantees of the Company.

## Chapter 2 Shares of the Company

Article 6: The total amount of the Company's reinvestments shall not be subject to the restriction in Article 13 of the Company Act that such reinvestments shall not exceed 40% of the paid-in capital.

Article 7: The total capital of the Company is set at NT\$2 billion, divided into 200 million shares of NT\$10 each, which the Board of Directors is authorized to issue in tranches. Of this amount, 5 million shares are reserved for the issuance of employee stock options.

The Company may acquire shares for transfer, issue new shares for employee stock options and restricted employee rights, and issue new shares for cash capital increase and reserve shares for employee subscription in accordance with the Company Act, all of which may include employees who control or are subordinate to the Company under certain conditions, and the terms and conditions of transfer, issue and subscription are authorized to be determined by the Board of Directors.

Article 8: The share certificates of the Company shall be in registered form and shall be issued under the signatures or seals of directors on behalf of the Company, after having been duly authenticated in accordance with the law. The shares issued by the Company may be issued without a printed share certificate, but shall be registered with a centralized security depository.

Article 9: The transfer and change of name of shares shall cease not later than 60 days prior to the date of the annual general meeting, not later than 30 days prior to the date of the extraordinary shareholders' meeting, or not later than 5 days prior to the date on which the Company decides to distribute dividends and bonuses or other benefits.

Article 10: The handling of the Company's share affairs shall comply with the provisions of the "Regulations Governing the Administration of Shareholder Services of Public Companies" issued by the competent security authorities.

## Chapter 3 Shareholders' Meeting

Article 11: The general meeting of shareholders shall be convened at least once a year, within six months after the end of the fiscal year, by the Board of Directors in accordance with the law. Extraordinary meetings shall be convened when necessary in accordance with

the relevant laws and regulations.

The Company's shareholders' meetings may be held by video conference or other means announced by the central competent authority. The conditions, operating procedures and other matters to be complied with in connection with the holding of a shareholders' meeting by video conference shall be subject to the provisions of the competent authorities.

Article 12: The Chairman of the Board of Directors shall be the chairman of the shareholders' meeting. If the Chairman of the Board of Directors is absent from work or is unable to exercise his or her duties for any reason, he or she shall designate a director to act on his or her behalf; if the Chairman of the Board of Directors does not designate a proxy, the directors shall elect one from among themselves to act on his or her behalf.

Article 13: If a shareholder is unable to attend a shareholders' meeting for any reason, he or she may appoint a proxy to attend the meeting by producing a proxy form issued by the Company, in accordance with Article 177 of the Company Act and the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies".

Article 14: The shareholders of the Company shall have one vote per share unless otherwise specified by law.

Article 15: Except otherwise specified in the Company Act, a resolution at a shareholders' meeting shall be made by a majority of votes of the shareholders present, representing a majority of the total number of issued shares.

The shareholders of the Company may also exercise their voting rights electronically. Shareholders who exercise their voting rights electronically shall be deemed to be present in person, and all relevant matters shall be handled in accordance with the provisions of the law.

Article 16: Resolutions of shareholders' meetings shall be recorded in a minute book, signed or sealed by the chairman, and distributed to the shareholders within 20 days after the meeting. The foregoing minutes shall be distributed by public announcement.

Article 17: The Company may transfer shares to employees at a price lower than the average price of the shares actually purchased or issue employee warrants at a price lower than the closing price on the issue date with the consent of at least two-thirds of the shareholders present at a general meeting representing a majority of the total number of shares in issue.

Article 18: If the Company wishes to cancel a public offering, it shall do so only after a resolution of the shareholders' meeting, and this provision shall not be changed during the period of the Emerging Stock Market and the Listing (OTC).

Chapter 4 Directors and Managers

Article 19: The Company shall have five to nine Directors for a term of three years, who shall be nominated by candidates and shall be elected by the Shareholders' Meeting from a list of candidates and shall be eligible for re-election.

Among the aforesaid number of directors, no less than three shall be independent directors and no less than one-third of the number of directors. The professional qualifications, shareholdings, restrictions on part-time employment, nomination and election of independent directors and other matters to be complied with shall be governed by the relevant regulations of the competent security authorities.

Article 20: The Company may establish functional committees in accordance with the relevant provisions of the Securities and Exchange Act. The Audit Committee shall be composed of all independent directors and shall be responsible for carrying out the duties and responsibilities of the supervisors under the Company Act, the Securities and Exchange Act and other laws and regulations.

Article 21: The Board of Directors shall be organized by the directors and shall be composed of at least two-thirds of the directors present and a majority of the directors present agreeing to elect from among themselves a chairman who shall represent the Company externally. The Chairman of the Board shall represent the Company externally.

