泰福生技股份有限公司

115 年度國內第一次第一期私募無擔保普通公司債發行辦法

Tanvex BioPharma, Inc.

Terms and Conditions for the Issuance of the First Tranche of the First Private Placement Domestic Unsecured Bond

一、債券名稱：

泰福生技股份有限公司國內第一次第一期私募無擔保普通公司債（以下簡稱「本債券」）。

Name of the Bonds:

The First Tranche of the First Private Placement Domestic Unsecured Bond (hereinafter the "Bonds") of Tanvex BioPharma, Inc. (the "Company").

二、發行總額：

本債券發行總額為新台幣四億元整。以票面金額十足發行。

Total Issue Amount:

The aggregate issuance amount of the bonds shall be NT$400,000,000. The Bonds are issued at par.

三、票面金額：本債券之每張票面金額為新台幣壹佰萬元整。

Face Value: The face value of each bond certificate shall be NT$1,000,000.

四、發行期間：五年，自民國 115 年 11 月 18 日發行，至民國 120 年 11 月 18 日到期。

Issuance Period: five years, commencing on November 18, 2026, and maturing on November 18, 2031.

五、債券票面利率：本債券之票面利率為 3.5%，採固定利率。

Coupon Rate:

The coupon rate of the bonds is 3.5% per annum, on a fixed-rate basis.

六、計付息方式：

本債券自發行日起依票面利率，每三個月以單利計算並付息一次。本債券還本付息日如為付款地銀行業停止營業日時，則於停止營業日之次一營業日給付本息，且不另付利息。

Interest Calculation and Payment Method:

Interest on the bonds shall accrue from the date of issuance at the coupon rate and shall be calculated on a simple interest basis and paid once every three months. If the date on which principal and/or interest on the bonds is due falls on a day on which banks at the place of payment are closed for business, such principal and/or interest shall be paid on the next business day following such closure, and no additional interest shall accrue in respect of such postponement.

七、還本方式：本債券於到期日一次還本。

Repayment Method: The principal of the bonds shall be repaid in full on the maturity date.

八、提前贖回條件：

Early Redemption Terms:

1. 本債券自發行日起，本公司如有下列情形之一者，經應募人定 1 個月以上期限書面催告本公司補正或改善，本公司如於期限內未補正或改善，除雙方另有書面約定外，本債券視為全部到期，本公司應無條件於應募人指定之日期提前依贖回價格贖回所有本債券發行數額。

From the issue date of the Bonds, if any of the following events occurs, the Subscriber may give the Company a written notice requiring the Company to rectify or remedy such event within a period of not less than one (1) month. If the Company fails to rectify or remedy such event within such period, unless otherwise agreed in writing by both parties, the Bonds shall be deemed to have become immediately due and payable in full, and the Company shall unconditionally redeem all outstanding Bonds on the date designated by the Subscriber at the applicable Redemption Price.

(1) 本公司發生票據退票或財務狀況實質上發生惡化，以致於無法履約。
The Company has any dishonored bills or its financial condition has materially deteriorated to the extent that it is unable to perform its obligations.

(2) 本公司透過本債券取得之資金之實際用途與應募人協議之用途不符，或本公司將其用於從事非實體避險需求之衍生性商品操作。
The actual use of the funds obtained through the Bonds is inconsistent with the purpose agreed upon with the Subscriber, or the Company uses such funds for derivative transactions that are not conducted for genuine hedging purposes.

(3) 本公司依破產法或公司法規定聲請和解、聲請宣告破產、聲請公司重整或停止營業者；如有本款情事，應募人得逕行要求本公司贖回，無須先行催告。
The Company files for composition, applies for a declaration of bankruptcy, applies for corporate reorganization, or ceases business operations pursuant to the Bankruptcy Act or the Company Act. In the event of any circumstance specified in this item, the Subscriber may directly require the Company to redeem the Bonds without prior notice or demand.

(4) 本公司未履行其於本發行辦法所為之任何義務或承諾；如有本款情事，應募人得逕行要求本公司贖回，無須先行催告。The Company fails to perform any obligation or undertaking under this Agreement. In the event of any circumstance specified in this item, the Subscriber may directly require the Company to redeem the Bonds without prior notice or demand.

2. 本債券開始發行之日起屆滿 3 個月後，應募人得於本公司董事會作成公開募集或私募有價證券之決議後，逕行要求本公司提前贖回，本公司應無條件於應募人指定之日期，依贖回價格贖回本債券發行數額。前述所稱之「本公司董事會作成公開募集或私募有價證券之決議」，非指 115 年 9 月 30 日董事會通過的新台幣 10 億元私募普通公司債額度之其餘未發行額度；係指本公司辦理公開募集或於 115 年度提請股東會通過的 35,000 張私募普通股或可轉換公司債額度。如本公司嗣後依前述股東會決議，實際透過董事會決議辦理私募普通股或私募可轉換公司債之募集，則應募人得要求本公司提前贖回本次私募普通公司債。

Upon the expiration of three (3) months from the commencement date of issuance of the Bonds, following the Company's Board of Directors having resolved to conduct a public offering or private placement of securities, the Subscriber may directly require the Company to redeem all outstanding Bonds. The Company shall unconditionally redeem the Bonds on the date designated by the Subscriber at the applicable Redemption Price. For the purposes of the foregoing, the reference to "a resolution passed by the Board of Directors of the Company to carry out a public offering or private placement of securities" shall not be construed as referring to the remaining unissued portion of the NT$1,000,000,000 private placement ordinary

corporate bond quota approved by the Board of Directors at the meeting held on September 30, 2026. Rather, it refers to any public offering conducted by the Company or the 35,000 units of private placement ordinary shares or convertible bonds approved by the shareholders at the general meeting of the Company in the year 2026. Should the Company subsequently pass a resolution of the Board of Directors to proceed with a private placement of ordinary shares or convertible bonds pursuant to the aforesaid shareholders' resolution, the Subscriber(s) shall be entitled to require the Company to redeem the Bonds issued under this private placement prior to their scheduled maturity.

