Board of Directors Regulations

CHA Biotech Co., Ltd.

Chapter 1: General Provisions

Article 1 (Purpose)

The purpose of these regulations is to establish the structure and operational procedures of the Board of Directors (hereinafter referred to as the “Board”) of CHA Biotech Co., Ltd. (hereinafter referred to as the “Company”).

Article 2 (Scope of Application)

Matters concerning the Board shall be governed by these regulations, except where otherwise stipulated by applicable laws or the Articles of Incorporation.

Article 3 (Authority)

1. The Board shall resolve matters prescribed by applicable laws, the Articles of Incorporation, matters delegated by the General Meeting of Shareholders, and those matters specified in Article 12 of these regulations concerning the execution of business.
2. Any business execution matters not specified in these regulations as requiring Board resolution shall be delegated to the Representative Director.
3. The Board shall supervise the performance of duties by the directors.

Chapter 2: Composition

Article 4 (Composition)

The Board shall consist of all directors, including outside directors, duly appointed in accordance with the laws and the Articles of Incorporation.

Article 5 (Chairperson)

1. The Chairperson of the Board shall be the Representative Director.
2. In the event the Representative Director is unable to perform his/her duties, the duties shall be performed by another director, in the order determined by the Board of Directors.

Article 6 (Attendance of Statutory Auditor(s))

1. The Statutory Auditor(s) may attend meetings of the Board of Directors and state his or her opinions.
2. If the Statutory Auditor(s) recognizes that a Director has committed, or is likely to commit, an act in

violation of laws and regulations or the Articles of Incorporation, the Statutory Auditor(s) shall report such fact to the Board of Directors.

3. Pursuant to Article 16 of the Audit Regulations, the Statutory Auditor(s) shall attend the Board of Directors and report the results of audits after the completion of regular audits and special audits.

<Amended on December 3, 2025>

4. [Deleted] <Amended on December 3, 2025>

Article 7 (Consultation with Relevant Persons)

In deliberating agenda items, the Board of Directors may require relevant employees or external persons to attend and provide explanations or present their opinions regarding such agenda items.

<Amended on December 3, 2025>

Chapter 3: Meetings

Article 8 (Types of Meetings)

1. Meetings of the Board of Directors shall be classified into regular meetings and extraordinary meetings.

2. Regular meetings of the Board of Directors shall be held on the third Wednesday at the beginning of each quarter. However, the schedule may be changed if necessary, and such meetings may be held together with an extraordinary meeting. <Amended on December 3, 2025>

3. Extraordinary meetings of the Board of Directors may be held from time to time as necessary.

Article 9 (Convening Authority)

1. Meetings of the Board of Directors shall be convened by the Chairperson.

2. In the event that the Chairperson is unable to perform his or her duties, such duties shall be performed by another Director in the order determined by the Board of Directors pursuant to Article 5,

Paragraph 2.

(3) [Deleted] <Amended on December 3, 2025>

Article 10 (Convening Procedure)

1. The Chairperson shall notify each director and the Auditor of the date, time, location, and agenda of the Board meeting at least three (3) days in advance.

2. If all directors and the Statutory Auditor(s) consent in advance, the meeting may be convened without such notice.

Article 11 (Method of Resolution)

1. Resolutions of the Board of Directors shall, unless otherwise provided by applicable laws and regulations or the Articles of Incorporation, be adopted by the affirmative vote of a majority of the Directors present at a meeting where a majority of the total number of Directors is present.

<Amended on April 26, 2017> <Amended on December 3, 2025>

2. [Deleted] <Amended on December 3, 2025>

3. [Deleted] <Amended on December 3, 2025>

4. A Director who has a special interest in a resolution of the Board of Directors shall not exercise his or her voting rights in respect of such resolution.

5. The number of voting rights that cannot be exercised pursuant to the preceding paragraph shall not be counted in determining the voting rights of the Directors present.