Article 22: A meeting of the Board of Directors of the Company shall be convened at least once in every quarter. The Board of Directors shall convene a meeting with seven-days notice, stating the reason for the convening. However, in case of emergency, the Board may be convened at any time.

Notice of such convening may be given in writing, by facsimile or by e-mail.

Article 23: The chairman of the board of directors shall be the Chairman of the Board of Directors. If the Chairman of the Board of Directors is absent from office or is unable to exercise his or her powers and functions for any reason, his or her proxy shall be appointed in accordance with the provisions of Article 208 of the Company Act. If a director is unable to attend a board meeting for any reason, he or she may appoint another director to act as his or her proxy, provided that the aforementioned proxy is appointed by one person.

A director may participate in a board meeting by video conference. A director who participates in a meeting by video conference shall be deemed to be present in person.

Article 24: The Company shall purchase liability insurance for its directors in order to reduce the risk of a director being sued by shareholders or other related parties for the performance of his duties in accordance with the law.

Article 25: The Company shall remunerate the directors for executing the business of the

Company, irrespective of the profit or loss of the Company, and shall authorize the Board of Directors to determine such remuneration in accordance with the extent of their participation in and the value of their contribution to the operations of the Company and with reference to the ordinary standards of the industry.

Article 26: The Company may have a manager, whose appointment, dismissal and remuneration shall be in accordance with the provisions of Article 29 of the Company Act.

#### Chapter 5 Accounting

Article 27: At the close of each fiscal year, the directors shall prepare the following reports and financial statements and submit to the general meeting of shareholders for approval:

- (1) the business report;
- (2) the financial statements; and
- (3) the surplus earning distribution or loss off-setting proposals.

Article 28: If the Company makes a profit in a year, it shall set aside not less than one percent for the remuneration of its employees, to be distributed among all employees, and not more than two percent for the remuneration of its directors. Among the remuneration of its employees, the total amount distributed to non-executive employees shall not be less than 1.5 per 1,000 of the annual profit. However, if the Company has accumulated losses, the Company shall have reserved a sufficient amount to offset its accumulated losses, and then distribute the employees and directors' remuneration in accordance with the previous ratio.

Remuneration of employees may be in the form of shares or cash and may be granted as defined by the Board of Directors. Remuneration of directors may be in cash only. The foregoing two items shall be resolved by the Board of Directors and reported to the shareholders' meeting.

Article 28-1: When the Company has a surplus in each year's final accounts, the Company shall first make a tax payment to cover the deficit of the previous year and then set aside 10% of the legal reserve, except that the legal reserve may not be set aside if it has reached the Company's paid-in capital; furthermore, the Company shall set aside or reverse the special reserve as required by law. If there are still unappropriated earnings at the beginning of the period, the Board of Directors shall prepare a proposal for the appropriation of earnings and submit it to the shareholders' meeting for resolution on their distribution to shareholders.

If the Company distributes all or part of a dividend, capital reserve, or legal reserve in cash, the Board of Directors is authorized to do so by a resolution of at least two-thirds of the Directors present and a majority of the directors present, and to report to the

shareholders' meeting in accordance with Article 240, Paragraph 5 of the Company Act.

The Company's dividend distribution policy will take into account the current and future investment environment, capital requirements, domestic and international competition, and capital budget, as well as the interests of shareholders, the balance of dividends and the Company's long-term financial planning, etc. The Board of Directors shall prepare a proposal for dividend distribution and submit it to the shareholders' meeting annually in accordance with the law. The types and rates of dividends may be adjusted by resolution of the shareholders' meeting depending on the actual profitability and capital position of the year, provided that the total amount of dividends to be distributed from each year's earnings shall not be less than 10% of the distributable earnings for that year, and the proportion of cash dividends to be distributed shall not be less than 10% of the total amount of dividends.

Chapter 6      Supplementary Provisions

Article 29:      Matters not stipulated in the Articles of Association shall be handled in accordance with the provisions of the Company Act and other relevant laws and regulations.

Article 30:      The Articles of Incorporation were established on December 7, 2012.

First amendment on 26 July 2013.

Second amendment on 14 January 2014.

Third amendment on 3 September 2014.

Fourth amendment on 20 April 2015.

Fifth amendment on 20 April 2016.

Sixth amendment on 13 June 2017.

Seventh amendment on 16 July 2021.

Eighth amendment on 22 June 2022.

Ninth amendment on 20 June 2025.

Medeon Biodesign, Inc.