3. 本債券開始發行之日起屆滿 3 個月後，經應募人書面同意，本公司得於雙方合意之日期提前依贖回價格贖回本債券發行數額。

Upon the expiration of three (3) months from the commencement date of issuance of the Bonds, with the written consent of the Subscriber, the Company may redeem all outstanding Bonds on a mutually agreed date at the applicable Redemption Price.

九、債券持有人之賣回權：若本公司普通股經臺灣證券交易所核准終止上市，債券持有人得要求本公司按債券面額贖回其所持有之本私募普通公司債。

Put Option of Bondholders: If the Company's common shares are approved by the Taiwan Stock Exchange for termination of listing, any bondholder may require the Company to redeem, at par value, the Private Placement Domestic Unsecured Bonds held by such bondholders.

十、本辦法第八點及第九點提及之贖回價格，係指依債券面額加計截至提前贖回日為止之債券票面利率計算之應付利息。

The "Redemption Price" referred to in Clauses 8 and 9 of these offering plan shall be an amount equal to the face value of the Bonds plus accrued interest calculated at the applicable coupon rate of the Bonds up to (and including) the early redemption date.

十一、 債券型式：本債券採無實體方式發行。

Form of Bonds: The bonds shall be issued in scripless form.

十二、 擔保方式：本債券為無擔保普通公司債。

Security: The bonds are unsecured corporate bonds.

十三、 受託人：中國信託商業銀行股份有限公司。

Trustee: CTBC Bank Co., Ltd.

十四、 還本付息代理機構：中國信託商業銀行股份有限公司。

Principal and Interest Payment Agent: CTBC Bank Co., Ltd.

十五、 承銷機構：無。

Underwriter: N/A

十六、 銷售對象：以符合證券交易法第四十三條之六及金融監督管理委員會 2023 年 9 月 12 日金管證發字第 1120383220 號令規定之特定人為限。

The offerees for this private placement shall be limited to specific persons who satisfy the requirements set forth in Article 43-6 of the Securities and Exchange Act and the Ruling issued by the Financial Supervisory Commission on September 12, 2023, under Ref. No. Jin-Guan-Zheng-Fa-Zi No. 1120383220.

十七、 本次私募方式發行國內無擔保普通公司債計畫之主要內容，包括但不限於實際發行總額、票面金額、發行期間、發行價格、票面利率、計息方式、還本方式、提前贖回方式、計畫項目、資金運用進度、預計可能產生之效益及其他未盡事宜，授權董事長得視公司營運需

求及市場狀況調整、訂定與辦理，未來如因主管機關指示修正或基於營運評估或因客觀環境改變而有修正之必要時，授權董事長全權處理之。

The principal terms of the plan for the issuance of domestic unsecured ordinary corporate bonds by way of private placement, including but not limited to the actual total issuance amount, face value, issuance period, issuance price, coupon rate, interest calculation method, principal repayment method, early redemption method, plan items, schedule of fund utilization, anticipated benefits, and other matters not yet addressed, are hereby authorized to be adjusted, determined, and handled by the Chairman, having regard to the Company's operational requirements and prevailing market conditions. In the event that amendments are required in the future pursuant to directions from the competent authority, or on the basis of operational assessments, or due to changes in objective circumstances, the Chairman is hereby authorized to handle all such matters with full discretionary authority.

十八、 預定私募執行期程：本公司於取得中央銀行核准本次私募普通公司債發行之函文後，將配合董事行程，儘速於取得中央銀行核准後二十日內召開董事會，決議本次私募普通公司債之發行條件，包括票面利率等相關事項（原暫訂利率區間為 3%至 4%）。俟董事會決議發行條件後，通知應募人於十五日內繳足應募款項，以完成本次私募發行作業。

Proposed timetable for execution of the private placement: Following receipt of the approval letter from the Central Bank of the Republic of China (Taiwan) authorizing the issuance of the Bonds under this private placement, the Company shall, having regard to the availability of its directors, convene a meeting of the Board of Directors as soon as practicable and in any event within twenty (20) days of receipt of such approval, for the purpose of resolving the terms and conditions of the Bonds, including the coupon rate and other related matters (the coupon rate was originally provisionally set at a range of 3% to 4% per annum). Following the Board of Directors' resolution on the terms and conditions of issuance, the Company notifies the Subscriber(s) to remit the full subscription proceeds within fifteen (15) days thereafter, so as to complete the private placement issuance process.

十九、 通知方式：有關本債券應通知債權人之事項，除法令另有規定者外，均於公開資訊觀測站(http://mops.twse.com.tw)公告之。

Method of Notice: With respect to matters relating to the bonds that are required to be notified to bondholders, unless otherwise provided by applicable laws and regulations, such matters shall be announced on the Market Observation Post System (http://mops.twse.com.tw).

二十、 本發行辦法未盡事宜，悉依主管機關相關法令辦理。

Any matters not covered in these offering plan shall be handled in accordance with the relevant laws and regulations of the competent authority.