Article 12 (Matters for Resolution)

Matters to be submitted to the Board of Directors shall be as follows:

1. Matters for resolution under the Korean Commercial Code and the Articles of Incorporation

(1) Convening of a General Meeting of Shareholders (Article 362 of the Korean Commercial Code; Article 17 of the Articles of Incorporation)

(2) Approval of the business report and financial statements (Article 447-2(1) and Article 447 of the Korean Commercial Code) <Amended on December 3, 2025>

(3) Appointment of the Representative Director, etc. (Article 389 of the Korean Commercial Code)

<Amended on December 3, 2025>

(4) Determination of matters relating to the issuance of new shares and disposition of unsubscribed shares (Article 416 of the Korean Commercial Code; Article 165-6 of the Financial Investment Services and Capital Markets Act) <Amended on December 3, 2025>

(5) Capitalization of reserves (Article 461 of the Korean Commercial Code)

(6) Issuance of convertible bonds (Article 513 of the Korean Commercial Code; Article 15 of the Articles of Incorporation)

(7) Issuance of bonds with warrants (Article 516-2 of the Korean Commercial Code; Article 16 of the Articles of Incorporation)

(8) Issuance of bonds (Article 469 of the Korean Commercial Code)

(9) Establishment, relocation, or abolition of branches (Article 393 of the Korean Commercial Code; Article 3 of the Articles of Incorporation)

(10) Reduction of capital (Article 438 of the Korean Commercial Code)

(11) Grant of stock options (Article 340-2 and Article 542-3 of the Korean Commercial Code; Article 10-3 of the Articles of Incorporation) <Amended on December 3, 2025>

(12) Transfer, acquisition, or lease of business (Article 374 of the Korean Commercial Code)

(13) Amendment of the Articles of Incorporation (Article 434 of the Korean Commercial Code)

(14) Merger and division of the Company (Part III, Chapter 4, Sections 10 and 11 of the Korean Commercial Code) <Amended on December 3, 2025>

(15) Stock split (Article 329-2 of the Korean Commercial Code)

2. Matters concerning Company management:

(1) Determination and modification of fundamental management policies

(2) Short-term and long-term business plans

(3) Development of new businesses or products

(4) Capital plans and basic budgets

3. Organizational matters:

(1) Establishment and amendment of key organizational structures

(2) Formulation and revision of key internal regulations

4. Personnel matters:

(1) Determination of staffing levels

(2) Appointment of senior employees (non-registered executives)

5. Matters Relating to Assets

(1) Monetary investments of KRW 5 billion or more (excluding financial institution products) <Amended December 3, 2025>

(2) Execution of material contracts of KRW 5 billion or more <Amended December 3, 2025>

(3) Acquisition or disposal of material assets of KRW 5 billion or more <Amended December 3, 2025>

(4) [Deleted] <Amended December 3, 2025>

(5) Establishment, opening, or closure of material facilities of KRW 5 billion or more <Amended December 3, 2025>

6. Matters Relating to Financing <Amended December 3, 2025>

(1) Issuance of new shares

(2) Issuance of bonds <Amended December 3, 2025>

(3) Borrowing of funds

7. Miscellaneous

(1) Initiation and settlement of material litigation

(2) Matters prescribed in Article 2 of the Regulations on Non-Business Transactions

(3) Other matters delegated by the General Meeting of Shareholders, matters requiring Board resolution under applicable laws and regulations, and any other matters deemed necessary by the Board of Directors or the Chairperson <Amended December 3, 2025>

Article 13 (Ex Post Facto Ratification and Reporting)

In cases of urgency where a Board resolution cannot be obtained in advance, the Chairperson of the Board, after consultation with the responsible director, may take provisional action. However, the Board shall be convened promptly thereafter and approval shall be obtained. In addition, for significant operational matters involving Company assets that fall below the prescribed threshold outlined in Article 12, the Representative Director shall provide reports to the Board as necessary.

Article 14 (Delegation of Authority)

Matters requiring Board approval, except for those mandated by law or stipulated in the Articles of Incorporation, may be delegated to the Representative Director for final decision-making pursuant to a resolution by the Board.

Article 15 (Minutes)

① Minutes shall be prepared with respect to the proceedings of the Board of Directors.

② The minutes shall include the course of proceedings and the results thereof, and shall bear the names and seals or signatures of the Directors and Statutory Auditor(s) present.

③ The original minutes shall be kept and maintained by the department in charge of administering the Board of Directors. <Amended Apr. 26, 2017> <Amended December 3, 2025>

Article 16 (Travel and Transportation Expenses)

Travel and transportation expenses in an amount separately determined by the Representative Director may be paid to the Directors and Statutory Auditor(s) attending the Board of Directors. <Amended December 3, 2025>

Supplementary Provisions

① These Regulations shall enter into force on November 28, 2013.

② These Regulations shall enter into force on April 26, 2017.

③ These Regulations shall enter into force on April 26, 2018.

④ These Regulations shall enter into force on December 3, 2025.