## **Medeon Biodesign, Inc.**

### **Rules and Procedures for Shareholders Meetings**

- Article 1: The Company's shareholders' meetings shall be conducted in accordance with these rules unless otherwise specified by law.
- Article 2: An attendance book shall be provided for shareholder attendance registrations, or a sign-in card shall be handed in by the shareholders present to sign in on their behalf. The number of shares present shall be calculated by adding the number of shares exercising the right to vote by written or electronic means to the attendance book or the sign-in card.
- Article 3: Attendance and voting at shareholders' meetings shall be counted on the basis of shares.
- Article 4: The venue for a shareholders' meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting shall commence no earlier than 9 a.m. and no later than 3 p.m.
- Article 5: If a shareholders' meeting is convened by the Board of Directors, the chairman of the meeting shall be the Chairman of the Board of Directors. If the Chairman of the Board of Directors is absent from office or is unable to exercise his or her powers and functions for any reason, the Chairman of the Board of Directors shall appoint a Director to act as his or her proxy, or if the Chairman of the Board of Directors does not appoint a proxy, the directors shall appoint one from among themselves to act as their proxy. If a shareholders' meeting is convened by a person other than the Board of Directors with the right to convene, the chairman of the meeting shall be the person with the right to convene.
- Article 6: The Company may appoint lawyers, accountants or related personnel to attend the shareholders' meetings. The meeting personnel conducting the shareholders' meetings shall wear identification cards or armbands.
- Article 7: The proceedings of the shareholders' meetings shall be audio or video recorded and kept for at least one year.
- Article 8: The Chairman shall call the Meeting to order at the time scheduled for the Meeting. If the number of shares represented by the shareholders present at the Meeting has not yet constituted the quorum at the time scheduled for the Meeting, the chairman may postpone the time for the Meeting. The postponements shall be limited to two times at the most and Meeting shall not be postponed for longer than one hour in the aggregate.

If after two postponements no quorum can yet be constituted but the shareholders present at the Meeting represent more than one - third of the total outstanding shares, tentative resolutions may be made in accordance with Section 1 of Article 175 of the Company Act. If during the process of the Meeting the number of outstanding shares represented by the shareholders present becomes sufficient to constitute the quorum, the chairman may submit the tentative resolutions to the Meeting for approval in accordance with Article 174 of the Company Act.

Article 9: If a shareholders' meeting is convened by the Board of Directors, the agenda shall be set by the Board of Directors, and the relevant motions (including provisional motions and amendments to original motions) shall be decided on a case-by-case basis, and the meeting shall proceed in accordance with the scheduled agenda, which cannot be changed without a resolution of the shareholders' meeting. If a shareholders' meeting is convened by a person other than the Board of Directors with the right to convene, the provisions of the preceding paragraph shall apply. The chairman of the meeting shall not adjourn the meeting without a resolution before the conclusion of the proceedings (including interim motions) as set out in the preceding two items. After the meeting has been adjourned, the shareholders shall not elect another chairman to continue the meeting at the same place or at another place.

Article 10: Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order shareholders speak will be set by the chairman. A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail. When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chairman and the shareholder that has the floor; the chairman shall stop any violation.

Article 11: Except with the consent of the chairman, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chairman may terminate the speech.

Article 12: When a legal person is appointed to attend as proxy, it may designate only one person to represent it in the meeting. If a corporate shareholder designates two or more representatives to attend the meeting, only one representative can speak for each discussion item.

Article 13: After an attending shareholder has spoken, the chairman may respond in person or

direct relevant personnel to respond.

- Article 14: When the chairman is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chairman may announce the discussion closed, call for a vote and arrange adequate time for voting.
- Article 15: Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chairman, provided that all monitoring personnel shall be shareholders of the Company. The result of voting shall be announced at the Meeting and placed on record.
- Article 16: At the discretion of the chairman, a break may be declared at any time during the meeting.
- Article 17: Except as otherwise provided in the Company Act and the Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chairman or a person designated by the chairman shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the Market Observation Post System.
- Article 18: When there is an amendment or an alternative to a proposal, the chairman shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.
- Article 19: The chairman may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear armband bearing the word "Proctor."
- Article 20: These Rules, and any amendments hereto, shall be implemented after adoption by shareholders' meetings.

【Appendix 3】

## Shareholding of All Directors

1. The minimum shareholding required for all Directors and shares all Directors held on the book closure date are listed as follows:

Title	Minimum shareholdings required	Shares on the book closure date
Directors	7,755,591 shares	33,902,939 shares

Note: Book closure date: April 27, 2026

2. Shareholding of Directors

Title	Name	Shares on the book closure date	Remarks
Chairman	Medeon, Inc. (USA) Representative: Yue Teh Jang	10,423,911	
Director	Center Laboratories, Inc. Representative: Jung Chin Lin	23,479,028	
Director	Center Laboratories, Inc. Representative: Chih Hsiung Wu		
Independent Director	Chi Hang Yang	0	
Independent Director	Chia Ying Ma	0	
Independent Director	Jien Wei Yeh	0	
Independent Director	Feng Shyang Yang	0	

Note: Book closure date: April 27, 2026